

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

Item 1. Name and Address of Company

StageZero Life Sciences Ltd. (the “**Company**” or “**StageZero**”)
70 East Beaver Creek Road, Unit 30
Richmond Hill, ON L4B 3B2

Item 2. Date of Material Change

March 3, 2022

Item 3. News Release

A press release was issued by the Company on March 3, 2022 via a Canadian newswire network.

Item 4. Summary of Material Change

StageZero has closed its previously announced private placement of its common shares and warrants to purchase Common Shares with an institutional investor for gross proceeds of approximately C\$1.87 million.

Item 5. Full Description of Material Change

The Company announced that it has closed its previously announced private placement of its common shares (“**Common Shares**”) and warrants to purchase Common Shares (“**Warrants**”) with an institutional investor for gross proceeds of approximately C\$1.87 million (the “**Private Placement**”). Pursuant to the Private Placement, the Company issued 10,000,000 Common Shares and Warrants to purchase up to an aggregate of 10,000,000 Common Shares at a purchase price of C\$0.187 per Common Share and associated Warrant. Each Warrant entitles the holder to purchase one Common Share at an exercise price of C\$0.2206 per Common Share for a period of four years following the issuance date.

H.C. Wainwright & Co. acted as the exclusive placement agent for the Private Placement.

The net proceeds of the Private Placement will be used to accelerate the Company’s Global Growth Strategy and further support the commercialization of Aristotle[®] and AVRT. No securities were offered or sold to Canadian residents in connection with the Private Placement.

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

Not Applicable

Item 7. Omitted Information

No information has been omitted from this Report.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted as follows:

James Howard-Tripp
Chief Executive Officer

Telephone: 1-855-420-7140
E-mail: jht@stagezerols.com

Item 9. Date of Report

March 3, 2022