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Sharp Therapeutics Announces Private Placement of up to US\$3.0 Million in Unsecured Convertible Notes

Pittsburgh, Pennsylvania and Toronto, Ontario – (Newsfile Corp. – February 2, 2026) – Sharp Therapeutics Corp. (TSXV: SHRX) (OTCQB: SHRXF) ("**Sharp**" or the "**Company**") is pleased to announce the terms of a proposed non-brokered private placement for an aggregate principal amount of up to US\$3.0 million of unsecured convertible notes of the Company (collectively, the "**Notes**"), in the principal amount of US\$1,000 per Note (the "**Note Offering**"). The Company anticipates that the initial closing of the Note Offering will occur on or about February 12, 2026 (or such other date as may be determined by the Company), with subsequent closings to occur thereafter on such dates as may be determined by the Company (each, a "**Closing Date**"). The net proceeds of the Note Offering will be used for general working capital purposes.

Each Note shall be convertible at the option of the holder into common shares in the capital of the Company (each, a "**Conversion Share**") at a conversion price of US\$2.00 per Conversion Share (the "**Conversion Price**"), at any time prior to the date that is twelve (12) months following the applicable Closing Date (the "**Maturity Date**").

Each Note shall bear interest at a rate of six percent (6.0%) per annum, calculated as simple interest accrued monthly in arrears. Interest on the principal amount outstanding under each Note shall accrue during the period commencing on the Closing Date and shall be payable by the Company in cash on the Maturity Date.

Prior to the Maturity Date of the Notes, and only upon the completion by the Company of an equity financing with aggregate proceeds to the Company of at least US\$7,000,000 (exclusive of any conversion proceeds from the Notes), the Company shall convert all of the outstanding principal amount of the Notes into Conversion Shares at the Conversion Price, upon giving the holders of the Notes not less than twenty (20) calendar days advance written notice. Any interest accrued and outstanding on the Notes at the time of such conversion shall be payable by the Company in cash.

STX Partners, LLC ("**STX**"), Newlin Investment Company 1, LLC and other insiders of the Company have confirmed their intention to participate in the Note Offering.

Confirmation of Common Share Offering

The Company previously announced a common share offering on December 19, 2025 (the "**Common Share Offering**") whereby the Company intends to offer common shares in the capital of the Company (the "**Common Shares**") at a price of US\$2.50 per Common Share. The

Company expects the Common Share Offering to close in the first quarter of 2026. The net proceeds of the Common Share Offering will be used for general working capital purposes.

STX, the Company's largest shareholder, and an insider of the Company, has executed a letter agreement to increase the total commitment to purchase not less than 1,600,000 Common Shares at a per share price of US\$2.50, representing approximately US\$4,000,000 in gross proceeds to the Company, contingent upon: (i) the Company successfully raising not less than US\$6,000,000 from other current or new investors (which, for greater certainty, shall include aggregate gross proceeds to the Company resulting from the Note Offering); and (ii) the closing of the Common Share Offering occurring not later than March 15, 2026. Other insiders of the Company will also be participating in the Common Share Offering.

The participation of the Company's insiders in the Note Offering and the Common Share Offering will constitute a related-party transaction for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the insider participation in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities issued, nor the fair market value of the consideration for the securities issued will exceed 25 per cent of the Company's market capitalization (as calculated in accordance with MI 61-101).

The Notes and the Common Shares will be offered for sale by way of private placement in each of the provinces and territories of Canada pursuant to applicable exemptions from the prospectus requirements under applicable Canadian securities laws. The Notes and the Common Shares may also be offered for sale in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and in those other jurisdictions outside of Canada and the United States provided that no prospectus filing or comparable obligation arises in such other jurisdiction.

All Notes and Common Shares issued will be subject to a four (4) month plus one (1) day hold period from the date of issuance, and subject to TSX Venture Exchange ("**TSXV**") approval.

No finder's fee is payable in connection with the Note Offering and the Common Share Offering.

About Sharp Therapeutics Corp.

First-Choice Therapies for Genetic Diseases

Sharp Therapeutics is a preclinical-stage company developing first-choice small-molecule therapeutics for genetic diseases. The Company's discovery platform combines novel high throughput screening technologies, with compound libraries computational optimized based on the physics and biology of cellular trafficking defects and allosteric activation of proteins. The platform produces small molecule compounds that restore activity in mutated proteins giving the potential to treat genetic disorders with conventional pill-based medicines.

For additional information on Sharp, please visit: www.sharptx.com.

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Caution Regarding Forward-Looking Information

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect Sharp's current views and intentions with respect to future events, and current information available to Sharp, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Should any factor affect Sharp in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, Sharp does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and Sharp undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

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