January 28, 2025

Medexus Pharmaceuticals Announces Pricing of $30 Million Overnight Marketed Public Offering of Common Shares

The Base Shelf Prospectus is accessible, and the Prospectus Supplement will be accessible within two business days, through SEDAR+

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TORONTO and CHICAGO, Jan. 28, 2025 (GLOBE NEWSWIRE) -- Medexus Pharmaceuticals Inc. ("Medexus" or the "Company") (TSX: MDP), is pleased to announce the pricing and terms of its previously announced overnight marketed underwritten offering (the “Offering”) of 7,500,000 common shares of the Company (the “Common Shares”) at a public offering price of $4.00 for aggregate proceeds of $30,000,000.

Raymond James Ltd. is acting as lead underwriter and sole bookrunner (the “Lead Underwriter”), on behalf of a syndicate of underwriters, which includes Research Capital Corporation, A.G.P. Canada Investments ULC, Bloom Burton Securities Inc., Canaccord Genuity Corp. and Leede Financial Inc. (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 1,125,000 of Common Shares sold in the Offering for up to 30 days from the closing date 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, including the approval of the Toronto Stock Exchange.

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.

Medexus will file a prospectus supplement (the “Prospectus Supplement”) to the Company’s base shelf prospectus dated November 15, 2024 (the “Base Shelf Prospectus”) in each of the provinces and territories of Canada (other than Québec). The Common Shares may be offered and sold in other jurisdictions outside of Canada, provided that no prospectus or registration statement filing or comparable obligation arises in such other jurisdiction.

Access to the Prospectus Supplement, the corresponding Base Shelf Prospectus and any amendment to the documents is provided in accordance with securities legislation relating to procedures for providing access to a shelf prospectus supplement, a base shelf prospectus and any amendment to the documents. The Base Shelf Prospectus is accessible, and the Prospectus Supplement will be accessible within two business days, through SEDAR+ at www.sedarplus.ca. An electronic or paper copy of the Prospectus Supplement, the corresponding Base Shelf Prospectus and any amendment to the documents may be obtained, without charge, from: Raymond James Ltd., Scotia Plaza, 40 King St. W., 54th Floor, Toronto, Ontario M5H 3Y2, Canada, or by telephone at 416-777-7000 or by email at ECM-Syndication@raymondjames.ca, by providing the contact with an email address or address, as applicable. The Base Shelf Prospectus and Prospectus Supplement will contain important detailed information about the Company and the Offering. Prospective investors should read the Base Shelf Prospectus and Prospectus Supplement (when filed) and the other documents the Company has filed on SEDAR+ before making an investment decision.

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 U.S. state securities laws, and may not be offered or sold in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) without registration under the U.S. Securities Act and all applicable U.S. state securities laws or compliance with the requirements of an applicable exemption therefrom. 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 these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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.

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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 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.

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Source: Medexus Pharmaceuticals Inc