

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Burcon NutraScience Corporation (the "**Company**" or "**Burcon**")
490 - 999 West Broadway
Vancouver, BC V6J 1Z2

Item 2: Date of Material Change

December 31, 2025 and January 9, 2026

Item 3: News Release

A press release with respect to the material change referred to in this report was disseminated through the facilities of Newsfile Corp. on each of January 2, 2026 and January 9, 2026 and subsequently filed under the Company's profile on the System of Electronic Document Analysis and Retrieval+ (SEDAR+).

Item 4: Summary of Material Change

On December 31, 2025, Burcon completed the first tranche of a non-brokered private placement (the "**Private Placement**") of convertible debentures of the Company (the "**Convertible Debentures**"). Upon closing of the first tranche, the Company received proceeds of \$1.25 million from the sale. On January 9, 2026, the Company announced it was increasing the size of the Private Placement from an aggregate principal amount of Convertible Debentures of up to \$6.3 million to up to \$6.9 million.

Item 5: Full Description of Material Change

The Company expects to close the Private Placement in two tranches and to raise up to \$6.9 million in aggregate proceeds. On December 31, 2025, the Company completed the first tranche of the Private Placement and received proceeds of \$1.25 million. Shareholder approval is required prior to closing the final tranche of the Private Placement.

Pursuant to sections 604 and 607 of the TSX Company Manual, shareholder approval will be required given the expected aggregate participation levels by insiders in the Private Placement, the consideration provided to insiders under the Private Placement, the aggregate size of the private placement overall and the expected aggregate participation by Mr. John Vassallo, a director of the Company, resulting in Mr. Vassallo and his associates and affiliates owning or controlling, directly or indirectly, greater than 20% of the outstanding shares of the Company after the Private Placement. The Company expects to close the final tranche of the Private Placement promptly following the special meeting of shareholders scheduled for February 20, 2026. Full details of the shareholder approvals required will be disclosed in the materials for the shareholder meeting which will be mailed in due course and filed on SEDAR+.

Each Convertible Debenture consists of \$1,000 principal amount, bears interest at a rate of 15% per annum, payable in full upon maturity, and is unsecured. The principal amount outstanding under the Convertible Debentures and all accrued and unpaid interest thereon will be payable in cash forty-eight (48) months from the date of issuance of the Convertible Debentures. The Convertible Debentures will be convertible at the option of the holder, in whole or in part, into common shares of the Company (the "**Shares**") at a conversion price of \$1.60 per Share (the "**Conversion Price**") and certain holders will have the option to convert their Convertible Debentures, in whole or in part, into pre-funded warrants of the Company (the "**PF Warrants**") at the Conversion Price per PF Warrant. Each PF Warrant is exercisable to acquire one Share (the "**PF Shares**") at an exercise price of \$0.00001 per PF Share.

At any time after the first anniversary of the issuance date of the Convertible Debentures, if the volume weighted average price of the Shares on the TSX (or such other stock exchange where the Shares principally trade) is above \$3.20 (200% of the Conversion Price) for a period of 14 consecutive trading

days, the Company may prepay the principal amount outstanding under the Convertible Debentures and any accrued and unpaid interest thereon to the holders of the Convertible Debentures. Upon written notice from the Company of such prepayment, a holder will have thirty (30) days from the date of such notice to accept the prepayment, failing which, the Company may accelerate the conversion of the Convertible Debentures held by such holder into Shares or PF Warrants, as applicable, at the Conversion Price.

The proceeds from the Private Placement are expected to support customer onboarding and accelerate conversion of ingredient sales and increase operational throughput as demand scales, while strengthening the Company's balance sheet flexibility during commercial expansion. Some of the proceeds will also be used to repay a short-term loan from entity related to a director of the Company and for general corporate purposes.

The issuance of Convertible Debentures to Mr. John Vassallo, a director of the Company, under the first tranche of the Private Placement is considered a related party transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Mr. Vassallo, through RE ProMan Investor, LLC ("**ProMan Investor**"), an entity controlled by him, purchased all of the Convertible Debentures issued under the first tranche of the Private Placement.

