

PreveCeutical Launches Strategic Partnership with BioGene Therapeutics

Vancouver, British Columbia--(Newsfile Corp. - October 30, 2024) - PreveCeutical Medical Inc. (CSE: PREV) (OTCQB: PRVCF) (FSE:18H) ("**PreveCeutical**" or the "**Company**"), a health sciences company that develops innovative options for preventive and curative therapies utilizing organic and nature-identical products, is pleased to announce that it has signed a definitive agreement on the 29 October, 2024 (the "**Agreement**") to sell certain intellectual property assets (the "**Assets**") owned by itself and its affiliate, PreveCeutical (Australia) Pty Ltd. ("**PreveCeutical Australia**") to BioGene Therapeutics Inc., a wholly owned subsidiary of the Company ("**BioGene**") (the "**Acquisition**").

Stephen Van Deventer, Chairman and CEO commented "We are extremely pleased that our Dual Gene Therapy program will advance as a singular entity, and we will retain new Scientists, Board of Directors and management who specialize in this medical field."

The Assets that BioGene will acquire include (i) the intellectual property arising from the ongoing research program by UniQuest Pty Ltd. for PreveCeutical Australia, but excluding any improvements to the Background IP (as hereinafter defined); (ii) the option provided to PreveCeutical Australia to obtain a license of the Background IP (as hereinafter defined); and (iii) any other assets or intellectual property held by PreveCeutical and PreveCeutical Australia in connection with the commercialization of bio-responsive gene carrier-and-release systems for siRNA delivery in the treatment or prevention of diabetes and obesity. Background IP refers to all intellectual property developed at the University of Queensland in the research group of Dr. Harendra Parekh involving bioreducible amino acid derivatives, bioreducible peptide dendrimers synthesized from the amino acid derivatives, and methods and know-how for producing such bioreducible derivatives and dendrimers.

The aggregate purchase price for the Assets will be USD\$1,353,227 (the "**Purchase Price**"), of which USD\$500,000 will be paid in cash (the "**Cash Payment**") and the remaining paid by the allotment and issuance of 16,000,000 common shares (each, a "**Consideration Share**") in the capital of BioGene at a deemed price of USD\$0.0533 per Consideration Share. The Cash Payment will be paid within 24 months. Additionally, BioGene will compensate PreveCeutical for third-party accounting costs incurred for its valuation and audit up to a maximum of \$30,000.

PreveCeutical is committed to distributing a portion of the Consideration Shares to its shareholders (the "**Distribution**"), with the precise allocation of Consideration Shares to be distributed to be determined by the record date (as will be determined by PreveCeutical). At this time, PreveCeutical plans to allocate approximately 75% of the Consideration Shares for distribution, subject to the outcome of tax consultations and strategic planning for PreveCeutical's future. Shareholders who are registered on the record date will be eligible for a pro-rata distribution, whereby each shareholder will receive an allocation of Consideration Shares proportionate to their current shareholding in PreveCeutical. Shareholders can expect further details and confirmation of the exact share distribution numbers, as well as confirmation regarding the record date, in the coming weeks.

Closing of the Acquisition remains subject to, without limitation, receiving all necessary consents and approvals, as well as the satisfaction of various closing conditions as set forth in the Agreement.

About PreveCeutical

PreveCeutical is a health sciences company that develops innovative options for preventive and curative therapies utilizing organic and nature identical products.

PreveCeutical aims to be a leader in preventive health sciences and currently has five research and development programs, including: dual gene therapy for curative and prevention therapies for diabetes

and obesity; the Sol-gel Program; Nature Identical™ peptides for treatment of various ailments; nonaddictive analgesic peptides as a replacement to the highly addictive analgesics such as morphine, fentanyl and oxycodone; and a therapeutic product for treating athletes who suffer from concussions (mild traumatic brain injury). For more information about PreveCeutical, please visit www.PreveCeutical.com, follow us on Twitter: <http://twitter.com/PreveCeuticals> and Facebook: www.facebook.com/PreveCeutical.

On Behalf of the Board of Directors,
PreveCeutical Medical Inc.
"Stephen Van Deventer"
Chairman & Chief Executive Officer

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Forward-Looking Statements:

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding receipt of regulatory and other consents and approvals for the Acquisition; PreveCeutical, PreveCeutical Australia, and BioGene completing the Acquisition as contemplated by the Agreement; PreveCeutical receiving the necessary regulatory and other consents and approvals for the Distribution; and PreveCeutical completing the Distribution as contemplated above. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including adverse market conditions and other factors beyond the control of the parties. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company; regulations and policies affecting the biotechnology or pharmaceutical industry adversely affecting the future results or performance of PreveCeutical or BioGene; the Company's failure to obtain the required consents and approvals for the Acquisition and the Distribution; and the Company determining that the Distribution is not an optimal strategy following tax and business consultations. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.



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