

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Biocure Technology Inc. (the “Company”)  
950-1130 West Pender Street  
Vancouver, B.C. V6E 4A4

**Item 2            Date of Material Change**

September 14, 2023

**Item 3            News Release**

A news release was disseminated on June 30, 2023 through the facilities of Stockwatch.

**Item 4            Summary of Material Change**

The Company has entered into a letter agreement dated September 14, 2023 (the “Letter Agreement”) with Atriva Therapeutics GmbH (“Atriva”) whereby the Company would acquire all of the issued and outstanding securities of Atriva (the “Transaction”).

Additionally, Bjorn Cocholovius has resigned from his role as President.

**Item 5            Full Description of Material Change**

*Transaction Summary*

The Company has entered into the Letter Agreement with Atriva. 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 to be determined by the parties. 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.

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 fee 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.

#### *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.

#### *Information about Atriva*

Atriva is incorporated under the laws of Germany and is a biopharmaceutical company developing host-cell-targeting antiviral and immunomodulatory therapies.

#### *Corporate Update*

Additionally, Bjorn Cocholovius has resigned from his role as President.

**Item 6**                    **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7**                    **Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8**                    **Executive Officer**

Konstantin Lichtenwald is knowledgeable about the material change and the Report and may be contacted (604) 609-7146.

**Item 9**                    **Date of Report**

September 18, 2023