

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

April 17, 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 April 17, 2026.

Item 4 Summary of Material Change

Note Offering

On April 17, 2026, the Company closed the fifth and final tranche (the "**Final 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\$450,000 (the "**Note Offering**"). With the closing of the Final Tranche, the Note Offering is now complete whereby the Company issued a total of 1,550 Notes for aggregate gross proceeds of approximately US\$1,550,000 across the five tranches.

The net proceeds of the Note Offering will be used for general working capital purposes.

Letter Agreement

STX Partners, LLC ("**STX**") and the Company have also executed a letter agreement (the "**Letter Agreement**") committing to the purchase of not less than 2,000,000 common shares at a per share price of US\$2.50 representing approximately US\$5,000,000 in gross proceeds to the Company, contingent upon: (i) the Company successfully raising not less than US\$10,000,000 from other current or new investors; and (ii) the closing of the transaction occurring not later than September 15, 2026. The Company is currently considering the preferred approach to satisfying the contingencies agreed to in the Letter Agreement, such as the size and terms of a potential share offering, which will be determined in due course and subject to overarching market conditions.

Semi-Annual Reporting

Sharp also announced that it intends to rely on Coordinated Blanket Order 51-933 Exemptions to Permit Semi-Annual Reporting for Certain Venture Issuers (the "**Order**") and move to semi-annual financial reporting ("**SAR**").

Item 5 Full Description of Material Change

Note Offering

On April 17, 2026, the Company announced that it had closed the Final Tranche of the Note Offering.

Pursuant to completing the Final Tranche, the Company issued a total of 450 Notes for aggregate gross proceeds to the Company of US\$450,000. The net proceeds of the Note Offering will be used for general working capital purposes. With the closing of the Final Tranche, the Note Offering is now complete whereby the Company issued a total of 1,550 Notes for aggregate gross proceeds of approximately US\$1,550,000 across the five tranches.

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 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 participated in the Final Tranche and is an insider of the Company. STX subscribed for a total of 200 Notes, for a total purchase price of US\$200,000.

Letter Agreement

STX and the Company have executed the Letter Agreement committing to the purchase of not less than 2,000,000 common shares at a per share price of US\$2.50 representing approximately US\$5,000,000 in gross proceeds to the Company, contingent upon: (i) the Company successfully raising not less than US\$10,000,000 from other current or new investors; and (ii) the closing of the transaction occurring not later than September 15, 2026. The Company is currently considering the preferred approach to satisfying the contingencies agreed to in the Letter Agreement, such as the size and terms of a potential share offering, which will be determined in due course and subject to overarching market conditions.

Semi-Annual Reporting

The Order allows eligible venture issuers on the TSX Venture Exchange ("**TSXV**") to voluntarily move from a quarterly to a semi-annual financial reporting framework. Sharp's fiscal year ends on December 31. Under the SAR pilot program, Sharp will be exempt from filing interim financial reports and related management discussion and analysis' for its first and third quarters.

- Interim Report: Sharp will not file an interim report for the first quarter (Q1) ending March 31 and the third quarter (Q3) ending September 30; and

- Ongoing Report: Sharp will continue to file audited financial statements (due within 120 days of December 31) and six-month interim financial reports (due within 60 days of June 30).

Sharp confirms it meets the SAR pilot program's eligibility criteria, which includes being a venture issuer with annual revenues of less than \$10 million, having a disclosure record of over 12 months and having filed all required periodic and timely continuous disclosure documents.

The first period for which Sharp will not file an interim financial report and related MD&A will be for the three-month period ended March 31, 2026.

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

April 23, 2026