

AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102

Item 1 Names of the Parties to the Transaction

Thiogenesis Therapeutics, Corp. (formerly “Rozdil Capital Corporation”) (the “Company” or the “Resulting Issuer”)

Thiogenesis Therapeutics, Inc. (“TTI-US”)

Item 2 Description of the Transaction

On March 31, 2022, Thiogenesis Therapeutics, Corp. completed its qualifying transaction (the “Qualifying Transaction”) under TSX Venture Exchange (“TSXV”) Policy 2.4 – Capital Pool Companies. The Qualifying Transaction was effected pursuant to the terms of a Securities Exchange Agreement dated February 8, 2021 entered among Rozdil Capital Corporation (“the Company”), Thiogenesis Therapeutics, Inc. (“TTI-US”) and securityholders of TTI-US (the “Vendors”) and as amended on March 2, May 31, September 30, 2021 and January 31, 2022 (the “SEA”).

Immediately prior to closing of the SEA, the Company converted 10,000,000 previously issued special warrants (see the Company's press release dated August 4, 2021) into 10,000,000 common shares of the Company. This financing raised gross proceeds of \$3,500,000 through the issuance of 10,000,000 special warrants at a price of \$0.35 per special warrant, each special warrant being convertible, without further consideration, into one common share of the Company. Also in connection with the special warrant financing, the Company paid cash finder's fees of \$159,250 and issued a total of 455,000 non-transferable compensation options (the “Finder's Options”). Each Finder's Option is exercisable for one common share of the Company at a price of \$0.35 per Common Share until July 29, 2022, subject to an acceleration clause.

The acquisition of TTI-US constitutes a reverse takeover of the Company. Under the terms of the SEA, the Company issued a total of 12,771,075 common shares of the Company (the “Consideration Shares”) and 1,000,000 common share purchase warrants exercisable at \$0.50 per shares for a term of 2 years upon issuance to the securityholders of TTI-US. The Consideration Shares represents approximately 45.76% (on a non-diluted basis) of the outstanding shares of the Resulting Issuer immediately after the closing of the Qualifying Transaction. Combined with the 10,000,000 common shares issued on conversion of the special warrants, the aggregate number of common shares held by new shareholders under the Qualifying Transaction is over 81.58% (on a non-diluted basis).

As part of the Qualifying Transaction, the Company changed its name to “Thiogenesis Therapeutics, Corp.” The Company is now listed on the TSX Venture Exchange as a Tier 2 Life Science Issuer under the symbol “TTI”.

Additional information regarding the Qualifying Transaction can be found in the Filing Statement of the Company, dated March 17, 2022 and in the documents set forth in Item 7 below, copies of which are available under the Resulting Issuer's profile on SEDAR at www.sedar.com

On completion of the Qualifying Transaction, Neil A. Johnson, a former officer and director

of Thiogenesis Therapeutics, Corp. resigned and a new board was appointed consisting of Christopher M. Starr, Patrice P. Rioux, Brook Riggins, W. Hogan Mullally and Kim Tsuchimoto. Christopher M. Starr has been appointed Chairman of the Board, Patrice P. Rioux will serve as Chief Executive Officer, and Brook Riggins will serve as Chief Financial Officer and Corporate Secretary of the Company.

Item 3 Effective Date of the Transaction

March 31, 2022.

Item 4 Name of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity.

No party ceased to be a reporting issuer after the Qualifying Transaction.

Item 5 Date of the reporting issuer's first financial year-end subsequent to the transaction.

The financial reporting periods of the Resulting Issuer will continue to be the same as the financial reporting periods of TTI-US, the Qualifying Transaction target company, which has a financial year end of December 31. As such, the first financial year end for the Resulting Issuer following the Qualifying Transaction will be for the 12 months ended December 31, 2022.

Item 6 Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year after the transaction

The Resulting Issuer shall file the following interim and annual financial statements in its first financial year:

- (a) unaudited consolidated interim financial statements of the Resulting Issuer for the three month period ended March 31, 2022 (to be filed by May 2, 2022);
- (b) unaudited consolidated interim financial statements of the Resulting Issuer for the three and six month period ended June 30, 2022 (to be filed by August 29, 2022);
- (c) unaudited consolidated interim financial statements of the Resulting Issuer for the three and nine month period ended September 30, 2022 (to be filed by November 29, 2022); and
- (d) audited consolidated financial statements of the Resulting Issuer for the period from January 1, 2022 to December 31, 2022 (to be filed by May 1, 2023).

Item 7 Documents Filed

Details of the Qualifying Transaction can be found in the following documents:

- news release of the Company dated March 12, 2021;
- material change report of the Company dated March 16, 2021;
- news release of the Company dated March 23, 2021;
- news release of the Company dated July 26, 2021;

- news release of the Company dated July 27, 2021;
- management information circular of the Company dated August 3, 2021;
- news release of the Company dated August 4, 2021;
- news release of the Company dated September 7, 2021;
- filing statement of the Company dated March 17, 2022
- Securities Exchange Agreement dated February 8, 2021, as subsequently amended, and filed on March 21, 2022;
- news release of the Company dated March 21, 2022;
- news release of the Resulting Issuer dated April 5, 2022;
- material change report of the Resulting Issuer dated April 7, 2022; and
- Notice of Change In Corporate Structure dated May 2, 2022, to which this notice is an amendment.

each of which has been electronically filed with the Canadian securities regulators and is available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under the Resulting Issuer's profile.

DATED this 25th day of July, 2022.

Thiogenesis Therapeutics, Corp.
(formerly Rozdil Capital Corporation)

Per: */s/ Patrice P. Rioux*
Patrice P. Rioux, C.E.O.