

**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

December 30, 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 December 24, 2024.

Item 4 Summary of Material Change

The Company consolidated its common shares on the basis of one post-consolidation share for every twenty-five pre-consolidation shares (the “Consolidation”) and the record date of the Consolidation is December 30, 2024. There is no name change. The Company's common shares continue to trade on the CSE under “WBIO”.

Prior to the Consolidation, the Company had 115,987,137 common shares issued and outstanding. After the Consolidation, there is approximately 4,639,485 common shares issued and outstanding. The Company has rounded any fractional shares resulting from the Consolidation down to the nearest whole share.

A letter of transmittal has been mailed to registered shareholders. The Company's shareholders approved the Consolidation at the annual general and special meeting on August 7, 2024.

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

January 9, 2025.

Schedule "A"
News Release

See attached.



WPD ANNOUNCES RECORD DATE OF SHARE CONSOLIDATION OF COMMON SHARES

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION
TO U.S. WIRE SERVICES

Vancouver, British Columbia – December 24, 2024 – WPD Pharmaceuticals Inc. (the "Company") announces that effective December 30, 2024, the common shares of the Company will be consolidated on the basis of one (1) post-consolidation share for every twenty-five (25) pre-consolidation shares (the "**Consolidation**"). The record date of the Consolidation will be December 30, 2024. There will be no name change in conjunction with the Consolidation. The Company's common shares will continue to trade on the CSE under the existing stock symbol "WBIO".

As stated in the Company's news release dated December 3, 2024, the Consolidation is intended to increase the Company's flexibility and make the Company's securities more attractive to potential investors and other interested parties. The Board of Directors believes that the Consolidation is in the best interest of shareholders of the Company.

The Company currently has 115,987,137 common shares issued and outstanding. Following the Consolidation, the Company will have approximately 4,639,485 common shares issued and outstanding. No fractional common shares will be issued pursuant to the Consolidation and no cash consideration will be paid in respect of fractional shares. The Company will round any fractional shares resulting from the Consolidation down to the nearest whole share.

A letter of transmittal will be mailed to registered shareholders advising that: (i) the Consolidation has taken effect; and (ii) shareholders should surrender their existing share certificates (representing pre-consolidation shares) for replacement share certificates (representing post-consolidation shares). Until surrendered, each existing share certificate will be deemed, for all purposes, to represent the number of common shares to which the shareholder is entitled as a result of the Consolidation.

At the annual general and special meeting on August 7, 2024, the Company's shareholders approved the Consolidation.

On behalf of the Board*'Mariusz Olejniczak'*

Mariusz Olejniczak

CEO, WPD Pharmaceuticals

Contact:

Investor Relations

Email: investors@wpdpharmaceuticals.com

Tel: 604-428-7050

Web: www.wpdpharmaceuticals.com**Forward Looking Statements**

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, that the Company will complete the Consolidation and that the Company will receive all required regulatory and exchange approvals. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement. There can be no assurance that a forward-looking statement or information in this press release will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Also, many of the factors are beyond our control. Accordingly, readers should not place undue reliance on forward-looking statements or information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis that is available on the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.