



NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

BioNxt Solutions Inc. Reports on Corporate & Administrative Items

Vancouver, British Columbia, Canada (January 31, 2025) - BioNxt Solutions Inc. ("**BioNxt**" or the "**Company**") (CSE: BNXT / OTC: XPHYF / FSE: 4XT) is pleased to announce the appointment of David Waterhouse to its board of directors, effective immediately. Mr. Waterhouse is a business professional with over 12 years of experience spanning entrepreneurship, consulting, and advisory services. He has worked extensively with private early-stage and hyper-growth companies, providing expertise in capital raising, financial strategy, business development, sales, supply chain management, and sourcing.

Mr. Waterhouse has a successful track record as a co-founder, having established and operated his own multinational company, which he successfully exited after five years. He currently provides consulting and advisory services to UK-based start-ups. With approximately four years of experience in junior capital markets, Mr. Waterhouse has developed a broad skill set that includes compliance, sales, operations, technology, and other management functions. His recent work has primarily involved liaising with US state and federal agencies, tribal governments, and strategic stakeholders in the clean energy generation and infrastructure industry.

Mr. Waterhouse earned his Bachelor of Science degree in Biological Sciences with Honours in Neuroscience from the University of Edinburgh, United Kingdom. His career demonstrates a commitment to driving strategic growth and fostering strong partnerships across diverse sectors. Mr. Waterhouse currently holds the position of Director of Operations at Evolve Sustainability Group Inc.

The Company also announces that the Company proposes to amend: (i) 2,025,000 warrants exercisable at \$0.80 per common share in the capital of the Company (a "Common Share") until March 24, 2025, originally issued at closing of a non-brokered private placement on March 24, 2023 (the "March Warrants"); (ii) 500,000 warrants exercisable at \$0.70 per Common Share until December 28, 2025, originally issued at closing of the first tranche of a non-brokered private placement on December 28, 2023 (the "December Warrants"); (iii) 600,000 warrants exercisable at \$0.70 per Common Share until January 4, 2026, originally issued at closing of the first tranche of a non-brokered private placement on January 4, 2024 (the "January 4 Warrants"); and (iv) 360,000 warrants exercisable at \$0.70 per Common Share until January 29, 2026, originally issued at closing of the first tranche of a non-brokered private placement on January 29, 2024 (the "January 29 Warrants" and, collectively with the March Warrants, the December Warrants and the January 4 Warrants, the "Warrants").

The Company proposes to adjust the exercise prices of the December Warrants, January 4 Warrants and January 29 Warrants to \$0.50 per Common Share, effective as of February 1, 2025. The Company also proposes to reduce the exercise price of the March Warrants to \$0.50 per Common Share, effective upon the receipt of unanimous consent of the holders of the March Warrants (the "March



Warrant Holders”). Additionally, as required by the policies of the Canadian Securities Exchange (the “CSE”), the Company proposes to amend the March Warrants such that if the closing price (or the midpoint between the closing bid and ask on days with no trades) of the Common Shares on the CSE is equal to or greater than C\$0.60 for ten consecutive trading days, the March Warrants will expire on the date that is 30 days following the date that is seven days after the end of the ten consecutive trading day period (the “March Warrant Acceleration”). The Company will provide notice to March Warrant Holders of a March Warrant Acceleration by way of a news release. All other terms of the Warrants will remain the same.

None of the Warrants have been exercised as of the date of this news release and none of the Warrants are held by insiders of the Company.

The amendments to the Warrants described herein are subject to the acceptance of the CSE and, with respect to the amendments to the March Warrants, the unanimous consent of the March Warrant Holders.

The Company announces that, on January 28, 2025, in accordance with the terms and conditions of a convertible debenture dated December 4, 2023, representing a principal amount of \$2,500,000 and bearing interest at a rate of 8% per annum (the “Debenture”), the Company issued 400,000 common shares in the capital of the Company (the “Interest Shares”) to the holder of the Debenture in satisfaction of \$200,000 in accrued and unpaid interest. Such Interest Shares are subject to a hold period expiring May 29, 2025.

For further details regarding the Debenture, see the Company’s news release dated November 24, 2023, a copy of which is available under the Company’s profile at www.sedarplus.ca.

The Company announces that it has engaged two marketing groups to provide Promotional Activity pursuant to Policy 7 of the CSE. Cayo Ventures GmbH (“Cayo”), Zug, Switzerland, to provide German language video interviews, opt-in email news distribution, and digital marketing services. The services are designed to engage younger European investors with strategic online communication. Services will be provided in Europe until March 31, 2025, with services and compensation up to a total of 20,000 Euros per week depending on success as measured via observed trading activity in Europe. Additionally, the Company granted to Yves Toelderer, principal of Cayo, 150,000 stock options (“Options”), each entitling Mr. Toelderer to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period of two years, in accordance with the pursuant to the Company’s stock option plan (the “Option Plan”). 25% of the Options granted to Mr. Toelderer will vest every three months following the date of grant until the date 12 months following the date of grant.

The Company has also engaged Apaton Finance GmbH (“Apaton”), Hannover, Germany, to provide monthly German content creation, including digital print articles and video to their opt-in investor community and updates on their social media platforms. The activities are designed to enhance brand visibility, educate and engage stakeholders, and drive investor engagement. They will be provided up to June 30, 2025, with services and compensation of Euro 20,000 for the engagement period. Additionally, the Company granted to Mario Hose, principal of Apaton, 50,000 Options, each entitling Mr. Hose to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period



of two years, in accordance with the Option Plan. 25% of the Options granted to Mr. Hose will vest every three months following the date of the grant until the date 12 months following the date of the grant.

Additionally, the Company granted 1,650,000 Options, each entitling the holder thereof to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period of five years, to certain insiders of the Company and all such Options vested immediately. The Company also granted 1,050,000 Options, each entitling the holder thereof to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period of two years, to certain consultants and an employee of the Company. All such Options are vested immediately.

The Company also granted an aggregate of 1,810,000 restricted share units (the "RSUs") to certain directors, officers, and consultants of the Company pursuant to the Company's restricted share unit plan (the "RSU Plan"). The RSUs will vest as follows: 25% on April 1, 2025; 25% on July 1, 2025; 25% on October 1, 2025; and 25% on January 1, 2026. The Option Plan and RSU Plan were last approved by the shareholders of the Company on November 1, 2024. The RSUs, Options and any underlying common shares in the capital of the Company will be subject to a four-month and one-day hold period pursuant to the policies of the Canadian Securities Exchange.

About BioNxt Solutions Inc.

BioNxt Solutions Inc. is a bioscience accelerator focused on next-generation drug formulations and delivery systems, diagnostic screening tests, and new active pharmaceutical production and evaluation, including: precision transdermal and oral dissolvable drug formulations; rapid, low-cost infectious disease and oral health screening tests; and standardization and clinical evaluation of emerging active pharmaceutical ingredients for neurological applications. The Company has research and development operations in North America and Europe, with an operational focus in Germany, and is currently focused on regulatory approval and commercialization of medical products for European markets.

For more Company information, please visit <https://bionxt.com/> or review its profiles on www.sedarplus.ca and on the Canadian Securities Exchange's website, www.thecse.com.

BioNxt Solutions Inc.

Hugh Rogers, CEO and Director Email: info@bionxt.com
Phone: +1 604.250.6162

The securities of the Company referred to in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities



laws. This news release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-Looking Information

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release.

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.