

**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

September 13, 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 September 17 2024.

Item 4 Summary of Material Change

WPD Pharmaceuticals S.A. ("WPD Poland"), the successor to the Company's former subsidiary, received additional cash funds of PLN 2 028 003,42 (approx. CAD\$699,311.38) from ACRX Investments Limited ("ACRX") in exchange for the issuance of 187,431 shares of WPD Poland pursuant to an investment agreement between ACRX and WPD Poland. The Company's percentage share ownership in WPD Poland was reduced to approximately 4.3 % of the total issued shares of WPD Poland. The largest shareholders of WPD Poland are ACRX and Houston Pharmaceuticals Inc.

The Company has no active business. 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 sectors of biopharmaceuticals, healthcare or technology. There can be no assurance that the Company will secure additional funding or complete any acquisitions 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

September 20, 2024.

Schedule "A"
News Release

See attached.



ACRX INVESTMENT IN WPD'S FORMER SUBSIDIARY

VANCOUVER, British Columbia, September 17, 2024 – WPD Pharmaceuticals Inc. (CSE: WBIO) (FSE: 8SV1) (the “**Company**” or “**WPD**”) announces that WPD Pharmaceuticals S.A. (“**WPD Poland**”), the successor to the Company's former subsidiary, has received additional cash funds of PLN 2 028 003,42 PLN (approx. CAD\$699311,38) from ACRX Investments Limited (“**ACRX**”) in exchange for the issuance of 187,431 shares of WPD Poland pursuant to an investment agreement between ACRX and WPD Poland. Following the investment by ACRX, the Company's percentage share ownership in WPD Poland was reduced to approximately 4.3 % of the total issued shares of WPD Poland. The Company no longer controls WPD Poland and is a minority shareholder. The largest shareholders of WPD Poland are ACRX and Houston Pharmaceuticals Inc.

The Company has no active business. 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 sectors of biopharmaceuticals, healthcare or technology. 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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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.