

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ChitogenX Inc. (the "Corporation")
16667, Hymus Boulevard
Kirkland, QC H9H 4R9

Item 2. Date of Material Change

May 5, 2023

Item 3. News Release

A news release was disseminated on May 5, 2023 and corrections to this press release were made in a news release disseminated on June 5, 2023, both via CNW Cision and filed on SEDAR. A copy of the news releases are attached hereto as Schedule "A".

Item 4. Summary of Material Change

ChitogenX announces that it has closed on May 5, 2023, a first tranche of its previously announced non-brokered private placement offering of units.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that it has closed on May 5, 2023, a first tranche of its previously announced non-brokered private placement of units. The first tranche of the offering consists of gross cash proceeds of \$3.86 million, including \$1.8 million of Insiders' subscriptions. Holders of debentures that matured on May 1, 2023, also opted to reinvest \$2.1 million of principal and accrued interest into the Private Placement.

Please refer to **Schedule "A"** for further details.

The following related parties purchased a total of 12,422,531 Units under the first tranche of the non-brokered private placement offering of units:

| Manitex Capital Inc. (10%+ shareholder) | |
|--|--|
| 5,592,434 (12.2%) | Indirect + Direct Class A Shares Held, <u>Prior to Private Placement</u> |
| 6,426,666 | Units Purchased in Private Placement |
| 12,019,100 (13.9%) | Indirect + Direct Class A Shares Held, <u>After Private Placement</u> |

| Philippe Deschamps (CEO and Director) | |
|--|--|
| 900,000 (4.1%) | Indirect + Direct Class A Shares Held, <u>Prior to Private Placement</u> |
| 2,473,333 | Units Purchased in Private Placement |
| 3,373,333 (6.7%) | Indirect + Direct Class A Shares Held, <u>After Private Placement</u> |

| Jonathan Sackier (SVP Medical Affairs) | |
|---|--|
| 0 (0%) | Indirect + Direct Class A Shares Held, <u>Prior to Private Placement</u> |
| 630,000 | Units Purchased in Private Placement |
| 630,000 (1.3%) | Indirect + Direct Class A Shares Held, <u>After Private Placement</u> |

| Pierre Laurin (Director) | |
|---------------------------------|--|
| 912,900 (3.2%) | Indirect + Direct Class A Shares Held, <u>Prior to Private Placement</u> |
| 1,892,532 | Units Purchased in Private Placement |
| 2,605,432 (3.8%) | Indirect + Direct Class A Shares Held, <u>After Private Placement</u> |

| Guy Paul Allard (VP Legal Affairs and Corporate Secretary) | |
|---|--|
| 234,250 (1.2%) | Indirect + Direct Class A Shares Held, <u>Prior to Private Placement</u> |
| 1,000,000 | Units Purchased in Private Placement |
| 1,234,250 (1.8%) | Indirect + Direct Class A Shares Held, <u>After Private Placement</u> |

No special committee was established in connection with the Private Placement. The transactions were approved by a resolution of the Board, including all independent directors who did not participate in the Private Placement, and no contrary view or abstention was expressed or made by any director.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Guy Paul Allard, VP Legal Affairs and Corporate Secretary
 Telephone: 514-887-1855
 Email: allard@chitogenx.com

Item 9. Date of Report

November 6, 2023

SCHEDULE A

**PRESS RELEASE
FOR IMMEDIATE DISCLOSURE**

CHITOGEX AMENDS TERMS OF PREVIOUSLY ANNOUNCED NON-BROKERED PRIVATE PLACEMENT

- **Maximum gross proceeds increased to \$5.0 million**
- **Use of proceeds to include completion of development/strategic partnership agreement to leverage Company's proprietary platform for regenerative medicine applications**

Montreal, QC, May 1, 2023 – [ChitogenX](#) Inc. (CSE: **CHGX**, OTCQB: **CHNXF**) ("**ChitogenX**" or the "**Company**"), a clinical-stage regenerative medicine company, today announced amendments to the terms of its on-going non-brokered private placement offering previously disclosed on April 4, 2023. The amended non-brokered private placement offering now consists of 33,333,333 units (the "**Units**") of the Company at a price of \$0.15 per Unit (the "**Issue Price**") for increased maximum gross proceeds of up to \$5.0 million (the "**Offering**").

