

**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 24, 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 29, 2024.

**Item 4 Summary of Material Change**

The common shares of the Company were reinstated for trading on the Canadian Securities Exchange (“CSE”) effective May 24, 2024 under the trading symbol “WBIO”. The Company currently has no active business operations and holds approximately 6% of the outstanding shares of its former wholly-owned subsidiary, a Polish company named WPD Pharmaceuticals Sp. Z o.o., which is in the process of transfer into a joint stock company named WPD Pharmaceuticals S.A. (“WPD Poland”). WPD Poland is a biotechnology research and development company with a focus on oncology. The two largest shareholders of WPD Poland are ACRX Investments Limited and Houston Pharmaceuticals Inc., each holding approximately 58% and 26% of the outstanding shares of WPD Poland.

The Company will seek to raise additional funds to provide general working capital, with a view to identifying and evaluating investment opportunities across various sectors from biopharmaceuticals and healthcare to technology and finance.

The Company has scheduled its annual general meeting (the “AGM”) of shareholders on Wednesday, August 7, 2024 in the office of the Company’s legal counsel in Vancouver, BC. Shareholders will be entitled to vote their common shares on the matters to be presented for approval at the AGM as of the record date of Friday, June 21, 2024. Shareholders are entitled to vote in person or by proxy in accordance with the instructions provided in the AGM materials to be mailed to shareholders.

**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**

June 3, 2024.

**Schedule "A"**  
**News Release**

See attached.



## REINSTATEMENT OF TRADING OF WPD'S COMMON SHARES AND ANNUAL GENERAL MEETING

**VANCOUVER, British Columbia, May 29, 2024 – WPD Pharmaceuticals Inc.** (CSE: WBIO) (FSE: 8SV1) (the “**Company**” or “**WPD**”) is excited to announce that the common shares of the Company have been reinstated for trading on the Canadian Securities Exchange (“**CSE**”) effective May 24, 2024 under the trading symbol “WBIO”.

WPD has no active business operations currently. The Company hold shares of its former wholly-owned subsidiary, a Polish company named WPD Pharmaceuticals Sp. z o.o. which is in process of transfer into a joint stock company named WPD Pharmaceuticals S.A. (“**WPD Poland**”). WPD Poland is a biotechnology research and development company with a focus on oncology, namely research and development of medicinal products involving biological compounds and small molecules. The Company no longer controls WPD Poland and is now a minority shareholder holding approximately 6% of the outstanding shares of WPD Poland. The largest shareholders of WPD Poland are ACRX Investments Limited (“**ACRX**”) and Houston Pharmaceuticals Inc. (“**HPI**”) holding approximately 58% and 26% of the outstanding shares of WPD Poland, respectively. Mariusz Olejniczak, who is the CEO of the Company, is also the CEO of WPD Poland. Romuald Harwas, who is a director of the Company, is also a director of WPD Poland. The other directors of WPD Poland are Andrzej Trznadel (Chair) and Mariusz Czekala.

The Company will seek to raise additional funds to provide general working capital. 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. There can be no assurance that the Company will secure additional funding or complete an acquisition of other businesses, assets or investments.

Constantine Carmichel, director of the Company states, “WPD extends sincere appreciation to its investors, legal advisors, and accounting teams for their invaluable support and dedication. As the Company advances in the biotechnology sector, we recognize the pivotal role of our stakeholders. Our investors' steadfast commitment propels WPD's mission, enabling impactful initiatives. Our immediate focus is on delivering value to shareholders through strategic investments and partnerships. Exciting prospects lie ahead as WPD continues to drive innovation and maximize shareholder returns.”

WPD has scheduled its annual general meeting (the “**AGM**”) of shareholders. The AGM will take place on Wednesday, August 7, 2024 in the office of the Company's legal counsel in Vancouver, BC. Shareholders as of the record date of Friday, June 21, 2024 will be entitled to vote their common shares on the matters to be presented for approval at the AGM. Shareholders are entitled to vote their shares in person or by proxy in accordance with the instructions that will be provided in the AGM materials to be mailed to shareholders.

**On behalf of the Board**

*'Mariusz Olejniczak'*

Mariusz Olejniczak

CEO, WPD Pharmaceuticals

**Contact:**

Investor Relations

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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.*