

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

BioVaxys Technology Corp. (the “**Company**”)  
146 Thirtieth Street, Suite 100  
Etobicoke, Ontario  
Canada M8W 3D4

**Item 2            Date of Material Change**

October 4, 2024

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Canada Newswire on October 4, 2024, and a copy was subsequently filed on SEDAR+.

**Item 4            Summary of Material Change**

The Company announced that it has closed the fifth tranche (the “**Fifth Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) with the issuance of 4,500,000 units (the “**Units**”) of the Company at a price of \$0.05 per Unit for aggregate gross proceeds of \$225,000.00. Each Unit consists of one common share in the capital of the Company (“**Share**”) and one whole Share purchase warrant (“**Warrant**”), whereby each Warrant is convertible into one additional Share at an exercise price of \$0.15 until October 4, 2026, being the date that is 24 months from the date of issue.

In addition, the Company announced the issuance of 1,532,500 Shares at a deemed price of \$0.05 per Share to settle an aggregate of \$76,625 in debt owed to a consultant (the “**Debt Settlement**”).

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

The Company announced that it has closed the Fifth Tranche of its Private Placement with the issuance of 4,500,000 Units at a price of \$0.05 per Unit for aggregate gross proceeds of \$225,000.00. Each Unit consists of one Share and one Warrant, whereby each Warrant is convertible into one additional Share at an exercise price of \$0.15 until October 4, 2026, being the date that is 24 months from the date of issue.

The Company intends to use the proceeds of the Private Placement for general working capital purposes, including enabling the Company to fund and advance its business plans in regard to its successful recent acquisition of the entire portfolio of discovery, preclinical and clinical development stage assets in oncology, infectious disease, antigen desensitization, and other immunological fields based on the DPX™ immune educating platform technology, developed by the former Canadian biotechnology company, IMV Inc., Immunovaccine Technologies Inc., which was purchased from IMV USA (“IMV”) on February 16, 2024.

No finder’s fees were paid in connection with the Fifth Tranche. All securities issued pursuant to the Fifth Tranche are subject to a statutory hold period expiring February 5, 2025, being the date that is four months and one day from the date of issuance in accordance with applicable securities legislation.

In addition, the Company announced the issuance of 1,532,500 Shares at a deemed price of \$0.05 per Share to settle an aggregate of \$76,625 in debt owed to a consultant. All securities issued pursuant to the Debt Settlement are subject to a statutory hold period expiring February 2, 2025, being the date that is four months and one day from the date of issuance in accordance with applicable securities legislation.

The securities described herein have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), or any state securities laws, and may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to available exemptions therefrom. This material change report does not constitute an offer to sell or a solicitation of an offer to buy of any securities in the United States.

**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**

Not applicable.

**Item 8 Executive Officer**

For further information, please contact James Passin, Chief Executive Officer of the Company, at +1 740 358 0555.

**Item 9 Date of Report**

October 11, 2024