

**Form 51-102F3
Material Change Report**

ITEM 1 **Name and Address of Company**

GeneTether Therapeutics Inc. (the “**Company**”)
301 – 1665 Ellis Street
Kelowna, BC V1Y 2B3

ITEM 2 **Date of Material Change**

March 29, 2022

ITEM 3 **News Release**

A news release announcing the material change was disseminated on March 29, 2022 and filed on the SEDAR website.

ITEM 4 **Summary of Material Changes**

On March 29, 2022, the Company announced that it had closed its initial public offering (the “**Public Offering**”) and concurrent private placement (the “**Private Placement**” and together with the Public Offering, the “**Offering**”) of units of the Company (the “**Units**”).

The Common Shares (as defined below) commenced trading on the Canadian Securities Exchange (the “**Exchange**”) on March 30, 2022 under the symbol “GTTX”.

ITEM 5 **Full Description of Material Change**

On March 29, 2022, the Company announced that it had closed the Offering. A total of 7,500,000 Units were sold at a price of \$0.60 per Unit for aggregate proceeds of \$4,500,000. Each Unit consists of one common share in the capital of the Company (each a “**Common Share**”) and one Common Share purchase warrant (each a “**Warrant**”). Each Warrant entitles the holder to acquire, subject to adjustment, one additional Common Share (each, a “**Warrant Share**”) at an exercise price of \$0.72 per Warrant Share at any time prior to 4:00 p.m. (Vancouver time) on March 29, 2025.

The Common Shares commenced trading on the Exchange on March 30, 2022 under the symbol “GTTX”.

Research Capital Corporation (the “**Agent**”) acted as the sole agent and sole bookrunner for the Public Offering. The Agent received a cash commission of \$26,832, a management fee of \$45,000 (plus taxes), as well as a corporate finance fee of \$166,000 (plus taxes). In addition, the Agent and its sub-agents received non-transferable compensation warrants entitling them to acquire up to an aggregate of 321,386 Units at a price of \$0.60 per Unit until March 29, 2025.

Certain insiders of the Company participated in the Private Placement, acquiring an aggregate of 5,883,824 Units on the same basis as other subscribers. As a result, the Private Placement was considered a related party transaction within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on Section 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement.

In accordance with the terms of the agency agreement dated March 21, 2022 between the Company and Research Capital Corporation, directors, officers and insiders of the Company have agreed to a 180-day lock-up period on the Common Shares or other securities of the Company that they each hold.

ITEM 6 **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

This material change report is not being filed on a confidential basis.

ITEM 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

ITEM 8 **Executive Officer**

The name and telephone number of the executive officer of the Company who is knowledgeable about the material change and the material change report is:

Roland Boivin, CEO
(833) 294-4363 ext. 1

ITEM 9 **Date of Report**

March 30, 2022