January 27, 2025

Medexus Pharmaceuticals Announces Overnight Marketed Public Offering of Common Shares

NOT FOR DISTRIBUTION TO UNITED STATES

TORONTO and CHICAGO, Jan. 27, 2025 (GLOBE NEWSWIRE) -- Medexus Pharmaceuticals Inc. ("Medexus" or the "Company") (TSX: MDP), is pleased to announce that it has launched an overnight marketed underwritten offering (the "Offering") of common shares of the Company (the "Common Shares").

The Offering is expected to be completed pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into between the Company and Raymond James Ltd. as lead underwriter and sole bookrunner (the "Lead Underwriter"), and a syndicate of underwriters (collectively with the Lead Underwriter, the "Underwriters"). The Company has agreed to grant to the Underwriters an over-allotment option exercisable, in whole or in part, in the sole discretion of the Lead Underwriter, to purchase up to an additional 15% of the number of Common Shares sold in the Offering for up to 30 days from the closing date of the Offering.

The size of the Offering and the offering price of the Common Shares will be determined in the context of the market at the time of entering into the Underwriting Agreement, and there can be no assurance as to the completion of the Offering. The closing of the Offering is expected to occur on or about January 31, 2025 and will be subject to market and other customary closing conditions.

The Company expects that the net proceeds of the Offering will be used: (i) to repay a US$2.5 million credit received from medac in September 2021 and pay a portion of the milestone payment amount to medac, and (ii) for working capital and general corporate purposes, which may include funding the Company's ongoing business development activities and initiatives.

The Offering will be conducted by way of a prospectus supplement (the "Prospectus Supplement") to the Company's base shelf prospectus dated November 15, 2024 (the "Base Shelf Prospectus") to be filed in each of the provinces and territories of Canada (other than Québec). In addition, the Common Shares may be also offered in the United States on a private placement basis pursuant to exemptions from the registration requirements under Rule 144A and/or Regulation D of the United States Securities Act of 1933, as amended (the "1933 Act"), subject to receipt of all necessary regulatory approvals, including the approval of the Toronto Stock Exchange, 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.

The Base Shelf Prospectus is available under the Company's profile on SEDAR+ at www.sedarplus.ca and, upon determination of the size and pricing of the Offering and the signing of the Underwriting Agreement, the Prospectus Supplement will be filed and available on SEDAR+ at www.sedarplus.ca.

No securities regulatory authority has either approved or disapproved the contents of this press release. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the 1933 Act or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, and applicable U.S. state securities laws.

About Medexus

Medexus is a leading specialty pharmaceutical company with a strong North American commercial platform and a growing portfolio of innovative and rare disease treatment solutions. Medexus' current focus is on the therapeutic areas of oncology, hematology, rheumatology, auto-immune diseases, allergy, and dermatology. For more information about Medexus and its product portfolio, please see the company's corporate website at www.medexus.com and its filings on SEDAR+ at www.sedarplus.ca.

Contacts

Ken d'Entremont | CEO, Medexus Pharmaceuticals
Tel: 905-676-0003 | Email: ken.dentremont@medexus.com

Brendon Buschman | CFO, Medexus Pharmaceuticals
Tel: 416-577-6216 | Email: brendon.buschman@medexus.com

Victoria Rutherford | Adelaide Capital
Tel: 480-625-5772 | Email: victoria@adcap.ca

Forward-looking statements

Certain statements made in this press release contain forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). The words "anticipates", "believes", "expects", "will", "plans" and similar expressions are often intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Specific forward-looking statements contained in this news release include, but are not limited to, statements with respect to the proposed closing date of the Offering, the size and pricing of the Offering, the anticipated entry into the Underwriting Agreement, the receipt of regulatory approvals for the Offering, and the anticipated use of proceeds of the Offering. These statements are based on Medexus' current expectations and assumptions, including factors or assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions based on historical trends, current conditions and expected future developments. Since forward-looking statements relate to future events and conditions, by their very nature they require making assumptions and involve inherent risks and uncertainties. The Company cautions that although it is believed

that the assumptions are reasonable in the circumstances, these risks and uncertainties give rise to the possibility that actual results could differ, and could differ materially from the expectations contemplated by the forward-looking statements. Material risk factors include, but are not limited to, those set out in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including the Company's most recent annual information form and management's discussion and analysis. Accordingly, undue reliance should not be placed on these forward-looking statements, which are made only as of the date of this news release. Other than as specifically required by law, the Company undertakes no obligation to update any forward-looking statements to reflect new information, subsequent or otherwise.

Source: Medexus Pharmaceuticals Inc