Each \$0.15 Unit of the Offering will consist of one (1) class A share of the Company (each, a "**Share**") and one (1) share purchase warrant of the Company (each whole share purchase warrant, a "**Warrant**"). Each Warrant will now entitle the holder to purchase one (1) Share of the Company (each, a "**Warrant Share**") at a price of \$0.35 per Warrant Share for a period of 36 months from closing (the "**Closing Date**"), subject to adjustment in certain events. If, at any time following the Closing Date, the daily volume weighted average trading price of the Shares on the Canadian Securities Exchange is greater than \$0.50 per Share for the preceding 10 consecutive trading days, the Company shall have the right to accelerate the expiry date of the Warrants to a date that is at least 30 days following the date of such notice to holders of Warrants.

The Company amended the use of the net proceeds from the Offering to:

- 1) Complete development/strategic partnership agreement for leveraging the Company's proprietary platform for regenerative medicine applications,
- 2) Complete enrollment for the Rotator Cuff Tear Repair U.S. phase I/II clinical trial program,
- 3) Complete proof of concept work for Meniscus repair, and
- 4) Leverage Polytechnique partnership and recent non-dilutive grants to drive proof of concept in additional high-potential indications.

The Common Shares and the Warrants will be subject to a statutory 4-month hold period under the applicable securities laws and in such case the certificates evidencing the Shares and the Warrants will bear a legend to that effect, as applicable.

The Offering is scheduled to close on or about May 3, 2023, and is subject to certain conditions including, but not limited to, receipt of all necessary approvals including satisfaction of listing conditions of the Canadian Securities Exchange.

The Units will be offered and sold by private placement (i) in Canada to “accredited investors” within the meaning of Regulation 45-106 respecting Prospectus Exemptions and other exempt purchasers in each province of Canada (ii) in the United States on a private placement basis only under Regulation D, Rule 144A or other available U.S. registration exemptions and (iii) jurisdictions outside of Canada and the United States, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction and the Corporation does not thereafter become subject to continuous disclosure obligations in such jurisdictions.

Although the Offering is non-brokered, the Company will pay finders’ fees of 8% of the gross proceeds raised from accredited investors introduced to the Company by a finder, payable in cash; and finders’ warrants equal to 8% of the number of Units issued to accredited investors introduced to the Company by a finder, each finder’s warrant entitling the holder to purchase one share at a purchase price of \$0.35 for a period of 24 months from the date of issuance of the finders’ warrants.

About ChitogenX Inc.

ChitogenX Inc. is a clinical stage regenerative medicine company dedicated to the development of novel therapeutic tissue repair technologies to improve tissue healing. The Company is committed to the clinical development of its proprietary ORTHO-R technology platform, a muco-adhesive CHITOSAN based biopolymer matrix, specifically designed to deliver biologics such as platelet-rich plasma (PRP) or bone marrow aspirate concentrate (BMAC), to enhance healing in various Regenerative Medicine Applications.

Other formulations are being developed to leverage the technology’s performance characteristics such as tissue adhesion, pliability, and ability to deliver biologics or therapeutics to various tissues damaged by trauma or disease. Further information about ChitogenX is available on the Company’s website at www.chitogenx.com and on SEDAR at www.sedar.com.

Forward-Looking Statements

This news release may contain certain forward-looking statements regarding the Company’s expectations for future events. Such expectations are based on certain assumptions that are founded on currently available information. If these assumptions prove incorrect, actual results may differ materially from those contemplated by the forward-looking statements contained in this press release. Factors that could cause actual results to differ include, amongst others, uncertainty as to the final result and other risks. The Company disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by security laws.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Contacts

Company

Philippe Deschamps,
President and Chief Executive Officer,
614-596-2597
deschamps@chitogenx.com

or

Luc Mainville
Senior Vice-president and Chief Financial Officer
514-693-8854
mainville@chitogenx.com

Investors

Frederic Dumais
Director Communications and Investor Relations
(514) 261-4735
dumais@chitogenx.com

CHITOGENX CLOSES \$288,000 SECOND TRANCHE OF NON-BROKERED PRIVATE PLACEMENT OFFERING

- **Debt further reduced following reinvestments into Offering**
- **Proceeds to be used to advance ongoing R&D programs and pursue a development/strategic partnership agreement**
- **Corrections to press release issued on May 5, 2023**

Montreal, QC, June 5, 2023 – [ChitogenX Inc.](#) (CSE: **CHGX**, OTCQB: **CHNXF**) ("**ChitogenX**" or the "**Company**"), a clinical-stage regenerative medicine company, today announced the closing of a \$288,000 second tranche of its previously announced non-brokered private placement offering of units (the "**Offering**"). The second tranche of the Offering consists of gross cash proceeds of \$41,250 and \$247,141 in debt conversions from holders of convertible debentures which matured on May 1, 2023 ("**Debentures**"). One insider converted accrued and unpaid interest on Holders of debentures that matured on May 1, 2023, for an amount of \$107,250.

