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: Dates of Material Changes

1. August 18, 2025;
2. September 2, 2025; and
3. September 11, 2025.

Item 3: News Releases

News releases were disseminated via Globe Newswire and filed on the Company's SEDAR+ profile at www.sedarplus.ca on the following dates:

1. September 8, 2025; and
2. September 11, 2025.

Item 4: Summary of Material Change

Please see Item 5.1 below for a full description of the material changes.

Private Placement

Effective September 11, 2025, the Company, subject to TSX Venture Exchange ("**TSXV**") approval, closed a non-brokered private placement of 930,376 units ("**Units**") at a price of C$0.68 per Unit for aggregate gross proceeds of C$632,655.68 (the "**Offering**").

Closing of the Offering was subject to receipt of all necessary regulatory approvals, including the TSXV, and all securities issued under the Offering are subject to a statutory hold period of four months and one day from the closing of the Offering.

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

Item 5.1: Full Description of Material Change

U.S. Patent

Effective August 18, 2025, the United States Patent and Trademark Office issued a Notice of Allowance for a patent covering the Company's proprietary process for producing exosomes, natural cell-free nanoparticles derived from stem cells. The patent secured exclusive rights to the Company's 3D scaffold and shear-stress based bioreactor system, enabling scalable, reproducible exosome production. The patented manufacturing process is under an exclusive worldwide license to the Company from the Technion Research and Development Foundation, Ltd.

Israeli Patent

Effective September 2, 2025, the Israeli Patent Office granted the Company's Patent, entitled "Production of Extracellular Vesicles from Stem Cells."

Private Placement

Each Unit consisted of (i) one common share in the capital of the Company (each, a "**Common Share**"), and (ii) one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of C$0.88 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$1.70, 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. If the Warrants are not exercised by the accelerated expiry date, the Warrants will expire and be of no further force or effect.

Related Party Transaction Disclosure

Jay Richardson, a director of the Company, participated in the Offering and acquired 24,854 Units.

The participation of Mr. Richardson in the Offering constituted a "related party transaction" as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transaction* ("**MI 61-101**") and would have required the Company to receive minority shareholder approval for and obtain a formal valuation for the subject matter of the Offering in accordance with MI 61-101, prior to the completion of the Offering. However, in completing the Offering, the Company relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of Mr. Richardson's participation in the Offering as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the Offering, insofar as it involved Mr. Richardson, exceeded 25% of the Company's market capitalization (as determined under MI 61-101).

Effect of the Transaction					
Name	**Insider**	**# of Securities Acquired**	**Value**	**# of Securities Held**	**% of Securities Held**
Jay Richardson	Director	24,854 Units	C$16,900.72	See Note 3 See Note 4	See Note 3 See Note 4

Notes:

1. Upon completion of the Offering on an undiluted basis.
2. Upon completion of the Offering on a partially diluted basis.
3. Immediately prior to the completion of the Offering, Jay Richardson, beneficially owned or controlled 194,913 Common Shares and 333,400 securities convertible into Common Shares, representing 0.24% of the issued and outstanding Common Shares on an undiluted basis and 0.65% of the issued and outstanding Common Shares on a partially diluted basis calculated based on 81,483,869 issued and outstanding Common Shares prior to the completion of the Offering.
4. As a result of the Offering, Mr. Richardson beneficially owns or controls 219,767 Common Shares and 345,827 securities convertible into Common Shares, representing 0.27% of the issued and outstanding Common Shares on an undiluted basis and 0.68% of the issued and outstanding Common Shares on a partially diluted basis calculated based on 82,414,245 Common Shares issued and outstanding upon completion of the Offering.

The Offering was approved by the members of the board of directors of the Company who are independent for the purposes of the Offering insofar as it involved Mr. Richardson. No special committee was established in connection with the Offering.

The Company did not file a material change report more than 21 days before the closing date of the Offering as Mr. Richardson's subscription was not known until closing and the subscribers requested to close the Offering in an expeditious manner. In the Company's view, the shorter period was necessary to permit the Company to close the Offering in a timeframe consistent with usual market practice for transactions of this nature and was reasonable in the circumstances.

Aside from agreements entered into with the Company pursuant to the Offering, the Company will not be entering into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

The Company will send a copy of this material change report to any shareholder of the Company who requests a copy of it.

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

September 19, 2025.