

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: AION THERAPEUTIC INC. (the “Issuer”)

Trading Symbol: AION

Number of Outstanding Listed Securities: 211,549,269

Date: November 6, 2023

Report on Business

1. **Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.**

The Issuer is focused on utilizing science, research, treatment, data mining and artificial intelligence to develop combinatorial pharmaceuticals, nutraceuticals and cosmeceuticals using compounds from cannabis (cannabinoids), psychedelic mushrooms (psilocybin), fungi, and other psychedelic formulations and their related medicinal global intellectual property protection.

On October 5, 2023, the Issuer announced that further to its press release dated September 8, 2023, it had closed the second tranche of its previously announced non-brokered private placement (the “**Unit Offering**”) issuing 21,500,000 units (“**Units**”), at a price of \$0.01 per Unit, for gross proceeds of \$215,000. Including the first tranche of the Unit Offering, the Issuer has issued a total of 64,250,000 Units for total gross proceeds of \$642,500.

Each Unit consists of one common share (“**Share**”) and one half of one common share purchase warrant (“**Warrant**”). Each full Warrant is exercisable to acquire one Share (“**Warrant Share**”) for a period of eighteen months following the closing of the Unit Offering at an exercise price of \$0.10 per Warrant Share.

The Issuer intends to use the proceeds of the Unit Offering for general working capital purposes. All securities issued in connection with the Unit Offering are subject to a four month and one day hold as required under applicable securities laws.

On October 23, 2023, the Issuer announced that it had entered into a definitive share purchase agreement dated October 10, 2023 (the “**Purchase Agreement**”) with Toppen Health Inc. (“**Toppen**”) and shareholders holding a majority of the issued and outstanding shares of Toppen (the “**Toppen Shares**”), a US-based innovative health and wellness company, dedicated to delivering state-of-the-art water filtration solutions (the “**Proposed Acquisition**”). The Issuer intends to enter into separate purchase agreements with the remaining Toppen shareholders prior to closing of the Proposed Acquisition.

Aion will not directly assume any of Toppen’s debt in connection with the Proposed Acquisition. The Issuer intends to file a business acquisition report with respect to the Proposed Acquisition in accordance with applicable securities laws.

The Proposed Acquisition

The purchase price for the Proposed Acquisition is CAD \$10,000,000 (the “**Purchase Consideration**”). The Purchase Consideration shall be satisfied through the issuance of 200,000,000 common shares in the capital of the Issuer, to be issued at a deemed price of \$0.05 per share (the “**Consideration Shares**”). The Consideration Shares will be subject to a statutory resale restriction of four months and a day from the date of issuance and such further restrictions as may apply under foreign securities laws, as well as the escrow requirements of the Canadian Securities Exchange (“**CSE**”). Furthermore, the Issuer may also be required to pay contingent consideration of US \$2,000,000 (the “**Earn-Out Payment**”) if Toppen achieves revenue equal to or greater than US \$5,000,000 for the period from October 18, 2023 to April 30, 2025. Eligible revenues for the purposes of the earn-out calculation must exceed forty percent gross margins.

The completion of the Proposed Acquisition is subject to the successful completion of the Issuer’s due diligence review of Toppen, the approval of the Canadian Securities Exchange and other customary closing conditions. The completion of the Proposed Acquisition is currently expected to occur by the end of 2023. If completed, the Proposed Acquisition will constitute a "fundamental change" pursuant to the policies of the CSE. The Proposed Acquisition cannot close until required approvals, including the approval of the Issuers’ shareholders, are obtained and the outstanding conditions satisfied.

Trading in the securities of the Issuer is currently halted and is expected to remain halted until the closing of the Proposed Acquisition or its termination. There can be no assurance that the Proposed Acquisition will be completed as proposed or at all.

The Purchase Agreement contains customary representations and warranties, covenants and conditions for a transaction of this nature. A copy of the Purchase

Agreement will be filed on the Issuer's SEDAR+ profile and will be available for viewing at www.sedarplus.ca.

DISCLAIMER & READER ADVISORY

This form contains forward-looking information within the meaning of applicable Canadian securities legislation. Expressions such as “anticipates”, “expects”, “believes”, “estimates”, “could”, “intends”, “may”, “plans”, “predicts”, “projects”, “will”, “would” and other similar expressions, or the negative of these terms, are generally indicative of forward-looking information. Forward looking statements in this form include statements regarding: The use of proceeds from the Unit Offering; Toppen's business, business goals and management's expectation on the growth and performance of its business, the Proposed Acquisition, including the benefits and terms of the Proposed Acquisition, the completion of the Proposed Acquisition and the timing thereof; receipt of all regulatory and other third party approvals required pursuant to the Proposed Acquisition and the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Proposed Acquisition; Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by such forward-looking information, such as, without limitation, the risk that the parties will be unable to receive, in a timely manner, the necessary, regulatory and other third party approvals, the failure of the parties to satisfy, in a timely manner, the other conditions to the closing of the Proposed Acquisition and other risks related to the completion of the Proposed Acquisition and the inability of a party to perform its obligations under the Purchase Agreement.

In addition, the forward- looking information contained in this form is based upon what management believes to be reasonable assumptions. Readers are cautioned not to place undue reliance on forward-looking information as it is inherently uncertain, and no assurance can be given that the expectations reflected in such information will prove to be correct. The forward-looking information in this form is made as of the date hereof and, except as required under applicable securities legislation, the Company assumes no obligation to update or revise such information to reflect new events or circumstances.

2. Provide a general overview and discussion of the activities of management.

None other than as described above.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from, or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trademarks.

None.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

- 11. Report on any labour disputes and resolutions of those disputes if applicable.**

None.

- 12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.**

None.

- 13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.**

None.

- 14. Provide details of any securities issued and options or warrants granted.**

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Units	21,500,000	Private Placement. See item 1. above.	See item 1. above.

(1) State aggregate proceeds and intended allocation of proceeds.

- 15. Provide details of any loans to or by Related Persons.**

None.

- 16. Provide details of any changes in directors, officers or committee members.**

None.

- 17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.**

Trends and risks which may impact the Issuer are detailed in its Management's Discussion and Analysis for the three months ended July 31, 2023, and in the Issuer's Listing Statement in Section 17 – Risk Factors.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: November 6, 2023.

Graham Simmonds
Name of Director or Senior
Officer

"Graham Simmonds" (signed)
Signature

Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer AION THERAPEUTIC INC.	For Month End October 2023	Date of Report YY/MM/DD 23/11/06
Issuer Address 45 Sheppard Avenue East, Suite 703		
City/Province/Postal Code Toronto, Ontario, M2N 5W9	Issuer Fax No. N/A	Issuer Telephone No. (416) 843-2881
Contact Name Graham Simmonds	Contact Position CEO	Contact Telephone No. (416) 843-2881
Contact Email Address jgrahamsimmonds@gmail.com	Web Site Address	