

EVP CAPITAL INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

EVP Capital Inc. (the “**Issuer**”)
121 King Street West, Suite 2150
Toronto, Ontario, Canada, M5H 3T9

Item 2 Date of Material Change

June 28, 2024

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Corporation and disseminated via NewsFile on July 2, 2024.

Item 4 Summary of Material Change

The Issuer has entered into a definitive arrangement agreement and plan of merger with Sharp Edge Labs, Inc., a Delaware corporation (“**Sharp Edge**”) and SEL AcquisitionCo Inc., a Delaware incorporated wholly-owned subsidiary of the Issuer (“**Merger Sub**”) pursuant to which, among other things, the Issuer will acquire all of the issued and outstanding shares of Sharp Edge by way of a merger conducted under the Delaware General Corporation Law in which Merger Sub will merge with and into Sharp Edge, as part of a plan of arrangement under the *Business Corporations Act* (Ontario).

Item 5 Full Description of Material Change

The news release attached hereto as Schedule “A” provides a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change report is Lorne Sugarman, Chief Executive Officer of the Corporation, at (416) 477-1753.

Item 9 Date of Report

DATED this 2nd day of July, 2024.

SCHEDULE "A"

NOT FOR DISTRIBUTION TO UNITED STATES OF AMERICA WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES OF AMERICA

EVP Capital Announces Agreement for Proposed Qualifying Transaction

Toronto, Ontario – July 2, 2024 –EVP Capital Inc., an Ontario corporation (TSXV: EVP.P) ("**EVP Capital**"), is pleased to announce that it has entered into a definitive arrangement agreement and plan of merger dated June 28, 2024 (the "**Arrangement Agreement**") by and among EVP Capital, Sharp Edge Labs, Inc., a Delaware corporation ("**Sharp Edge**") and SEL AcquisitionCo Inc. ("**Merger Sub**"), a Delaware incorporated wholly-owned subsidiary of EVP Capital. The Arrangement Agreement contemplates that EVP Capital will acquire all of the issued and outstanding shares of Sharp Edge, an arm's length third party, by way of merger conducted under the Delaware General Corporation Law in which Merger Sub will merge with and into Sharp Edge, as part of a plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (Ontario) (the "**OBCA**").

Unless otherwise noted herein, all figures are unaudited and are in United States dollars.

Details of the Arrangement

The Arrangement, which was approved unanimously by the board of directors of EVP Capital, is to be carried out by way of a court-approved plan of arrangement under the OBCA, and will require the approval of two-thirds (66-2/3%) of the votes cast by shareholders of EVP Capital at an annual general and special meeting of the shareholders of EVP Capital (the "**Meeting**"). EVP Capital anticipates to schedule the Meeting on or about October 15, 2024. In addition to the approval of shareholders of EVP Capital, the completion of the Arrangement will be subject to court and regulatory approvals, including the TSX Venture Exchange (the "**TSXV**"). Subject to the satisfaction of such conditions, the Arrangement is anticipated to be completed on or about October 25, 2024. EVP Capital has obtained voting support agreements from certain of its shareholders representing approximately 61.8% of the issued and outstanding shares of EVP, pursuant to which such EVP shareholder will vote their shares at the Meeting in favour of the Arrangement and any actions required in furtherance of the actions contemplated thereby.

The Arrangement does not constitute a non-arm's length transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The closing of the Arrangement (the "**Closing**") is subject to the receipt of all necessary approvals, including without limitation, Sharp Edge stockholder approval of the Arrangement, delivery of a sponsorship letter from a TSXV member firm (see "Sponsorship and Listing Matters" below), and all necessary regulatory approvals. The Closing will also be subject to other conditions precedent, including without limitation, the representations and warranties to be contained in the Arrangement Agreement continuing to be accurate with no material change to either EVP Capital or Sharp Edge. The Arrangement will also provide for (i) the change of EVP Capital's name to "Sharp Therapeutics Corp." or a derivation thereof upon Closing, (ii) the adoption of an amended stock option plan, (iii) a stock consolidation, and (iv) such other matters as EVP Capital and Sharp Edge may deem necessary or advisable.

