FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

NurExone Biologic Inc. (the "**Company**")
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

Item 2: Date of Material Change

January 21, 2025.

Item 3: News Release

A news release was disseminated on January 21, 2025 via Globe Newswire and filed on the Company's SEDAR+ profile at www.sedarplus.ca.

Item 4: Summary of Material Change

Private Placement

Effective January 21, 2025 (the "**Closing Date**"), the Company closed a non-brokered private placement of 856,996 units ("**Units**") at a price of C$0.56 per Unit for aggregate gross proceeds of C$479,917.76 (the "**Offering**").

All securities issued under the Offering were subject to receipt of all necessary regulatory approvals, including from the TSX Venture Exchange (the "**TSXV**"), and all securities issued thereunder were subject to a statutory hold period of four months and one day from the closing of the Offering.

Warrant Exercises

Effective January 21, 2025, further to the Company's press release dated August 28, 2023, the Company received gross proceeds of C$727,755.04 through the exercise of 2,140,456 whole class A common share purchase warrants ("**Class A Warrants**") at a price of C$0.34 per Class A Warrant issued in the first tranche of the non-brokered private placement of the Company which closed on August 25, 2023 (the "**August 2023 Offering**").

Each Class A Warrant entitled the holder thereof to purchase one common share in the capital of the Company (each, a "**Common Share**") at a price of C$0.34 per Common Share for a period of 24 months from the August 2023 Offering closing date, subject to acceleration.

Director of Research and Development Appointment

The Company appointed Dr. Tali Kizhner as its new Director of Director of Research and Development.

Item 5.1: Full Description of Material Change

Private Placement

Each Unit consisted of (i) one Common Share, and (ii) one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of C$0.70 per Common Share for a period of 36 months, subject to acceleration. If the daily volume weighted average trading price of the Common Shares on the TSXV for any period of 20 consecutive trading days equals or exceeds C$1.75, the Company may, upon providing written notice to the holders of the Warrants (the "**Acceleration Notice**"), accelerate the expiry date of the Warrants to the date that is 45 days following the date of the Acceleration Notice. In addition, following the date of the issuance of the Warrants, if the Company lists the Common Shares to a nationally recognized stock exchange in the United States, the Company may upon providing an Acceleration Notice, accelerate the expiry date of the Warrants to the date that is 45 days following the date of the Acceleration Notice. If the Warrants are not exercised by the applicable accelerated expiry dates, the Warrants will expire and be of no further force or effect.

The Company intends to use the proceeds of the Offering for working capital purposes.

Warrant Exercises

Following the Company providing the outstanding Class A Warrant holders an acceleration notice on December 17, 2024 that the Class A Warrant acceleration trigger was met, when the daily volume weighted average trading price of the Common Shares on the TSXV equalled or exceeded C$0.69 for a period of 20 consecutive trading days, 2,140,456 Class A Warrants were exercised at a price of $0.34 per Class A Warrant, providing the Company C$727,755.04 in gross proceeds. The effect of such exercises, along with the prior exercise of 181,818 Class A Warrant back in March 2024, resulted in all Class A Warrants issued in the August 2023 Offering being exercised.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, please contact:

Dr. Lior Shaltiel
Chief Executive Officer and Director
Phone: +972-52-4803034
Email: info@nurexone.com

Item 9: Date of Report

January 28, 2025.