

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

ITEM 1 **Name and Address of Company**

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

ITEM 2 **Date of Material Change**

October 18, 2023

ITEM 3 **News Release**

A news release announcing the material change was disseminated on October 20, 2023 and filed on the SEDAR+ website.

ITEM 4 **Summary of Material Changes**

The Company reached an agreement effective October 18, 2023 with co-founder and Chief Scientific Officer, Geoffrey Sargent, Ph.D. pursuant to which the Company will acquire from Dr. Sargent an aggregate of 10,421,974 common shares in the capital of the Company (the “Common Shares”) for no consideration. The Common Shares acquired from Dr. Sargent will be cancelled by the Company and returned to treasury. In addition, the Company cancelled 298,586 incentive stock options held by Dr. Sargent, representing all of Dr. Sargent’s stock options) and 1,051,249 incentive stock options held by Roland Boivin (representing the unvested portion of Mr. Boivin’s stock options).

ITEM 5 **Full Description of Material Change**

See Item #4.

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**

October 23, 2023

Forward-Looking Disclaimer

This material change report contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. Forward-looking statements in this material change report include the expectation that the Company will cancel the Common Shares acquired from Dr. Sargent and return them to treasury and all other statements that are not statements of historical fact.

Although the Company believes the forward-looking information contained in this material change report is reasonable based on information available on the date hereof, by their nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements.

Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with general economic conditions; adverse industry events; future legislative and regulatory developments; the Company's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; the ability of GeneTether to implement its business strategies; competition; the ability of GeneTether to obtain and retain all applicable regulatory approvals and other assumptions, risks and uncertainties, including those set forth under the heading "Risk Factors" in the Company's final prospectus dated March 21, 2022.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS MATERIAL CHANGE REPORT AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