Pursuant to the Arrangement, each issued and outstanding share of common stock in the capital of Sharp Edge (each a "**Sharp Edge Share**") will be exchanged for common shares of EVP Capital, (the "**Resulting Issuer Shares**") on the basis of approximately 30.306851 Resulting Issuer Shares for one (1) Sharp Edge Share (the "**Exchange Ratio**") such that all holders of Sharp Edge Shares will become shareholders of EVP Capital and Sharp Edge will become a wholly-owned subsidiary of EVP Capital upon completion of the Arrangement. See "Capitalization" below. In addition, it is contemplated that all securities convertible, exercisable or exchangeable into Sharp Edge Shares outstanding at the effective time will be exchanged for similar securities of the Resulting Issuer (as defined below) on the basis of the Exchange Ratio.

EVP Capital is a "capital pool company" under the policies of the TSXV and the Arrangement will constitute its "Qualifying Transaction" in accordance with TSXV Policy 2.4 - *Capital Pool Companies* ("**Policy 2.4**"). Upon completion of the Arrangement, EVP Capital expects to be listed as a Tier 2 Life Sciences Issuer on the TSXV.

Description of Sharp Edge Business

Sharp Edge is a bioscience therapeutics company that seeks to disrupt genetic disease markets with a platform for routinely discovering small molecules that restore function of mutated proteins and restore haploinsufficiencies in human genetic disease. Sharp Edge has developed a computationally-aided experimental pipeline: a combination of proprietary assay technologies, computationally-selected screening libraries, and data analysis and machine learning algorithms. Sharp Edge then uses cells derived from patients and animal models to demonstrate functional restoration, providing an accelerated and de-risked path into and through the clinic.

Sharp Edge has invested nearly \$12 million over 14 years into the development of these drug discovery platform technologies and the resulting platform has produced two advanced assets that it intends to progress into clinical trials following the transaction. Sharp Edge has secured a definitive agreement for funding of an additional \$5,000,000. See "Financing" below. Proceeds from the proposed transactions outlined herein are expected to be used to support advancement of its assets into IND-enabling studies in 2024 and 2025.

The following table sets forth selected unaudited financial information of Sharp Edge for its completed financial year ended December 31, 2023, and the 3-months ended March 31, 2024.

Selected Financial Information	Year ended December 31, 2023	3-months ended March 31, 2024
Total revenues	\$132,915	\$81
Net income (loss)	(\$2,216,049)	(\$615,153)
Total assets	\$2,185,330	\$2,021,969
Total long term financial liabilities	\$7,160,538	\$7,660,538
Shareholders Equity	(\$5,728,640)	(\$6,343,793)

Capitalization

As of the date hereof, the authorized capital of EVP Capital consists of an unlimited number of common shares ("**EVP Capital Shares**"), of which 8,545,200 EVP Capital Shares are issued and outstanding. In addition, EVP Capital has issued options to purchase 854,520 EVP Capital Shares at an exercise price of \$0.10 per share to directors and officers of EVP Capital and non-transferrable agent's options to purchase up to 460,000 EVP Capital Shares at an exercise price of \$0.10 per share.

As of the date hereof, the authorized capital of Sharp Edge consists of 9,600,000 Sharp Edge Shares, 300,000 shares of Series 1.A preferred stock ("**Series 1.A Preferred Shares**"), 362,321 shares of Series 1.A-1 preferred stock ("**Series 1.A-1 Preferred Shares**"), 869,048 shares of Series 1.B preferred stock ("**Series 1.B Preferred**"), 2,204,438 shares of Series 1.C preferred stock ("**Series 1.C Preferred Shares**") and 2,808,139 shares of Series A preferred stock ("**Series A Preferred Shares**"), of which 1,392,622 Sharp Edge Shares, 300,000 Series 1.A Preferred Shares, 362,321 Series 1.A-1 Preferred Shares, 851,872 Series 1.B Preferred Shares, 1,671,637 Series 1.C Preferred Shares, and 739,365 Series A Preferred Shares are issued and outstanding. All of the outstanding Series 1.A Preferred Shares, Series 1.A-1 Preferred Shares, Series 1.B Preferred Shares, Series 1.C Preferred Shares and Series A Preferred Shares will be converted to 3,925,195 Sharp Edge Shares immediately prior to or concurrently with the closing of the Pre-Closing Financing (as defined below).

