

51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

LOPHOS HOLDINGS INC. (the “Company”)
c/o620 1111 Melville St.
Vancouver, BC V6E 2Y3

Item 2 **Date of Material Change**

July 23, 2024

Item 3 **News Release**

The news release was disseminated by Stockwatch on July 24, 2024.

Item 4 **Summary of Material Change**

The Company announced that John Karagiannidis will be stepping down from the Board of Directors due to personal reasons, effective July 23, 2024

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached Schedule A

5.2 **Disclosure for Restructuring Transactions**

N/A

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

None

Item 8 **Officer**

Claire Stawnczy, CEO

Item 9 **Date of Report**

July 26 2024

SCHEDULE A



Lophos Holdings Inc. Announces Departure of Board Member John Karagiannidis

Vancouver, July 24th, 2024 — Lophos Holdings Inc. (“Lophos” or the “Company”) (CSE:MESC), a Canadian bioscience company focused on the cultivation and sale of *Lophophora williamsii* (“Peyote”) today announced that John Karagiannidis will be stepping down from the Board of Directors due to personal reasons, effective July 23, 2024.

The Chairman of the Board of Directors expressed appreciation for Mr. Karagiannidis's service. "We deeply value all of John's contributions to Lophos and he will not be easily replaced," said Evan Stawnyczy. "We wish him all the best in all of his future endeavors."

Lophos remains committed to its mission and will continue to work diligently towards achieving its goals. The entire Lophos team thanks John Karagiannidis for his service and wish him success in his future endeavors.

The Board of Directors is actively engaged in a process to identify a suitable replacement and will make an announcement in due course.

About Lophos Holdings Inc.

Lophos Holdings Inc. (CSE:MESC), is a holdings company focused in the bioscience sector. Lophos Pharmaceuticals Corp., a wholly owned subsidiary of Lophos Holdings Inc., stands as a prominent biosciences company specializing in the cultivation, research, and sale of peyote. Distinguished by its Controlled Substances Dealers License (CSDL), the subsidiary is authorized for the possession, sale, sending, transportation, and delivery of various controlled substances, including mescaline, psilocin, psilocybin, LSD, DMT, MDMA, and ketamine. Additionally, the license grants permission for the production of mescaline, psilocin, and psilocybin, showcasing the comprehensive scope of their operations.

For Further Inquiries

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The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.

Cautionary Statement

Neither the Canadian Securities Exchange nor its Regulation Services Provider have reviewed or accept responsibility for the adequacy or accuracy of this release.

This press release contains 'forward-looking information' within the meaning of applicable Canadian securities legislation. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on Lophos' current belief or assumptions as to the outcome and timing of such future events. Forward-looking information in this press release includes information with respect to the Company's peyote cactus product development. Forward-looking information is based on reasonable assumptions that have been made by Lophos at the date of the information and is subject to known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. Given these risks, uncertainties and assumptions, you should not unduly rely on these forward-looking statements. The forward-looking information contained in this press release is made as of the date hereof, and Lophos is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The foregoing statements expressly qualify any forward-looking information contained herein. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in Lophos' final long form prospectus dated August 11, 2023, which is available on Lophos's profile at www.sedarplus.ca.

This news release does not constitute an offer to sell or the solicitation of an offer to buy, and shall not constitute an offer, solicitation or sale in any state, province, territory or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state, province, territory or jurisdiction.

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