**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**

July 29, 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 July 29, 2026.

**Item 4: Summary of Material Change**

On July 29, 2026, the Company closed its previously announced non-brokered private placement (the "**Offering**") of common shares in the capital of the Company (the "**Common Shares**") for aggregate gross proceeds of C$1,365,000 through the issuance of 1,500,000 Common Shares at a price of C$0.91 per Common Share. 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*

Newlin Investment Company 1, LLC, an entity wholly owned by William R. Newlin, subscribed for US$200,000.45 as part of the Offering. As a director and Chairman of the Company, Mr. Newlin is considered an insider.

The participation of Newlin Investment Company 1, LLC in the Offering constitutes a related-party transaction for the purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation 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 exceeds 25 per cent of the Company's market capitalization (as calculated in accordance with MI 61-101).

The Common Shares issued will be subject to a four (4) month plus one (1) day hold period from the date of issuance, and subject to TSX Venture Exchange approval. The Common Shares were also offered for sale in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended and in those other jurisdictions outside of Canada and the United States provided that no prospectus filing or comparable obligation arises in such other jurisdiction.

*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**

July 31, 2026