In addition, as of the date hereof, Sharp Edge has issued one warrant to purchase 19,686 Series 1.C Preferred Shares ("**Series 1.C Warrants**"), 475,242 options and restricted stock units to purchase Sharp Edge Shares pursuant to a 2010 incentive plan (the "**2010 Awards**") and 40,500 options and restricted stock units issued pursuant to a 2022 equity incentive plan (the "**2022 Awards**"). The Series 1.C Warrants, and all of the 2010 Awards, 2022 Awards and Sharp Edge Warrants (as defined below) will be converted into rights to acquire/exchange for options, warrants and restricted stock units, as the case may be, in EVP Capital Shares on Closing. In addition, as of the date hereof Sharp Edge has issued convertible notes in the aggregate original principal amount of \$6,951,769.26 (the "**Convertible Debt**"), which will be converted into Sharp Edge Shares at a conversion price of \$4.55 per share, subject to any interest and discounts set forth in the instruments memorializing such Convertible Debt immediately prior to or concurrent with the closing of the Pre-Closing Financing. It is anticipated that the settlement of the Convertible Debt will result in the issuance of at least 2,080,782 Sharp Edge Shares concurrently with the closing of the Pre-Closing Financing. Prior to the closing of the Pre-Closing Financing, Sharp Edge may issue additional Convertible Debt. In connection with the Arrangement, all of the Sharp Edge Shares existing immediately prior to the Closing (including those Sharp Edge Shares issued pursuant to the Pre-Closing Financing (as defined and discussed below) and upon exercise of the conversion right pursuant to the Convertible Debt) will be exchanged for EVP Capital Shares. In addition, it is contemplated that all securities convertible, exercisable or exchangeable into Sharp Edge Shares outstanding at the effective time will be exchanged for similar securities of the Resulting Issuer on the basis of the Exchange Ratio.

Immediately upon Closing, the existing securityholders of EVP Capital (including holders of all options and agent's options) will own 3.0% of the outstanding common shares of EVP Capital (the "**Resulting Issuer Shares**"), as the resulting issuer following completion of the Arrangement (the

"**Resulting Issuer**"), and all other existing securityholders of Sharp Edge (including holders of all the 2010 Awards, the 2022 Awards, the Sharp Edge Shares issued in connection with the Pre-Closing Financing (including upon exercise of the Sharp Edge Warrant issued thereunder) will own 97.0% of the Resulting Issuer Shares. No fractional Resulting Issuer Shares will be issued in connection with the Arrangement, and any fractional Resulting Issuer Shares will instead be rounded up to the nearest whole number if greater than or equal to 0.50 of a Resulting Issuer Share or rounded down to the nearest whole number if less than 0.50 of a Resulting Issuer Share without repayment to the holder thereof. It is anticipated that the share capitalization of the Resulting Issuer, assuming completion in full of the Pre-Closing Financing (as described under "*Financing*" below), will be as follows on Closing:

Shareholders	Resulting Issuer Shares¹	Percentage Interest
EVP Shareholders		3.00%
- Current Shareholders	8,545,200	
- Outstanding Options	854,520	
- Outstanding Warrants	460,000	
- Shares Reserved in Incentive Pool	Nil	
- Total	9,859,720	
Sharp Edge Shareholders		81.80%
- Current Shareholders ²	224,228,237	
- Outstanding Warrants	596,621	
- Outstanding Options	15,630,516	
- Shares Reserved in Incentive Pool	28,385,942	
- Subtotal ³	268,841,316	
Pre-Closing Financing ⁴	49,956,297	15.20%
TOTAL	328,657,332	100.00%

Notes:

1. After giving effect to the Exchange Ratio.
2. Current Shareholder amount includes holders that were issued Sharp Edge Shares on conversion of the Convertible Debt.
3. After giving effect to the Exchange Ratio, the fully diluted issued capital of Sharp Edge is 268,841,316 Resulting Issue Share prior to Completion of the Pre-Closing Financing.
4. Consists of 33,304,198 Resulting Issuer Shares upon issuance of the Units and a further 16,652,099 Resulting Issuer Shares upon exercise of the Sharp Edge Warrant. See "Financing" below.

