

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

WPD Pharmaceuticals Inc. (the "Company")
750 West Pender Street, Suite 401
Vancouver, BC V6C 2T7

Item 2 Date of Material Change

May 15, 2024

Item 3 News Release

The news release attached as Schedule "A" announcing the material changes described in this Material Change Report was filed under the Company's profile on May 16, 2024.

Item 4 Summary of Material Change

The British Columbia Securities Commission (the "BCSC") and the Ontario Securities Commission (the "OSC") issued revocation orders fully revoking the dual cease trade orders issued by the BCSC and the OSC on July 8, 2022. The Company no longer controls WPD Pharmaceuticals Sp. z. o. o. ("WPD Poland") and is now a minority shareholder holding approximately 6% of the outstanding share of WPD Poland. The Company's common shares are currently suspended from trading on the Canadian Securities Exchange ("CSE") and the Company intends to apply for reinstatement of trading. The Company will seek to raise additional funds to provide working capital for the next 3 to 6 months, with a view to identify and evaluate opportunities for investment in Poland and other jurisdictions and across various sectors. There can be no assurance that the Company will secure additional funding or complete an acquisition of other businesses, assets or investments.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

See the news release attached as Schedule "A" for a full description of the material changes.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Contact: Mariusz Olejniczak, CEO
Telephone: +48 515 2623 81

Item 9 Date of Report

May 16, 2024.

Schedule "A"
News Release

See attached.



WPD Receives Full Revocation of Cease Trade Order

VANCOUVER, British Columbia, May 16, 2024 – WPD Pharmaceuticals Inc. (CSE: WBIO) (FSE: 8SV1) (the “**Company**” or “**WPD**”) is excited to announce that on May 15, 2024, the British Columbia Securities Commission (the “**BCSC**”) and the Ontario Securities Commission (the “**OSC**”) issued revocation orders fully revoking the dual cease trade orders issued by the BCSC and the OSC on July 8, 2022, which had ceased the trading and issuance of all securities of the Company.

WPD's equity interest in its former subsidiary, a Polish company named WPD Pharmaceuticals Sp. z o. o. (“**WPD Poland**”), has been reduced to approximately 6% of the outstanding shares of WPD Poland. The Company no longer controls WPD Poland and is now a minority shareholder. Since November 25, 2022, the Company has not carried out the business operations of WPD Poland and has no active business operations or activities.

The Company's common shares are currently suspended from trading on the Canadian Securities Exchange (“**CSE**”) and the Company intends to apply for reinstatement of trading. The Company will seek to raise additional funds to provide working capital for the next 3 to 6 months. Subject to raising additional capital, the Company intends to identify and evaluate opportunities for investment in or acquisition of companies dedicated to fostering growth and innovation in the business landscape of Poland and other jurisdictions, strategically investing across various sectors, from biopharmaceuticals and healthcare to technology and finance to healthcare. There can be no assurance that the Company will secure additional funding or complete an acquisition of other businesses, assets or investments.

On behalf of the Board

‘Mariusz Olejniczak’

Mariusz Olejniczak

CEO, WPD Pharmaceuticals

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Cautionary Statements:

Neither the Canadian Securities Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements. Forward-looking statements are statements that contemplate activities, events or developments that the Company anticipates will or may occur in the future. These forward-looking statements reflect the Company's current expectations based on information currently available to management and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those projected. Factors which may prevent the forward-looking statement from being realized include, among others, that we are unable to identify and complete the acquisition of a business, assets or investment, and that we are unable to raise sufficient funding to complete any such acquisition. The Company assumes no obligation to update forward- looking statements, except as required by applicable law.