

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Thiogenesis Therapeutics, Corp. (“TTI” or the “Company”)  
4 King Street West, Suite 401  
Toronto, ON M5H 1B6

**ITEM 2. DATE OF MATERIAL CHANGE**

July 30, 2025.

**ITEM 3. NEWS RELEASE**

News release attached hereto as Schedules “A”, was disseminated via Newsfile news service and subsequently filed on SEDAR+ on August 1, 2025.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company raised an aggregate of C\$4,146,800, through the non-brokered private placement of 5,529,066 common shares.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

For a full description of the material change, see Schedules “A”.

**ITEM 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**

Not applicable.

**ITEM 8. EXECUTIVE OFFICER**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Brook Riggins, Director and C.F.O.  
info@thiogenesis.com  
Tel.: (888) 223-9165

**ITEM 9. DATE OF REPORT**

August 7, 2025



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**Thiogenesis Raises Over C\$4.14 million In  
Non-Brokered Private Placement of Common Shares**

**San Diego, California, August 1, 2025 – Thiogenesis Therapeutics Corp. (TSXV: TTI) (“Thiogenesis” or the “Company”)** is pleased to announce that, further to its news releases of July 17 and July 29, 2025, it has closed a heavily over-subscribed non-brokered private placement (the “Offering”) through the issuance of 5,529,066 common shares (the “Offered Shares”) in the capital of the Company for gross proceeds of C\$4,146,800 at a price of C\$0.75 per Offered Share.

All securities issued and issuable in connection with the Offering will be subject to a 4-month plus one day hold period ending December 1, 2025. The Offering has received conditional acceptance from the TSX Venture Exchange but remains subject to receipt of final acceptance.

In connection with the Offering, the Company has paid certain qualified finders (the “Finders”) the following: (i) a cash finder’s fee equal to 7% of the gross proceeds raised from subscribers introduced to the Company by the Finders, and (ii) non-transferable finder’s options (the “Finder’s Options”) equal in number to 7% of the number of Offered Shares issued to subscribers introduced to the Company by the Finder. Each Finder’s Option entitles the Finder to purchase one common share in the capital of the Company at a price of C\$0.75 per share for a period of two years following the closing of the Offering.

In total, the Company paid C\$266,406 in Finder’s fees and issued 353,208 in non-transferable Finder’s Options.

Net proceeds from the Offering will be used for the Company’s Mitochondrial Encephalopathy Lactic Acidosis and Stroke (MELAS) clinical trial expenses, the creation and purchase of additional TTI-0102 for future clinical trials and general working capital.

**Insider Participation in the Offering**

An independent director of the Company, who is not a control person, participated in the Offering and acquired 64,000 Offered Shares. The issuance of the Offered Shares to such insider pursuant to the Offering is considered a “related party” transaction subject to and in accordance with Multilateral Instrument 61-101 (“MI 61-101”) and Policy 5.9 of the Exchange. The Company relied on the exemptions from the valuation and minority shareholder approval requirements contained in sections 5.5(a) and (b) and 5.7(1)(a) and (b) of MI 61-101. Neither the Company nor, to the knowledge of the Company after reasonable inquiry, a related party, has had knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

**About TTI-0102**

Thiogenesis’ lead product candidate, TTI-0102, is an asymmetric disulfide and a prodrug that acts as a precursor to the thiol compound cysteamine. Thiols, which have a functional SH group (containing sulfur and hydrogen), are versatile bio-active molecules that are known to be involved in key biochemical reactions and metabolic processes, making them promising candidates to treat several diseases. Cysteamine drives the production of a significant amount of intracellular cysteine, which is a precursor to important antioxidants such as glutathione and the conditionally essential amino acid taurine, both providing the potential to address oxidative stress and restore mitochondrial function. Thiogenesis seeks to develop the prodrug TTI-0102 to address the challenges of earlier thiol-based drugs, including their short half-life, adverse side effects, and dosing limitations.

**About Thiogenesis**

Thiogenesis Therapeutics, Corp. (TSXV: TTI) (OTCQX: TTIPF) is a clinical-stage biopharmaceutical company with operations based in San Diego, CA. The Company is publicly traded on the TSX Venture Exchange and in the U.S. on the OTCQX. Thiogenesis is developing sulfur-containing prodrugs that act as precursors to previously approved thiol-active compounds, with the potential to treat serious pediatric diseases with unmet

medical needs. Thiogenesis' lead product candidate, TTI-0102 has an active Phase 2 clinical trial in Mitochondrial Encephalopathy Lactic Acidosis and Stroke ("MELAS"), an IND cleared Phase 2a clinical trial in Leigh syndrome spectrum and is planning clinical trials in Rett syndrome and pediatric Metabolic Dysfunction-Associated Steatohepatitis.

**For further information, please contact:**

Brook Riggins, Director and CFO  
Email: [info@thiogenesis.com](mailto:info@thiogenesis.com)  
Tel.: (888) 223-9165

**Forward Looking Statements**

This news release contains certain forward-looking statements and forward-looking information (collectively referred to herein as forward-looking statements) within the meaning of Canadian securities laws including, without limitation, statements with respect to: the Company undertaking a non-brokered private placement to raise up to \$3 million at a price of \$0.75 per Common Share; the Offering being subject to the approval of the TSX Venture Exchange; the Company anticipating closing the Offering as soon as practicable; that the Shares (if sold) will be subject to a four-month and one day hold period; that the Company may pay finder's fees in connection with the Offering; the proceeds (if Shares are sold) from the Offering will be used for MELAS clinical trial expenses, the creation and purchase of additional TTI-0102 for future clinical trials. All statements other than statements of historical fact are forward-looking statements. Undue reliance should not be placed on forward-looking statements, which are inherently uncertain, are based on estimates and assumptions, and are subject to known and unknown risks and uncertainties (both general and specific) that contribute to the possibility that the future events or circumstances contemplated by the forward-looking statements will not occur. Although the Company believes that the expectations reflected in the forward-looking statements contained in this press release, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions, or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause the Company's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. The forward-looking statements contained in this news release are made as of the date hereof and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable law. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

*This news release is not an offer of securities for sale in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The Company has not registered and will not register the securities under the U.S. Securities Act. The Company does not intend to engage in a public offering of their securities in the United States.*