The foregoing numbers are subject to change in the event that Sharp Edge issues additional Convertible Debt prior to the closing of the Pre-Closing Financing.

Financing

Prior to and as a condition of Closing, Sharp Edge will undertake, on a best-efforts basis, a non-brokered private placement of units of Sharp Edge ("**Units**") for gross proceeds of \$5,000,000 (the "**Pre-Closing Financing**") at an issue price of \$4.55 per Unit (prior to any adjustment resultant from the Exchange Ratio), with each Unit entitling the holder thereof to receive one SEL Share and one-half of one common stock purchase warrant of Sharp Edge ("**Sharp Edge Warrant**"). Each Sharp Edge Warrant shall entitle the holder thereof to purchase one SEL Share upon payment of an amount per share equal to \$4.55 per share within 12 months of the closing date of the Pre-Closing Financing. The net proceeds from the Pre-Closing Financing will be used for working capital purposes. No finders fee or commission is payable in connection with the non-brokered Pre-Closing Financing.

Board of Directors and Management of the Resulting Issuer

The board of directors of the Resulting Issuer (the "**Resulting Issuer Board**") is expected to be comprised of six members, with one member nominated by EVP Capital and the remaining five members nominated by Sharp Edge. The Resulting Issuer Board will consist of the following individuals after giving effect to the Exchange Ratio:

Proposed Director	Nominator	Resulting Issuer Shares ¹	
		Number	Percentage
John L. Brooks, III ² Pennsylvania, USA	Sharp Edge	-	-
John Hathaway ³ Pennsylvania, USA	Sharp Edge	62,912,082	23.5280%
William R. Newlin ⁴ (Chairman) Pennsylvania, USA	Sharp Edge	44,514,369	16.6476%
Scott Sneddon ⁵ Pennsylvania, USA	Sharp Edge	8,448,095	3.1594%
Dietrich Stephan ⁶ Pennsylvania, USA	Sharp Edge	-	-
Lorne Sugarman ⁷ Toronto, Ontario	EVP Capital	19,668	0.18%

Notes:

1. Assuming completion in full of the Pre-Closing Financing and there being a total of 267,392,157 Resulting Issuer Shares issued and outstanding (excluding for this purpose the 2010 Awards, the 2022 Awards, and the Sharp Edge Warrants).
2. Mr. Brooks will hold zero Resulting Issuer Shares personally.

3. Mr. Hathaway will hold zero Resulting Issuer Shares personally and 62,912,082 Resulting Issuer Shares through Biotech Growth Partners, L.P., a company controlled by Mr. Hathaway. Additionally, Biotech Growth Partners, L.P., would hold 14,986,889 Sharp Edge Warrants.
4. Mr. Newlin will hold zero Resulting Issuer Shares personally and 44,514,369 Resulting Issuer Shares through Newlin Investment Company 1, LLC, a company controlled by Mr. Newlin. Additionally, Newlin Investment Company 1, LLC, would hold 1,665,209 Sharp Edge Warrants.
5. Dr. Sneddon will hold 8,448,095 Resulting Issuer Shares personally; this number excludes 2010 Awards totalling 10,655,131 Sharp Edge Shares that will be converted into rights to acquire/exchange for options in EVP Capital Shares on Closing, as discussed above.
6. Dr. Stephan will hold zero Resulting Issuer Shares personally; this number excludes 2010 Awards totalling 1,561,409 Sharp Edge Shares that will be converted into rights to acquire/exchange for options in EVP Capital Shares on Closing, as discussed above.
7. Mr. Sugarman will hold 19,668 Resulting Issuer Shares through Sugarman GM&P Partners Corporation, a company controlled by Mr. Sugarman.

