

GENETETHER THERAPEUTICS INC.

INITIAL PUBLIC OFFERING OF UNITS TERM SHEET

The following is a summary of the basic terms and conditions of a proposed offering of units by GeneTether Therapeutics Inc. A preliminary prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario. A copy of the preliminary prospectus and any amendment is required to be delivered with this document.

The preliminary prospectus is still subject to completion. Copies of the preliminary prospectus may be obtained from Research Capital Corporation (ecm@researchcapital.com). There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The preliminary prospectus constitutes a public offering of securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities described in this document have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws. Accordingly, the securities may not be offered or sold in the United States (as such term is defined in Regulation S under the U.S. Securities Act) or to, or for the account or benefit of, a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) except pursuant to transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This document does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States.

- Issuer:** GeneTether Therapeutics Inc. ("**GeneTether**" or the "**Company**").
- Offering:** Initial public offering (the "**Offering**") of units of the Company (the "**Units**").
- Gross Proceeds:** Up to C\$[•].
- Offering Price:** C\$[•] per Unit (the "**Offering Price**"). The Offering Price will be determined in the context of the market.
- Unit:** Each Unit consists of one common share of the Company ("**Unit Share**") and one common share purchase warrant of the Company (a "**Unit Warrant**").
- Unit Warrant:** Each Unit Warrant will be exercisable to acquire one additional common share of the Company (each, a "**Warrant Share**") at an exercise price of C\$[•] for a period of [•] months following the closing of the Offering (the "**Closing Date**").
- Over-Allotment Option:** The Agent shall also have the option (the "**Agent's Option**") to increase the size of the Offering by up to an additional 15% in Units, and/or the components thereof, by giving written notice of the exercise of the Agent's Option, or a part thereof, to the Company at any time up to 30 days following Closing Date.
- Offering Basis:** The Units are to be issued on a "commercially reasonable efforts" basis by way of long-form prospectus filed in each of the provinces of British Columbia, Alberta and Ontario, and by private placement in the U.S. to "qualified institutional buyers" pursuant to Rule 144A of the United States Securities Act of 1933.

- Listing:** The Company has applied to list its common shares (including the Unit Shares and Warrant Shares) on the TSX Venture Exchange (“**TSXV**”). Listing will be subject to the Company fulfilling all of the requirements of the TSXV, including meeting all minimum listing requirements. The Company has not applied and does not intend to list the Unit Warrants.
- Eligibility:** The Units shall be eligible for RRSPs, RRIFs, RDSPs, RESPs and TFSAs.
- Use of Proceeds:** The net proceeds of the Offering will be used for research and development, general and administrative expenses and unallocated working capital requirements.
- Commission:** 8.0% cash commission and 8.0% compensation warrants, subject to a reduction to 4.0% for certain purchasers on a “president’s list”.
- Agent:** Research Capital Corporation as lead agent and sole bookrunner (the “**Agent**”).
- Closing Date:** On or about [•], 2021, or such date as the Agent and Company may agree upon.