

# ROZDIL CAPITAL CORPORATION

## REPORTS RESULTS OF ITS ANNUAL GENERAL AND SPECIAL MEETING

### NEWS RELEASE

#### FOR IMMEDIATE RELEASE

**September 7, 2021** – Toronto, Ontario - Rozdil Capital Corporation (TSXV: ROZ.P) (the “**Company**”) is pleased to announce that all matters submitted to shareholders for approval as set out in detail in the Company’s management information circular (“**Circular**”) dated August 3, 2021 were approved at the annual general and special meeting of the shareholders of the Company held on September 3, 2021 (the “**Meeting**”). At the Meeting, the following matters were voted upon and approved by the Company’s shareholders:

1. MNP Canada LLP was re-appointed as the auditor of the Company;
2. DMCL LLP was appointed as alternative auditor for the Corporation, conditional on and effective upon the completion of the proposed Qualifying Transaction (“**QT**”) with “Thiogenesis Therapeutics Inc.” (“**TTI**”);
3. the number of directors of the Corporation was approved to be increased from three (3) to five (5), subject to and effective upon completion of the proposed QT;
4. the incumbent members of the board of directors, being Brook G. Riggins, W. Hogan Mullally and Neil A. Johnson, were re-elected;
5. nominee board of directors of the resulting issuer, being Brook G. Riggins, W. Hogan Mullally, Patrice P. Rioux, Christopher M. Starr and Kim R. Tsuchimoto, were conditionally elected subject to and effective upon completion of the proposed QT; and
6. the Company is approved as a special resolution to amend its articles for a corporate name change from “Rozdil Capital Corporation” to “Thiogenesis Therapeutics Corp.” or such other similar name as may be determined by the Board.

In addition to the above, disinterested shareholders of the Company voted in favour of the following resolutions proposed in the Circular, thereby implementing the certain changes needed to transition to the TSX Venture Exchange’s Policy 2.4 – Capital Pool Companies effective as at January 1, 2021 (“**Policy 2.4**”):

- (i) removing the consequences associated with the Company not completing a Qualifying Transaction within 24 months of its listing date;
- (ii) ratifying certain amendments to the Company’s stock option plan; and

Please refer to the Company’s news release dated July 26, 2021 and the Circular for further details with respect to the amendments associated with the new Policy 2.4.

The Company has received conditional acceptance by the TSX Venture Exchange (TSXV) of the above CPC Transition matters approved by shareholders and expects to receive final acceptance pending fulfillment of customary requirements as set out by the TSXV.

#### **About Rozdil Capital Corporation**

Rozdil is a capital pool company governed by the policies of the Exchange. Rozdil’s principal business is the identification and evaluation of assets or businesses with a view to completing a Transaction.

Rozdil's common shares are currently suspended from trading as the Company has not completed a qualifying transaction within 24 months from the date of its original listing as required under the predecessor CPC Policy. The common shares will remain suspended pending the review of the QT by the Exchange and satisfaction of the conditions of the Exchange for removal of the suspension. It is likely that trading in the Company's common shares will not resume prior to the closing of the QT.

### **About TTI**

Thiogenesis Therapeutics, Inc. ("TTI") is biopharmaceutical company that is focused on the clinical development of novel pharmaceutical agents to treat unmet medical diseases. TTI has synthesized and patented three compounds that are prodrugs to cysteamine. Cysteamine is a thiol (an organosulfur compound with a functional –SH group) that has multiple mechanisms of action studied and documented. Cysteamine has been considered a promising drug candidate for several indications including; mitochondrial diseases, rare genetic diseases otherwise known as orphan diseases and CNS diseases, but its development has been limited by its poor side effect profile. Cysteamine-based drugs have been approved and used to treat cystinosis, a rare childhood disease for several decades.

### **Forward-Looking Information**

This news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, the approval of disinterested shareholders of matters under the New CPC Policy at the general and special shareholder meeting and the future business of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “is expected”, “expects” or “does not expect”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, “believes”, or variations of such words and phrases; or terms that state that certain actions, events, or results “may”, “could”, “would”, “might”, or “will be taken”, “could occur”, or “be achieved”. Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on, a number of assumptions and is subject to known and unknown risks, uncertainties and other factors, including but not limited to the timing of obtaining the necessary approvals of the shareholders and the Exchange. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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