The officers of the Resulting Issuer will be as follows:

Officers	Resulting Issuer Shares ¹	
	Number	Percentage
Scott Sneddon ² Chief Executive Officer/Chief Science Officer	8,448,095	3.1594%
Edward Jonasson Chief Financial Officer	9,834	0.09%

Notes:

1. Assuming completion in full of the Pre-Closing Financing and there being a total of 267,392,157 Resulting Issuer Shares issued and outstanding (excluding for this purpose the 2010 Awards, the 2022 Awards, and the Sharp Edge Warrants).
2. Dr. Sneddon will hold 8,448,095 Resulting Issuer Shares personally; this number excludes 2010 Awards totalling 10,655,131 Sharp Edge Shares that will be converted into rights to acquire/exchange for options in EVP Capital Shares on Closing, as discussed above...

The following are summaries of those individuals who will constitute Principals or Insiders of the Resulting Issuer:

Scott Sneddon, Chief Executive Officer and Chief Science Officer and Director, age 62 – Dr. Sneddon holds a Bachelor of Philosophy Degree in Molecular Biophysics from the Pennsylvania State University, a Ph.D. in Chemistry & Biophysics from Carnegie-Mellon University (where he was an Office of Naval Research Graduate Fellow), and a J.D. from Columbia University Law School. He has over 30 years’ experience in drug discovery and development, having held leadership positions at Pfizer Central Research, and Genzyme Corp. (now Sanofi/Genzyme). At Pfizer Dr. Sneddon was a member of the New Leads Discovery group under Dr. Fred Vinick applying advanced computational methods and supercomputing to therapeutic areas across Pfizer’s portfolio. He then went to Genzyme Corp with Dr. Vinick to help establish Genzyme’s small molecule drug discovery program targeting rare and genetic disease. Dr. Sneddon joined Sharp Edge as CEO and part of its founding team. Dr. Sneddon is a registered U.S. Patent attorney.

Edward Jonasson, Chief Financial Officer, age 55 – Mr. Jonasson is a professional chartered accountant with over 25 years of financial reporting, governance and operational experience for private and public companies. Since July 2022, Mr. Jonasson has served as Managing Director of Illumin8 Financial Inc., providing bookkeeping, financial reporting and part-time chief financial officer services to earlier stage companies in order to enhance financial governance and reporting to venture capital funds, family office funds and other debt or equity investors. Prior thereto, Mr. Jonasson served as a Chief Financial Officer of MJardin Group Inc (CSE: MJAR), a public cannabis company (November 2019 – July 2022). Prior thereto, Mr. Jonasson served as the Vice President, Finance of The Stars Group Inc. (TSX – TSGI), a public online gaming company (December 2017 – August 2019), and Chief Financial Officer of Xagenic Inc., a molecular diagnostics company (February 2013 – July 2017). Mr. Jonasson began his career at PricewaterhouseCoopers LLP and is a Canadian Chartered Professional Accountant, a US Certified Public Accountant (Illinois), holds a Bachelor of Arts degree from the University of Western Ontario and a Master of Business Administration from the Rotman School of Management at the University of Toronto. Mr. Jonasson completed the Master of Business Administration program from the Rotman School of Management at the University of Toronto and is a member in good standing with the Chartered Professional Accountants of Ontario.

John L. Brooks III, Director, age 72 – John L. Brooks III is the Managing Director of Healthcare Capital LLC, which advises early-stage life sciences companies. Healthcare Capital specializes in advancing disruptive and innovative solutions in healthcare, especially in obesity, pre-diabetes, and diabetes. He is the former President and Chief Executive Officer of the Joslin Diabetes Center, a Boston based diabetes research, clinical care, and education organization. He has co-founded seven life sciences companies, including Insulet (PODD), a disruptive insulin delivery company. He was a co-founder of Prism Venture Partners, a \$1.25B venture capital firm. Prior to that, Mr. Brooks was a senior medical device executive at Pfizer, and a senior manager at Arthur Andersen & Co. in Boston, MA, where he focused on early-stage companies. A native of Massachusetts, he holds an M.S. in Business Administration and a B.B.A. cum laude from the University of Massachusetts at Amherst and he is a Certified Public Accountant.

