



Zenith Epigenetics Closes \$4.6 million Private Placement

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Calgary, Alberta, July 23, 2014 – Zenith Epigenetics Corp. (“Zenith” or the “Company”) today announced that it has closed a private placement of 4.3 million common shares at a price of US\$1.00 per share for gross proceeds of CAD\$4.6 million (the “Private Placement”). NGN BioMed Opportunity II, L.P. (“NGN”) subscribed for 1,000,000 common shares. The shares are subject to a four month hold period.

After giving effect to the Private Placement, NGN holds 11,103,004 common shares of Zenith, representing approximately 12.2% of Zenith’s issued and outstanding common shares. NGN also holds 350,000 common share purchase warrants of Zenith.

Pursuant to the terms of the Private Placement, in the event that Zenith completes an equity financing within 18 months and the price per share is lower than US\$1.00, the price per share paid by the subscribers to the Private Placement will be adjusted to the lower price per share and they will, accordingly, receive additional common shares for no additional consideration.

The Private Placement was a related party transaction within the meaning of applicable Canadian securities laws as NGN is an insider of Zenith. The transaction was exempt from the formal valuation and minority approval requirements applicable to related party transactions on the basis that the value of the transaction was less than 25 percent of Zenith’s market capitalization, as determined by the Board of Directors of the Company. Zenith did not file a material change report more than 21 days prior to closing as contemplated by the related party transaction requirements as the insider participation was only recently confirmed.

Zenith intends to use the net proceeds from the offering to fund research and development activities, general and administrative expenses, increased working capital and for other general corporate purposes.

The securities issued under the offering 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of Zenith’s securities in the United States.

About Zenith

Zenith Epigenetics Corp. is a clinical stage biotechnology company focused on the discovery and development of novel therapeutics by applying its proprietary epigenetics platform. Zenith’s bromodomain (BET) inhibitors are being advanced in several oncology indications and have the potential to impact multiple additional diseases as well.

This news release may contain certain forward-looking information as defined under applicable Canadian securities legislation, that are not based on historical fact, including without limitation statements containing the words “believes”, “anticipates”, “plans”, “intends”, “will”, “should”, “expects”, “continue”, “estimate”, “forecasts” and other similar expressions. In particular, this news release includes forward looking information relating to the use of proceeds of the offering. Our actual results, events or developments could be materially different from those expressed or implied by these forward-looking statements. We can give no assurance that any of the events or expectations will occur or be realized. By their nature, forward-looking statements are subject to numerous assumptions and risk factors including those discussed in our most recent MD&A which are incorporated herein by reference and are available through SEDAR at www.sedar.com. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to

update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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