

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Corporation

BriaCell Therapeutics Corp. (the "**Company**" or "**BriaCell**")
Suite 300 – Bellevue Centre
235-15th Street
West Vancouver, BC V7T 2X1

Item 2. Date of Material Change

August 31, 2023

Item 3. News Release

A news release dated August 31, 2023 announcing the material change was disseminated on August 31, 2023 through the facilities of GlobeNewswire and filed under the Company's profile on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Effective August 31, 2023, BriaPro Therapeutics Corp. ("**SpinCo**") and the Company completed the previously announced plan of arrangement (the "**Arrangement**"), pursuant to which, inter alia, certain pipeline assets of the Company, including Bria-TILsRx™ and protein kinase C delta (PKCδ) inhibitors for multiple indications including cancer (the "**SpinCo Assets**"), were spun-out to SpinCo. Pursuant to the terms of the Arrangement, SpinCo has acquired the entire right and interest in and to the SpinCo Assets in consideration for the issuance by SpinCo to the Company of SpinCo common shares ("the **SpinCo Shares**"). Following completion of the Arrangement, the Company owns 66.6% of SpinCo, with the remaining 33.3% held by BriaCell shareholders ("**BriaCell Shareholders**").

In connection with the Arrangement, the Company holds greater than 10% of the issued and outstanding common shares of SpinCo and has filed an early warning report in connection therewith.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Arrangement

Effective August 31, 2023, the Company and SpinCo completed the previously announced Arrangement.

Pursuant to the terms of the Arrangement, SpinCo acquired the entire right and interest in and to the SpinCo Assets in consideration for the issuance by SpinCo to the Company of SpinCo Shares. Following completion of the Arrangement, the Company owns 66.6% of SpinCo, with the remaining 33.3% held by BriaCell Shareholders. Under the terms of the Arrangement, for each BriaCell share held immediately prior to closing, BriaCell Shareholders received one (1) common share of SpinCo, and one (1) new common share of BriaCell (retiring their old common share) having the same terms and characteristics as the existing BriaCell common shares. The Company remains listed on the NASDAQ Stock Market and Toronto Stock Exchange. SpinCo is an unlisted reporting issuer in Canada.

As a result of the Arrangement, there are approximately 47,945,178 SpinCo Shares issued and outstanding. The Company now beneficially owns or controls approximately 31,963,452 SpinCo Shares, representing 66.6% of the issued and outstanding SpinCo Shares.

Early Warning

Immediately following the closing of the Arrangement, BriaCell controls 66.6% of the issued and outstanding SpinCo Shares. As the Company holds more than 10% of the issued and outstanding SpinCo Shares it has filed an early warning report pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* which are available on the Company's SEDAR profile at www.sedar.com.

5.2 *Disclosure for Restructuring Transactions*

Not Applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

For further information, please contact:

William V. Williams, President and Chief Executive Officer
Telephone: 1(888) 485-6340

Item 9. Date of Report

September 11, 2023