John Hathaway, Director, age 52 – Mr. Hathaway manages STX Partners, one of Sharp Edge's largest investors, and is the founder and Managing Partner of Pittsburgh based private equity firm Primerock Capital. Primerock invests its own capital in various private equity sectors, and through its affiliates manages multiple private funds and companies. He previously founded Biotech Growth Partners, LP, which was an early investor in Sharp Edge. Mr. Hathaway has more than 25 years of experience in asset management, capital structure and formation, mergers and acquisitions, sales and marketing, and finance. Early in his career, he personally managed over \$1 Billion of retail client assets for several wall street banks. Subsequently on the private equity side, Mr. Hathaway has led hundreds of transactions, including in the real estate, manufacturing, technology, and financial sectors. He serves on the boards of multiple privately held companies and maintains a large network of partners and co-investors. Mr. Hathaway holds a degree in Economics from the University of Pennsylvania.

William R. Newlin, Director, age 79 – William R. Newlin is Chairman of Newlin Investment Company, which he founded in 2007. He is Chairman of Meritor, Inc. (NYSE:MTOR), a first-tier supplier to the truck and off-road vehicle industry; He is past Chairman of Kennametal Inc. (NYSE:KMT), one of the world's leading producers of cutting tools and wear-resistant parts;

Mr. Newlin was a Director of Calgon Carbon Corporation_(NYSE:CCC), a global leader in services and solutions for cleaner and safer air and water. He is Chairman of Sharp Edge Labs, Xibus Systems and a number of other private companies.

A seasoned executive and entrepreneur, Mr. Newlin was the Executive Vice President and Chief Administrative Officer for DICK'S Sporting Goods, Inc. (NYSE: DKS), a full-line sports and fitness retailer with more than 800 stores; and prior to that was Chairman and Chief Executive Officer for Buchanan Ingersoll, one of the 100 largest law firms in the U.S. Mr. Newlin was also Co-Founder of CEO Venture Funds, Founding Director of the Pittsburgh Technology Council and a Director of the Pittsburgh Life Sciences Greenhouse. In 2013, the Pittsburgh Venture Capital Association recognized Bill with a Lifetime Achievement Award. In 2001, the Pittsburgh Post-Gazette named Bill Newlin one of the 50 top business leaders in the city. Pittsburgh Magazine named him in 1999 among the "Most Influential Pittsburghers of the Century." The National Law Journal twice recognized him as one of "The 100 Most Influential Lawyers of America."

Mr. Newlin graduated from Princeton University and obtained his JD degree from the University of Pittsburgh Law School. He has received the University of Pittsburgh Law School's distinguished alumni award and was awarded an honorary doctorate of business administration degree from Robert Morris University.

Dietrich Stephan, Director, age 54 – Dr. Stephan is an industry veteran having had careers in both academia and in industry. Stephan served as Deputy Director for Discovery Research and chair of the neurogenomics division at TGen, and served as professor and chairman of the Department of Human Genetics at the University of Pittsburgh/UPMC. Dr. Stephan has identified the molecular basis of dozens of rare and common diseases. Stephan has founded or co-founded 14 biotechnology companies to bring novel innovations to market with a focus on molecular diagnostics and first-in-class therapeutics. Stephan co-founded Navigenics, Inc. (a pioneer in direct-to consumer genomic testing), was founding Chairman of the Board of Pendulum, Inc. (microbiome modulating therapies), was an early advisor to Guardant Health, Inc. (liquid biopsy), is founding Chairman of the Board Peptilogics, Inc. (deep machine learning to develop peptide therapies), was part of the team that developed Genia Technology, Inc.'s single molecule electrical detection DNA sequencing platform acquired by Roche, and others. Dr. Stephan was founder, CEO and Chairman of Neubase, a company developing a new class of precision genetic medicines which can be designed to increase, decrease, or change gene function, as appropriate, to resolve genetic defects that drive disease. Dr. Stephan received his B.S. from Carnegie Mellon University, his Ph.D. from the University of Pittsburgh and did his fellowship at NHGRI/NIH.

