

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MindBio Therapeutics Corp. (the "Company")
#303, 750 West Pender Street
Vancouver, British Columbia, V6C 2T7

Item 2 Date of Material Change

April 8, 2025.

Item 3. News Release

April 7, 2025

Item 4. Summary of Material Change.

Haywood Securities have completed strategic and advisory services to the company. In connection to the services provided, the Company has issued 3,428,571 common share purchase warrants to Haywood Securities. These warrants will be exercisable until 4:30 pm on April 6, 2026 and are exercisable at a price of CAD \$0.05 each.

Item 5. Full description of Material change

The Company has been working with Heywood Securities on the funding requirements of the company for the next phase of growth. This project has been completed and Heywood securities have accepted payment for services in the form of share warrants in lieu of a cash payment.

The company is evaluating the strategic advice and will advise the market accordingly once the direction has been fully determined by the board.

Item 6 Reliance of Subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7 Omitted information

None

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Justin Hanka
Telephone 61 433 140 886

Item 9**Date of report**

April 9, 2025

Cautionary note concerning forward looking statements:

The report contains “forward-looking statements” within the meaning of applicable securities laws. Forward -looking statements can be identified by words such as : “anticipate,” “intend”, “plan”, “budget”, “believe”, ‘project”, “estimate,” “expect,” “scheduled,” “forecast,” “strategy,” “future,” “likely” ,”may”, “to be, ” “could”, “would”, “should” “will”, and similar references to future periods or the negative or comparable terminology, as well as terms usually used in the future and conditional. Forward-looking statements are based on assumptions as of the date they are provided. However, there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Additionally, there are known and unknown risk factors that could cause the Company’s actual results and financial conditions to differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important risk factors that could cause actual results and financial conditions to differ materially from those indicated in the forward-looking statements, include among others: general economic, market and business conditions in Canada and Australia, and market volatility. All forward-looking information is qualified in its entirety by this cautionary statement. The Company disclaims any obligation to revise or update any such forward-looking statement or to publicly announce results of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.