

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Aion Therapeutic Inc. (“**Aion**” or the “**Company**”)
700 West Georgia Street, Suite 2200
Vancouver, British Columbia, V7Y 1K8

Item 2 Date of Material Change

October 10, 2023

Item 3 News Releases

A news release was issued by the Company on October 23, 2023 in respect of the material change and was disseminated through the facilities of Newsfile and filed on SEDAR+.

Item 4 Summary of Material Changes

The Company announced that it entered into a definitive share purchase agreement dated October 10, 2023 (the “**Purchase Agreement**”) with Toppen Health Inc. (“**Toppen**”) and shareholders holding a majority of the issued and outstanding shares of Toppen (the “**Toppen Shares**”), a US-based innovative health and wellness company, dedicated to delivering state-of-the-art water filtration solutions (the “**Proposed Acquisition**”).

Item 5 Full Description of Material Changes

The Company entered the Purchase Agreement with Toppen and shareholders holding a majority of the issued and outstanding Toppen Shares to complete the Proposed Acquisition. The Company intends to enter into separate purchase agreements with the remaining Toppen shareholders prior to closing of the Proposed Acquisition.

Toppen is a pioneering force in the field of water filtration, actively driving innovation within the industry with a commitment to delivering healthier water solutions. At the core of Toppen’s mission lies the belief that every individual and community should have access to clean, safe, and healthier water and are dedicated to transforming this vision into reality.

Toppen's team has engineered a water filtration system that incorporates mechanical filtration, membrane filtration, adsorption, silver infection control, ion exchange, and chemical additions into a three-stage water purification solution designed to meet the needs of consumers, business, and industries worldwide. Toppen’s flagship product, the UltraSafe series water filtration system with its proprietary MicronGuard™, is a three-stage water filtration system that employs proprietary filters that deliver comprehensive and dependable water solutions for homes, offices, medical clinics, and industrial/agricultural facilities. The system is designed to eliminate an extensive range of contaminants, including bacteria, viruses, cysts, spores, pharmaceuticals, pesticides, heavy metals, and PFAS/PFOS/PFOA that has been independently certified verifying its capacity to remove 99.99% of PFAS from drinking water. What truly sets Toppen apart is its system's ability to function efficiently in low-pressure environments, ensuring access to clean, safe, and healthier drinking water even in remote or underserved communities. Looking ahead, Toppen remains committed in its pursuit of next-generation water systems that not only purify water but also

enhance hydration and cellular health, representing a significant advancement in the quest for improved well-being for individuals and communities alike.

Toppen is the assignee of a registered patent application (Pub. No. US 20190151045A1) with the United States Patent and Trademark Office (“**USPTO**”) for its device and system combination method for disinfecting and decontaminating water lines, for example, dental water lines in the absence of a primary chemical component. Furthermore, Toppen has submitted a provisional application with the USPTO for a patent relating to dental chair water bottle filtration.

Aion will not directly assume any of Toppen’s debt in connection with the Proposed Acquisition. The following is a summary of certain financial information of Toppen for the financial years ended December 31, 2022 and December 31, 2021, presented in US dollars. All information contained herein is unaudited and prepared on an unconsolidated basis. The Company intends to file a business acquisition report with respect to the Proposed Acquisition in accordance with applicable securities laws.

| | Year Ended December 31, 2022 | Year Ended December 31, 2021 |
|--------------------------|---|---|
| Revenue | \$931,766 | \$113,041 |
| Net Loss | \$114,003 | \$503,261 |
| Total Assets | \$766,825 | \$425,631 |
| Total Liabilities | \$645,241 | \$190,044 |

The Proposed Acquisition

The purchase price for the Proposed Acquisition is CAD \$10,000,000 (the “**Purchase Consideration**”). The Purchase Consideration shall be satisfied through the issuance of 200,000,000 common shares in the capital of the Company, to be issued at a deemed price of \$0.05 per share (the “**Consideration Shares**”). The Consideration Shares will be subject to a statutory resale restriction of four months and a day from the date of issuance and such further restrictions as may be apply under foreign securities laws, as well as the escrow requirements of the Canadian Securities Exchange (“**CSE**”). Furthermore, the Company may also be required to pay contingent consideration of US \$2,000,000 (the “**Earn-Out Payment**”) if Toppen achieves revenue equal to or greater than US \$5,000,000 for the period from October 18, 2023 to April 30, 2025. Eligible revenue for the purposes of the earn-out calculation must exceed forty percent gross margins.

The completion of the Proposed Acquisition is subject to the successful completion of the Company’s due diligence review of Toppen, the approval of the Canadian Securities Exchange and other customary closing conditions. The completion of the Proposed Acquisition is currently expected to occur by the end of 2023. If completed, the Proposed Acquisition will constitute a "fundamental change" pursuant to the policies of the CSE. The Proposed Acquisition cannot close until required approvals, including the approval of the Company shareholders, are obtained and the outstanding conditions satisfied.

Trading in the securities of the Company is currently halted and is expected to remain halted until the closing of the Proposed Acquisition or its termination. There can be no assurance that the Proposed Acquisition will be completed as proposed or at all.

The Purchase Agreement contains customary representations and warranties, covenants and conditions for a transaction of this nature. A copy of the Purchase Agreement will be filed on the

Company's SEDAR+ profile and will be available for viewing at www.sedarplus.ca.

All information contained in this report relating to Toppen was provided by Toppen to the Company for inclusion herein. The Company has not independently verified such information and shall bear no liability for any misrepresentation contained therein.

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

For further information, contact Graham Simmonds, Chief Executive Officer at (416) 843-2881.

Item 9 Date of Report

November 13, 2023

DISCLAIMER & READER ADVISORY

This report contains forward-looking information within the meaning of applicable Canadian securities legislation. Expressions such as “anticipates”, “expects”, “believes”, “estimates”, “could”, “intends”, “may”, “plans”, “predicts”, “projects”, “will”, “would” and other similar expressions, or the negative of these terms, are generally indicative of forward-looking information. Forward looking statements in this report include statements regarding: Toppen’s business, business goals and management’s expectation on the growth and performance of its business, the Proposed Acquisition, including the benefits and terms of the Proposed Acquisition, the completion of the Proposed Acquisition and the timing thereof; receipt of all regulatory and other third party approvals required pursuant to the Proposed Acquisition and the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Proposed Acquisition; Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by such forward-looking information, such as, without limitation, the risk that the parties will be unable to receive, in a timely manner, the necessary, regulatory and other third party approvals, the failure of the parties to satisfy, in a timely manner, the other conditions to the closing of the Proposed Acquisition and other risks related to the completion of the Proposed Acquisition and the inability of a party to perform its obligations under the Purchase Agreement.

In addition, the forward- looking information contained in this report is based upon what management believes to be reasonable assumptions. Readers are cautioned not to place undue reliance on forward-looking information as it is inherently uncertain, and no assurance can be given that the expectations reflected in such information will prove to be correct. The forward-looking information in this report is made as of the date hereof and, except as required under applicable securities legislation, the Company assumes no obligation to update or revise such information to reflect new events or circumstances.

The securities of the Company have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This report is issued for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.