

## 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, Canada

### Item 2 Date of Material Change

December 15, 2023

### Item 3 News Releases

A news release was issued by the Company on December 15, 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 its acquisition of all the outstanding shares of Toppen Health Inc. (“**Toppen**”), a US-based innovative health and wellness company, dedicated to delivering state-of-the-art water filtration solutions (the “**Acquisition**”), pursuant to a share purchase agreement dated October 10, 2023 (the “**Purchase Agreement**”) with Toppen and shareholders holding a majority of the issued and outstanding shares of Toppen (the “**Toppen Shares**”) and a separate share purchase agreement with the remaining Toppen shareholders, entered into on the closing of the Acquisition (the “**Closing Purchase Agreement**”).

### Item 5 Full Description of Material Changes

Pursuant to the Purchase Agreement with Toppen and shareholders holding a majority of the issued and outstanding Toppen Shares and a separate Closing Purchase Agreement with the remaining Toppen shareholders, the Company has announced the closing of the Acquisition.

Co-founded in 2019 by Owen Boyd, Bill Roche, and Al Dubé, Sanford, Florida-based, 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.

Toppen's 7,500 sq-ft manufacturing facility is based in Sanford, Florida, and Toppen currently has eight employees.

### ***Toppen Dental Division***

Toppen's dental division provides Dental Support Organizations (DSOs) and individual dental practices across the United States with its innovative disinfection products and dental wastewater solutions, removing bacteria and viruses in a chemical-free manner from dental water lines, combatting water-borne infection outbreaks.

### ***Toppen Consumer Division***

Toppen's consumer division provides innovative and affordable home water treatment solutions. Its UltraHome series water filtration system uses chemical-free, high capacity filters to produce high quality drinking water, while leaving healthy minerals like calcium and magnesium that are typically removed with reverse osmosis or like-minded treatment technologies. Toppen provides whole home (filtering the water as it comes into your home) as well as under-sink filtration options.

Toppen also produces a line of filters for hand-held water bottles perfect for individual use.

### ***Toppen Commercial Division***

Toppen's commercial division targets US-based municipalities looking for community filtration solutions, as well as home builders, condominium developers, and property managers requiring whole-home water filtration. The B2B division also concentrates on global opportunities where Toppen's products can ensure access to clean, safe, and healthier drinking water 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.

Since its inception, Toppen has targeted its patented filtration solutions on the high-level water quality requirements in the US dental space, and is currently expanding the B2B offering into Canada. Toppen is also further developing its consumer-focused water filtration solutions (home filtration systems and other lifestyle-related solutions like filtered water bottles), targeting North American and global audiences, with an emphasis on markets in Asia.

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 micro filters.

The Company intends to file a business acquisition report (the "**BAR**") with respect to the Acquisition in accordance with applicable securities laws. The Company will also concurrently file a modified Form 2A – Listing Statement in accordance with the policies of the CSE, which shall

include audited financial statements of Toppen for the year ended November 30, 2023 (the “Listing Statement”).

Aion will not directly assume any of Toppen’s debt in connection with the Acquisition. The following is a summary of certain financial information of Toppen for the financial years ended November 30, 2023 and 2022, 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 Acquisition in accordance with applicable securities laws.

	<b>Year Ended November 30, 2022</b>	<b>Year Ended November 30, 2023</b>
<b>Revenue</b>	\$954,057	\$420,033
<b>Net Loss</b>	\$145,459	\$437,162
<b>Total Assets</b>	\$630,501	\$537,524
<b>Total Liabilities</b>	\$640,805	\$984,990

“Aion is driven by a passion for innovation and a dedication to improving people’s health and well-being. The addition of water solutions to our current intellectual property portfolio strengthens our wellness offering to both individuals and communities,” said Graham Simmonds, CEO of Aion Therapeutic. “Accessible clean and healthier water solutions are critical to people across the globe, and we believe Toppen will allow us to quickly emerge in this market.”

### **Toppen Management Team**

Toppen’s board of directors and management team following the completion of the Acquisition are expected to be comprised of Mr. Boyd, Mr. Roche, Mr. Dubé, and Mr. Aluce, being Toppen’s current board of directors and management team. The board of directors and management team of Aion was not altered as a result of the Acquisition.

Brief biographies of the individuals named above are provided below.

#### ***Owen Boyd (Co-founder, Director, President, Chief Executive Officer)***

Mr. Boyd has been working on water filtration technology and product development for over 30 years, most notably with dental industry water solutions provider, Solmetex, which he co-founded with Mr. Dubé in 1994.

He has been awarded and recognized with The Environmental Protection Agency’s Innovation Technology Award, the Engineering News Record for Best Technology Award, and the National Academy of Engineering’s Grainger Challenge Silver Award for advancements in water filtration technology.

Mr. Boyd spearheaded the development of Toppen’s revolutionary MicronGuard™ technology and jointly holds the patent for the Toppen’s Ultra Dental Filter with Bill Roche.

#### ***Bill Roche (Co-founder, Director, Chief Technology Officer)***

Mr. Roche has over 30 years of experience innovating water filtration products. He spent almost 10 years as the VP of Operations for Argonide Corporation in Florida, another leader in the water filtration technology space, and his experience with plastic blow molding and injected plastic parts for water filtration has been pivotal in advancing Toppen’s product designs.

He jointly holds the patent for Toppen's Ultra Dental Filter with Mr. Boyd.

***Al Dubé (Co-founder, Director, Chief Operating Officer, Secretary)***

Like his colleagues, Mr. Dubé also has a long history in water filtration, co-founding Solmetex with Mr. Boyd back in 1994, and is credited with creating the dental amalgam separator (a device designed to capture amalgam particles from dental office wastewater) industry in the US.

***Greg Aluce (Director)***

Greg Aluce is a strategic consultant covering the energy services, exploration, and production sectors. He was a senior level executive at Layne Christiansen, a \$500B+ global leader in water management, construction, and drilling. He served as Layne Christiansen's President of Water Technology from 2001 to 2010, and as Division President, Executive VP, and Corporate Officer from 2010 to 2012.

**The Acquisition**

The purchase price for the Acquisition was CAD \$10,000,000 (the "**Purchase Consideration**"), satisfied through the issuance of 200,000,000 common shares in the capital of the Company, issued at a deemed price of \$0.05 per share (the "**Consideration Shares**"). The Vendor's have agreed to allocate 45,000,000 Consideration Shares to an advisor of Toppen in connection with certain M&A services relating to the Acquisition. 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 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](http://www.sedarplus.ca). A copy of the Closing Purchase Agreement will also be filed on the Company's SEDAR+ profile.

The halt in trading of the Company's securities was lifted at market open on December 18, 2023.

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**

December 18, 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 Acquisition, including the benefits and terms of the Acquisition, receipt of all regulatory and other third party approvals required pursuant to the Acquisition and the filing of a Listing Statement and BAR with respect to the 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, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the ability of Aion and Toppen to implement their respective business strategies; competition; the risk that the parties will be unable to receive, in a timely manner, the necessary, regulatory and other third party approvals; the effects of weather, catastrophes and public health crises, including COVID-19; labour availability; disruptions to the Company’s supply chains; changes to regulatory environment, armed hostilities and geopolitical conflicts; conclusions of economic evaluations; as well as those factors discussed in the sections relating to risk factors discussed in the Company’s continuous disclosure filings on SEDAR+.*

*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.*