

May 27, 2025



Algernon Announces \$1M Private Placement

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VANCOUVER, British Columbia, May 27, 2025 (GLOBE NEWSWIRE) -- Algernon Pharmaceuticals Inc. (the "Company" or "Algernon") (CSE: AGN) (FRANKFURT: AGW0) (OTCQB: AGNPF), a Canadian healthcare and clinical stage drug development company, is pleased to announce a non-brokered private placement for gross proceeds of \$1,000,000 (the "**Offering**") of units of common shares (the "**Common Units**") at an issue price of \$0.07 per Common Unit and units of preferred shares (the "**Preferred Units**") at an issue price of \$0.70 per Preferred Unit. The Company expects fifty (50) percent of the Offering to be completed with Common Units and fifty (50) percent to be completed with Preferred Units.

Each Common Unit will consist of one Class A common share in the capital of the Company (a "**Common Share**") and one-half Common Share purchase warrant (a "**Common Warrant**"). Each full Common Warrant will entitle the holder to acquire one Common Share (a "**Common Warrant Share**") at an exercise price of \$0.15 per Common Warrant Share for a period of 2 years from the date of issuance (the "**Expiry Date**"), subject to acceleration of the Expiry Date as described below.

Each Preferred Unit will consist of one preferred share in the capital of the Company (a "**Preferred Share**") and one half Preferred Share purchase warrant (a "**Preferred Warrant**"). Each full Preferred Warrant will entitle the holder to acquire one Preferred Share (a "**Preferred Warrant Share**") at an exercise price of \$1.50 per Preferred Warrant Share until the Expiry Date, subject to acceleration of the Expiry Date as described below.

The Offering is expected to close in tranches on or before June 30, 2025.

The Common Warrants and Preferred Warrants (together the "**Warrants**") are subject to an accelerated expiry in the event the volume weighted average trading price of the Common Shares exceeds \$0.25 for 20 consecutive trading days, the Company may, within 10 business days of the occurrence of such event, deliver a notice to the holders of the Warrants accelerating their Expiry Dates to a date that is not less than 30 days following the date of such notice and the issuance of a press release by the Company announcing the acceleration notice (the "**Accelerated Exercise Period**"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

The Company will expedite its annual meeting in order to seek shareholder approval for the Preferred Share issuance within six (6) months. Assuming the Company receives shareholder approval, the Preferred Shares are convertible into, without payment of any consideration and without further action on the part of the holder thereof, ten (10) Common Shares. The Preferred Shares will include a ten (10) percent annual dividend payable in Common Shares or Preferred Shares at the discretion of the Company's board of directors.

If shareholder approval is not obtained, the Preferred Shares will be adjusted to Common Shares on a one (1) for ten (10) basis.

The Company may pay cash finder's fees and finders warrants to eligible finders, up to eight percent of the proceeds raised and units issued for investors introduced to the Company by the eligible finder.

The Company will use the proceeds of the private placement towards advancing its new AD program towards the opening of its first U.S. AD clinic in Q4 2025, including providing for an additional deposit on a Positrigo NeuroLF brain-specific PET scanner, general and administrative expenses and for working capital purposes.

The securities issued and issuable, described in this news release, will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable Canadian securities legislation.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as such term is defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration.

For more information on franchising opportunities or medical partnerships, or general information please contact:

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About Algernon Pharmaceuticals

Algernon Pharmaceuticals is a Canadian healthcare and clinical stage pharmaceutical development company investigating multiple drugs for unmet global medical needs. Algernon Pharmaceuticals is also the parent company of a private subsidiary called Algernon NeuroScience, that is advancing a psychedelic program investigating a proprietary form of DMT for stroke and traumatic brain injury.

Visit www.algernonpharmaceuticals.com for more information.

Visit www.algernonneuroscience.com for more information.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

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accepts responsibility for the adequacy or accuracy of the content of this news release. This news release contains forward-looking statements relating to product development, licensing, commercialization and regulatory compliance issues and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include the failure to satisfy the conditions of the relevant securities exchange(s) and other risks detailed from time to time in the filings made by the Company with securities regulations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.



Source: Algernon Pharmaceuticals Inc.