FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Sharp Therapeutics Corp. ("**Sharp**" or the "**Company**")
2403 Sidney St., Suite 264
Pittsburgh, Pennsylvania 15203
USA

Item 2 Date of Material Change

January 27, 2025

Item 3 News Release

News releases in respect of the material change referred to in this report were issued by the Company through Newsfile and filed on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) on January 16, 2025 and January 27, 2025.

Item 4 Summary of Material Change

On January 27, 2025, the Company completed a consolidation of its common shares (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "**Consolidation**").

Item 5 Full Description of Material Change

No fractional Common Shares were issued in connection with the Consolidation. Each fractional Common Share remaining after the Consolidation has been rounded up to the nearest whole number and no cash consideration was paid. The exercise or conversion price and the number of Common Shares issuable under any of the Company's outstanding convertible securities has been proportionately adjusted in connection with the Consolidation.

The post-Consolidation Common Shares began trading on the TSX Venture Exchange under a new CUSIP number (820009207) at market open on January 27, 2025. There was no name change in connection with the Consolidation and the Company's trading symbol remained the same.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Scott Sneddon
Chief Executive Officer
Sharp Therapeutics Corp.
(412) 206-5303

Item 9 Date of Report

February 5, 2025