The Company issued 1,922,608 Units at a price of \$0.15 per Unit for a total consideration of \$288,391.40. Each Unit consist of one class A share of the Company (each, a "**Share**") and one share purchase warrant of the Company (each whole share purchase warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one Share of the Company (each, a "**Warrant Share**") at a price of \$0.35 per Warrant Share for a period of 36 months from closing (the "**Closing Date**"), subject to adjustment in certain events. If, at any time following the Closing Date, the daily volume weighted average trading price of the Shares on the Canadian Securities Exchange is greater than \$0.50 per Share for the preceding 10 consecutive trading days, the Company shall have the right to accelerate the expiry date of the Warrants to a date that is at least 30 days following the date of such notice to holders of Warrants.

The Company will use the net proceeds of the Offering to:

- 5) Pursue development/strategic partnership agreement for leveraging the Company's proprietary platform for regenerative medicine applications,
- 6) Complete enrollment for the Rotator Cuff Tear Repair U.S. phase I/II clinical trial program,
- 7) Complete proof of concept work for Meniscus repair, and
- 8) Leverage Polytechnique partnership and recent non-dilutive grants to drive proof of concept in additional high-potential indications.

The Common Shares and the Warrants are subject to a statutory 4-month hold period under the applicable securities laws and in such case the certificates evidencing the Shares and the Warrants will bear a legend to that effect, as applicable.

Participation of insiders of the Company in the Private Placement constitutes a "related party transaction" as defined under Regulation 61-101 respecting Protection of Minority

Security Holders in Special Transactions (“Regulation 61-101”). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(g) and 5.7(e) of Regulation 61-101 on the basis of the Company’s financial difficulties as it attempts to reduce debt and facilitate the implementation of a recovery plan. A material change report was not filed in connection with the participation of the insiders at least 21 days in advance of the closing of the Private Placement, which the Company deemed reasonable in the circumstances, in order to close the transaction as soon as practicable to enable it to use the funds.

Corrections to press release issued on May 5, 2023

The Company wishes to clarify and amend its disclosure regarding the closing of the first tranche of its amended non-brokered private placement offering of units for \$3.86 million contained in the May 5, 2023, press release with respect to total gross proceeds received. The first tranche of the Offering consisted of gross cash proceeds of \$1,267,000 and debt conversions of \$2,589,348.80 for a total consideration of \$3,856,348.80. Furthermore, the news release stated that the Company relied on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of Regulation 61-101 on the basis that participation in the Private Placement by insiders did not exceed 25% of the fair market value of the Company’s market capitalization. The Company in fact relied on the exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(g) and 5.7(e) of Regulation 61-101 on the basis of its financial difficulties, as indicated above.

About ChitogenX Inc.

ChitogenX Inc. is a clinical stage regenerative medicine company dedicated to the development of novel therapeutic tissue repair technologies to improve tissue healing. The Company is committed to the clinical development of its proprietary ORTHO-R technology platform, a muco-adhesive CHITOSAN based biopolymer matrix, specifically designed to deliver biologics such as platelet-rich plasma (PRP) or bone marrow aspirate concentrate (BMAC), to enhance healing in various Regenerative Medicine Applications.

Other formulations are being developed to leverage the technology’s performance characteristics such as tissue adhesion, pliability, and ability to deliver biologics or therapeutics to various tissues damaged by trauma or disease. Further information about ChitogenX is available on the Company’s website at www.chitogenx.com and on SEDAR at www.sedar.com.

Forward-Looking Statements

This news release may contain certain forward-looking statements regarding the Company’s expectations for future events. Such expectations are based on certain assumptions that are founded on currently available information. If these assumptions prove incorrect, actual results may differ materially from those contemplated by the forward-looking statements contained in this press release. Factors that could cause actual results to differ include, amongst others, uncertainty as to the final result and other risks. The Company disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by security laws.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Contacts

Company

Philippe Deschamps,
President and Chief Executive Officer,
614-596-2597
deschamps@chitogenx.com

or

Luc Mainville
Senior Vice-president and Chief Financial Officer
514-693-8854
mainville@chitogenx.com

Investors

Frederic Dumais
Director Communications and Investor Relations
(514) 261-4735
dumais@chitogenx.com