Lorne Sugarman, Director, age 55 – Mr. Sugarman is an experienced business professional with over 25 years expertise in capital markets, technology and healthcare. From April 2021 to October 2023, Mr. Sugarman served as the Chief Executive Officer of Metaverse Group Inc., a leading virtual real estate *company, facilitating* the acquisition of virtual property and providing a suite of services that are powered by blockchain and NFT-powered Metaverses and also served as the President of its largest shareholder, Tokens.com (July 2023 – January 2024), a technology company focused on decentralized exchanges. Previously, Mr. Sugarman was a principal with KES7 Capital Inc., a Toronto-based merchant bank from (October 2017 - July 2021). Previously,

he served in various senior capacities, including Executive Chairman and Chief Executive Officer, of Wellpoint Health Services Corp. (February 2012 – March 2021), a technology enabled Health Services Business where he was instrumental in growing the business to over 250 employees and raising in excess of \$20 million of debt and equity and completed and integrated seven acquisitions. Previous to Wellpoint, Mr. Sugarman was the Managing Director, Investment Banking at GMP Securities Ltd. (now Richardson GMP Limited) (November 1997 – February 2012), one of Canada's largest independent investment banks, where he also served as a member of the firm's operating committee and board observer for Edgestone Capital Partners, GMP's private equity subsidiary. Mr. Sugarman has experience in a broad range of corporate finance transactions, including mergers and acquisitions and public and private financings for many of Canada's leading non-resource companies. Mr. Sugarman began his career with Deloitte & Touche (now Deloitte LLP) as an audit practitioner and subsequently worked with Deloitte Consulting providing strategic advice to international clients in both Canada and the United States. Mr. Sugarman holds an MBA from University of Toronto and a Bachelor of Arts (Economics) from the University of Western Ontario and is a member of the Institute of Chartered Accountants of Ontario.

Sponsorship and Listing Matters

EVP Capital intends that the EVP Capital Shares will remain halted for trading following the issuance of this press release. EVP Capital plans to provide an update with respect to the proposed Arrangement in a subsequent press release in accordance with Policy 2.4.

In accordance with Policy 2.4, EVP Capital has retained Canaccord Genuity LLP ("**Canaccord**") to deliver a sponsorship letter in support of the Arrangement. To fulfill its sponsorship duties as required by the rules and policies of the TSXV, Canaccord will undertake a review of the business of EVP Capital and SEL, including its management and any regulatory or other requirements as required. In exchange for its services, Canaccord will receive a fee of \$75,000 plus GST plus reimbursement of all reasonable costs and expenses to a maximum of \$10,000 plus GST.

Subject to completion of satisfactory due diligence, Canaccord has agreed to act as sponsor in connection with the transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

About EVP Capital

For further information contact:

EVP Capital Inc.
Lorne Sugarman
President and Chief Executive Officer
Telephone: (416) 616-0846
Email: lorne.sugarman@gmail.com

About Sharp Edge

For further information contact:

Sharp Edge Labs, Inc.
Scott Sneddon, Ph.D., J.D
Chief Executive Officer
Telephone: 412-475-9733
Email: scott@sharpedgelabs.com

Forward-Looking Statements

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to EVP Capital or Sharp Edge, including the closing of the Arrangement contemplated herein, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect EVP Capital's current views and intentions with respect to future events, and current information available to EVP Capital, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information, including EVP Capital receiving approval of the Arrangement from the shareholders of EVP and from the TSXV, and Sharp Edge receiving stockholder approval for the merger constituting part of the Arrangement. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Should any factor affect EVP Capital in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, EVP Capital does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and EVP Capital undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

All information contained in this press release with respect to EVP Capital and Sharp Edge was supplied by the parties respectively for inclusion herein, and each party and its directors and officers have relied entirely on the other party for any information concerning the other party. EVP Capital has not conducted due diligence on the information provided by Sharp Edge and does not assume any responsibility for the accuracy or completeness of such information.

Neither 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 release.

Completion of the Arrangement is subject to a number of conditions, including but not limited to requisite approval of the shareholders of EVP Capital and the stockholders of Sharp Edge, all necessary court approvals in connection with the Arrangement, and acceptance of the TSXV. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular in connection with solicitation of proxies of shareholders of EVP Capital at the Meeting, listing statement or similar

disclosure document to be prepared in connection with the Arrangement, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of EVP Capital should be considered highly speculative. The TSXV has not in any way passed upon the merits of the Arrangement and has neither approved nor disapproved the contents of this press release.

The securities referred to in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended, or any applicable state securities laws and may not be offered or sold in the United States absent such registration or an applicable exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about EVP Capital and management, as well as financial statements.