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News Release

September 4, 2025

PreveCeutical Announces Arrangement Agreement with BioGene Therapeutics

Vancouver, British Columbia: PreveCeutical Medical Inc. (the “Company” or “PreveCeutical”) (CSE: PREV, OTCQB: PRVCF, FSE: 18H), announces that it has entered into a definitive arrangement agreement (the “**Arrangement Agreement**”) dated September 3, 2025 with its subsidiary, BioGene Therapeutics Inc. (“**BioGene**”), pursuant to which PreveCeutical intends to spin-out 12,000,000 common shares of BioGene (the “**BioGene Spinout Shares**”) to the shareholders of PreveCeutical (the “**PreveCeutical Shareholders**”) on a *pro rata* basis by way of a share capital reorganization effected through a statutory plan of arrangement (the “**Arrangement**”) pursuant to the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). PreveCeutical received the BioGene Spinout Shares on November 15, 2024, in consideration for the sale of certain intellectual property assets to BioGene.

The Arrangement

Pursuant to the Arrangement Agreement, PreveCeutical will, among other things, conduct a share capital reorganization whereby the existing common shares of PreveCeutical (the “**PreveCeutical Shares**”) will be renamed and redesignated as Class A common shares (each, a “**PreveCeutical Class A Share**”) and a new class of voting common shares (each, a “**New PreveCeutical Share**”) will be created. Each PreveCeutical Class A Share will be exchanged for one New PreveCeutical Share, and the number of BioGene Spinout Shares, which is equal to 12,000,000, divided by the number of issued and outstanding PreveCeutical Class A Shares on the effective date of the Arrangement. Once the Arrangement is complete, PreveCeutical Shareholders will own shares in two companies: BioGene, which will focus on the development of the Dual Gene Therapy program, and PreveCeutical, which will continue to focus on developing innovative options for preventive and curative therapies utilizing organic and nature identical products.

The reorganization will be effected pursuant to the arrangement provisions of the BCBCA and must be approved by the Supreme Court of British Columbia (the “**Court**”) and by the affirmative vote of not less than two-thirds of the PreveCeutical Shareholders at the Company’s annual general and special meeting to be held on October 10, 2025 (the “**Meeting**”). Upon receipt of approval from the PreveCeutical Shareholders and the Court, the board of directors of PreveCeutical will determine an effective date to complete the Arrangement.

After closing of the Arrangement, the New PreveCeutical Shares will continue trading on the Canadian Securities Exchange (the “CSE”), the OTCQB and the Frankfurt Stock Exchange. The BioGene Shares will not be listed on any stock exchange after completion of the Arrangement, but BioGene will be a reporting issuer in British Columbia, Alberta and Ontario and will comply with its continuous disclosure obligations under applicable Canadian securities laws.

Conditions to Closing

The Arrangement is subject to a number of conditions, certain of which may only be waived in accordance with the Arrangement Agreement, including receipt by PreveCeutical and BioGene of all required approvals, including approval of the Arrangement by the PreveCeutical Shareholders, approval of the CSE of the Arrangement, including the listing of the New PreveCeutical Shares in substitution for the PreveCeutical Class A Shares and approval of the Arrangement by the Court.

Additional details of the Arrangement will be included in an information circular to be mailed to the PreveCeutical Shareholders on or about September 19, 2025. The Arrangement is expected to close on a date to be determined after the Meeting, subject to the satisfaction of all necessary approvals and conditions.

About PreveCeutical

PreveCeutical is a health sciences company that develops innovative options for preventive and curative therapies utilizing organic and nature identical products. PreveCeutical aims to be a leader in preventive health sciences and currently has five research and development programs, including: dual gene therapy for curative and prevention therapies for diabetes and obesity; the Sol-gel Program; Nature Identical™ peptides for treatment of various ailments; nonaddictive analgesic peptides as a replacement to the highly addictive analgesics such as morphine, fentanyl and oxycodone; and a therapeutic product for treating athletes who suffer from concussions (mild traumatic brain injury). For more information about PreveCeutical, please visit our website www.PreveCeutical.com or follow us on [Twitter](#) and [Facebook](#).

On behalf of the Board of Directors of PreveCeutical

Stephen Van Deventer, Chairman and Chief Executive Officer

For further information, please contact:

Stephen Van Deventer: +1 604 306 9669

Or Investor Relations

ir@preveceutical.com

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Forward-Looking Statements:

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited

to, statements with respect to the expectations of management regarding the proposed Arrangement, whether or not the Company will proceed with the Arrangement as current proposed or at all, the anticipated timeline of the Arrangement, the expected terms and structure of the Arrangement and the parties' ability to satisfy closing conditions and receive necessary approvals and the belief that the Arrangement will provide value as a stand-alone asset. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including: the inability to obtain regulatory, Court or PreveCeutical Shareholder approval, the inability of PreveCeutical or BioGene to finance growth and transactions expenses, and other risks as set out in the Company's periodic disclosure documents available on SEDARplus.ca. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Arrangement will occur or that, if the Arrangement does occur, it will be completed on the terms described above. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.