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

October 14, 2025

Item 3: News Release

News release 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 October 14, 2025.

Item 4: Summary of Material Change

On October 14, 2025, the Company announce that it is arranging a non-brokered private placement to raise gross proceeds of not less than US$10,000,000 (the **"Offering"**). The placement will consist of common shares in the capital of the Company priced at not less than US$2.50 per share. The Company expects the offering to close in the fourth quarter of 2025. The net proceeds of the Offering will be used for general working capital purposes.

Item 5: Full Description of Material Change

5.1 – Full Description of Material Change

STX Partners, LLC ("**STX**"), Sharp's largest shareholder, and an insider of the Company, has executed a letter agreement committing to the purchase of not less than 1,200,000 common shares at per share price of US$2.50 representing approximately US$3,000,000 in gross proceeds to the Company, contingent upon: (i) the Company successfully raising not less than US$7,000,000 from other current or new investors; and (ii) the closing of the Offering occurring not later than December 15, 2025. Other insiders of the Company will also be participating in the Offering.

The participation of the Company's insiders in the Offering will constitute a related-party transaction for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The Company is exempt from the requirements to obtain a formal evaluation or minority shareholder approval in connection with the insider participation in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities issued, nor the fair market value of the consideration for the securities issued will exceed 25 per cent of the Company's market capitalization (as calculated in accordance with MI 61-101).

All securities to be issued will be subject to a four (4) month hold period from the date of issuance and subject to TSX Venture Exchange approval. The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

5.2 – Disclosure of Restructuring Transactions

Not applicable.

Item 6: Reliance on 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

October 16, 2025