Prior to the issuance of the Convertible Debentures to ProMan Investor under the first tranche of the Private Placement, Mr. Vassallo, directly and indirectly, held 16.17% of the issued and outstanding Shares on a fully diluted basis (assuming exercise of his options to purchase 14,000 Shares and warrants to purchase 531,355 Shares (together, the "**Convertible Securities**"). After the issuance of the Convertible Debentures, Mr. Vassallo, now holds an aggregate of 20.85% of the issued and outstanding Shares on a fully diluted basis (assuming exercise of his Convertible Debentures and the Convertible Securities). Mr. Vassallo's participation in the first tranche is not expected to have a material effect on the Company's business and affairs. Mr. Vassallo has filed a press release and early warning report in connection with his subscription pursuant to the requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* and National Instrument 62-104 – *Take-Over Bids and Issuer Bids* of the Canadian Securities Administrators.

Burcon intends to close the second and final tranche of the Private Placement after receipt of requisite shareholder and regulatory approvals. In connection with the second tranche of the Private Placement, ProMan Investor and/or John A. Vassallo intends to subscribe for up to an additional \$3,550,000 principal amount of Convertible Debentures, which will be convertible into an additional 2,218,750 Shares, at a price of \$1.60 per Share. Mr. Vassallo's participation in the second tranche of the Private Placement will result in Mr. Vassallo and his associates and affiliates owning or controlling, directly or indirectly, approximately 31.66% of the issued and outstanding Shares on a fully diluted basis (assuming exercise of his Convertible Debentures and the Convertible Securities), assuming the requisite shareholder approvals are received and the Private Placement is fully subscribed for.

Burcon is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 on the basis that the participation in the first tranche of the Private Placement by this insider does not exceed 25% of Burcon's market capitalization. The Company did not file a material change report in respect of the related party transaction 21 days prior to the closing of the first tranche of the Private Placement as the details of the participation of insiders of the Company had not been confirmed at that time. The Private Placement was unanimously approved by the disinterested director of Burcon.

The purpose and business reasons of the subscription by this insider was to allow the Company to expeditiously close the first tranche of the Private Placement and to allow it to raise the maximum amount of funds under the terms of the Private Placement, assuming the requisite shareholder approvals are received. The use of funds from both the Private Placement are as set out above.

To the Company's knowledge, following the reasonable inquiry of the directors and senior officers of the Company, no prior valuations of the Company or its securities or material assets was made in the 24 months prior to the date of the Private Placement.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

Dorothy Law, SVP Legal & Corporate Secretary

Telephone: (604) 733-0896

Email: dlaw@burcon.ca

Item 9: Date of Report

January 9, 2026

Forward-Looking Information Cautionary Statement

This Material Change Report contains forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements or forward-looking information involve risks, uncertainties and other factors that could cause actual results, performances, prospects and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements or forward-looking information can be identified by words such as "anticipate," "aim", "intend," "plan," "goal," "project," "estimate," "expect," "believe," "future," "likely," "may," "should," "could," "will" and similar references to future periods and include statements related to the use of proceeds of the Private Placement, closing of the final and second tranche of the Private Placement and receipt of requisite shareholder approvals in respect of same. All statements included in this Material Change Report, other than statements of historical fact, are forward-looking statements. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements or information. Important factors that could cause actual results to differ materially from Burcon's plans and expectations include the implementation of our business model and growth strategies; trends and competition in our industry our future business development, financial condition and results of operations and our ability to obtain financing cost-effectively; potential changes of government regulations; and other risks and factors detailed herein and from time to time in the filings made by Burcon with securities regulators and stock exchanges, including in the section entitled "Risk Factors" in Burcon's annual information form for the year ended March 31, 2025 and its other public filings with Canadian securities regulators on SEDAR+ at www.sedarplus.ca. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements or information. Any forward-looking statement or information speaks only as of the date on which it was made, and, except as may be required by applicable securities laws, Burcon disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Although Burcon believes the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance, and, accordingly, investors should not rely on such statements.