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

February 27, 2026

Item 3 News Release

A news release in respect of the material change referred to in this report was issued by the Company through Newsfile and filed on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) on February 27, 2026.

Item 4 Summary of Material Change

On February 27, 2026, the Company closed the first tranche (the "**First Tranche**") of its previously announced non-brokered private placement for unsecured convertible notes of the Company (collectively, the "**Notes**"), in the principal amount of US$1,000 per Note for aggregate gross proceeds of US$500,000 (the "**Note Offering**").

Item 5 Full Description of Material Change

On February 27, 2026, the Company announced that it had closed the First Tranche of the Note Offering.

Pursuant to completing the First Tranche, the Company issued a total of 500 Notes for aggregate gross proceeds to the Company of US$500,000. The net proceeds of the Note Offering will be used for general working capital purposes.

Each Note shall be convertible at the option of the holder into common shares in the capital of the Company (each, a "**Conversion Share**") at a conversion price of US$2.00 per Conversion Share, at any time prior to the date that is twelve (12) months following the applicable closing date (the "**Maturity Date**").

Each Note shall bear interest at a rate of six percent (6.0%) per annum, calculated as simple interest accrued monthly in arrears. Interest on the principal amount outstanding under each Note shall accrue during the period commencing on the closing date and shall be payable by the Company in cash on the Maturity Date.

STX Partners, LLC ("**STX**"), Newlin Investment Company 1, LLC ("**Newlin**"), Brooks Family Office LLC ("**Brooks**") (an entity controlled by John L. Brooks III), and Scott Sneddon ("**Sneddon**"), the CEO of the Company, have all participated in the First Tranche and are insiders of the Company (collectively, the "**Insiders**"). STX subscribed for 200 Notes for a purchase price of US$200,000, Newlin subscribed for 100 Notes for a purchase price of US$100,000, Brooks subscribed for 25 Notes for a purchase price of US$25,000, and

Sneddon subscribed for 25 Notes for a purchase price of US$25,000, for a total of 350 Notes and aggregate purchase price of US$350,000.

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

March 4, 2026