



News Release

September 18, 2023

FOR IMMEDIATE RELEASE

Biocure Technology Inc. enters into exclusive Letter Agreement to acquire Atriva Therapeutics GmbH in Reverse Takeover Transaction

VANCOUVER, British Columbia, September 18, 2023 -- Biocure Technology Inc. ("CURE" or the "Company") (CSE: CURE) announces that it has entered into an exclusive letter agreement dated September 14, 2023 with Atriva Therapeutics GmbH. ("Atriva") whereby the Company will acquire all of the issued and outstanding securities of Atriva (the "Transaction"). The Transaction will be a business combination completed by way of a share exchange, share purchase, amalgamation, arrangement, takeover bid, or other similar form of transaction.

Upon the successful completion of the proposed Transaction, it is anticipated that the Company will carry on the business of Atriva (the "Resulting Issuer"). The Transaction constitutes a 'reverse takeover' of the Company.

Transaction Summary

Pursuant to the Transaction, the Company will issue common shares in its capital ("CURE Shares") to the shareholders in the capital of Atriva ("Atriva Shares") on the basis of a proposed exchange ratio such that, following the closing of the Transaction, on a fully diluted basis, approximately 75% of the securities of the Resulting Issuer will be held by current Atriva securityholders, together with subscribers in a concurrent financing, and approximately 25% of the securities of the Resulting Issuer will be held by current CURE shareholders.

No advances to be made by the Company to Atriva are contemplated by the letter agreement. Atriva has agreed to pay to CURE a fee of \$15,000 per month as an exclusivity fee pending completion of the Transaction for a minimum period of three months. A finder's fees of US\$2,000,000 is payable in connection with the Transaction, to be paid through the issuance of CURE Shares at a deemed price to be determined by the parties but having regard for the terms of a concurrent private placement.

The Transaction is subject to a number of terms and conditions, including, but not limited to, the completion of satisfactory due diligence, the parties entering into a definitive agreement with respect to the Transaction on or before 30 November, 2023 (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature), the completion of a private placement by Atriva or CURE to raise gross proceeds of at least US\$15,000,000 as further described below, the approval of the shareholders of the Company and Atriva, and the approval of the CSE and other applicable regulatory authorities.

All dollar figures referenced herein, unless otherwise specified, refer to Canadian dollars.

Trading Halt

Trading in the CURE Shares has been halted and is expected to remain halted pending the satisfaction of the listing requirements of the CSE. There can be no assurance that trading of CURE shares will resume prior to the completion of the Transaction. Further details concerning the Transaction (including additional financial information) and other matters will be announced if and when a definitive agreement is reached.

Information Concerning Atriva

Atriva is incorporated under the laws of Germany and is a biopharmaceutical company developing host-cell-targeting antiviral and immunomodulatory therapies. The company was set up by a team of leading scientists in viral disease research and industry experts. Atriva aims to develop novel, highly efficacious and safe therapies for the treatment of severe diseases caused by RNA-viruses with a high unmet medical need and huge cost burden to healthcare systems around the world such as influenza, respiratory syncytial virus infections, dengue fever and hanta virus infections.

Atriva's lead product zapnometinib (previously known as ATR-002) is a novel, host-cell-targeting, orally available small molecule drug inhibiting viral replication and rebalancing the body's immune response. Zapnometinib has successfully completed two Phase I clinical trials to demonstrate safety and tolerability in healthy volunteers (NCT04385420 and NCT05555823). A Phase II study (NCT04776044) to evaluate the efficacy and safety of zapnometinib in hospitalized patients with severe COVID-19 obtained approval from Germany's regulatory authority (BfArM) and generated very promising results. They underpin zapnometinib's mechanism of action, efficacy against RNA-based virus infections and the safe use in humans. Going forward, Atriva will primarily focus resources on the development of zapnometinib for the treatment of patients hospitalized with severe influenza infections.

Due to its mechanism of action with dual benefit – antiviral activity combined with immunomodulation – zapnometinib is uniquely positioned as a highly promising therapeutic candidate for the treatment of severe RNA-virus infections. By treating severe viral infections, Atriva strives to significantly reduce the number of critically sick patients, which would otherwise be referred to ICUs and require more invasive and vastly more expensive treatment options. Consequently, zapnometinib bears the potential to fundamentally improve the outcome of severe virus infections resulting in massive savings for entire societies and their national health care systems.

Since inception, Atriva has secured over EUR 40 million in debt and equity investments from various investors and institutions including the European Investment Bank.

Further details concerning the Transaction (including additional financial and shareholder information regarding Atriva) and other matters will be announced if and when a definitive agreement is reached.

Board of Directors of Resulting Issuer

Upon completion of the Transaction, the board of the Resulting Issuer shall be reconstituted to consist of a number of directors, the majority of which will be nominated by Atriva. Details regarding the anticipated directors and officers of the Resulting Issuer will be included in a subsequent release

Private Placement

Pursuant to the letter agreement, it is a condition of the Transaction that Atriva or CURE complete a private placement for aggregate gross proceeds of at least US\$15,000,000 on terms to be determined. Additional details concerning the terms of the private placement will be provided in a subsequent press release.

The Resulting Issuer intends to use the net proceeds of the private placement to fund the Transaction, to develop its business and for working capital.

This news release does not constitute an offer to sell and is not a solicitation of an offer to buy any securities in the United States. The securities of the Company and BCBC 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 and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.

Shareholder Meeting

Approval for the Transaction will be sought from the Company's shareholders on a date to be determined.

Name Change

Upon completion of the Transaction, the Company intends to change its name to "Atriva Therapeutics Inc." and the parties expect that the CSE will assign a new trading symbol for the Resulting Issuer.

Shares for Debt

As an additional re-organizational step for the Transaction, the Company plans to settle approximately \$500,000 in debt owed to various parties through the issuance of common shares of the Company at a price of \$0.03 per share (the "Settlement Shares"), subject to the approval of the CSE. Portions of the indebtedness are expected to be settled with members of the Company's management team and will constitute a "related party transaction" as defined in MI 61-101. The Settlement Shares will be subject to applicable resale restrictions under securities laws.

Corporate Update

The Company also reports that Bjorn Cocholovius has resigned from his role as President. The Company wishes Mr. Cocholovius well in his other endeavors.

Forward-Looking Statements

This news release contains certain "forward looking statements" including, for example, statements relating to the completion of the Transaction and Private Placement and the Resulting Issuer's anticipated share capital. Such forward-looking statements involve risks and uncertainties, both known and unknown. The results or events depicted in these forward-looking statements may differ materially from actual results or events. In addition to other factors and assumptions which may be identified herein, assumptions have been made regarding and are implicit in, among other things: receipt of regulatory approvals, the Company's ability to complete the Transaction and Private Placement, the state of the capital markets, the ability of the Resulting Issuer to successfully manage

the risks inherent in pursuing business opportunities in the cannabis industry, and the ability of the Resulting Issuer to obtain qualified staff, equipment and services in a timely and cost efficient manner to develop its business. Any forward-looking statement reflects information available to the Company as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

ON BEHALF OF THE BOARD OF DIRECTORS

/S/ “Simon Cheng”
CEO and Director

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Neither the Canadian Securities Exchange (the “CSE”) nor the Investment Industry Regulatory Organization of Canada) accepts responsibility for the adequacy or accuracy of this release.

Completion of the Transaction is subject to a number of conditions, including stock exchange acceptance and shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the Information Circular and Listing Statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The Canadian Securities Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release