A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authority in the Province of British Columbia but has not yet become final. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended.

This prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

AMENDED AND RESTATED PRELIMINARY PROSPECTUS

(AMENDING AND RESTATING THE PRELIMINARY PROSPECTUS DATED March 31, 2023)

Non-offering Prospectus **June 30, 2023**

ME THERAPEUTICS HOLDINGS INC.

No securities are being offered pursuant to this prospectus.

This amended and restated preliminary non-offering prospectus (the "**Prospectus**") of ME Therapeutics Holdings Inc. (the "**Company**") is being filed with the British Columbia Securities Commission (the "**BCSC**") to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange (the "**CSE**") in order for the Company to meet one of the eligibility requirements for the listing of the Company's common shares (the "**Common Shares**") on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the final receipt of this Prospectus by the BCSC, the Company will become a reporting issuer in British Columbia.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

An application has been filed by the Company to have its Common Shares listed for trading on the CSE.

There is no market through which the securities of the Company may be sold and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

An investment in the securities of the Company is subject to a number of risks. Investors should carefully consider the risk factors described under the heading "*Risk Factors*" before purchasing any securities of the Company.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

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SCHEDULES

ABOUT THIS PROSPECTUS

Unless otherwise noted or the context otherwise indicates, the "Company", "we", "us" and "our" refer to ME Therapeutics Holdings Inc. or, if the context requires, its wholly owned subsidiary, ME Therapeutics Inc. Certain terms and phrases used in this Prospectus are defined in the "*Glossary*".

Prospective purchasers should rely only on the information contained in this Prospectus. We have not authorized any other person to provide prospective purchasers with additional or different information. If anyone provides prospective purchasers with additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it. The Company is not making an offer to sell or seeking offers to buy shares or other securities of the Company. The information appearing in this Prospectus is accurate only as of the date of this Prospectus, regardless of its time of delivery. The Company's business, financial conditions, results of operations and prospects may have changed since the date of this Prospectus.

THIRD PARTY INFORMATION

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying scientific, economic, scientific and other assumptions relied upon by such sources. The Company believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, scientific and economic data used throughout this Prospectus are not guaranteed and the Company does not make any representation as to the accuracy of such information.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements and information contained in this Prospectus constitute forward-looking statements or forward-looking information (collectively "**forward-looking statements**") within the meaning of applicable securities laws. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective", "outlook" or similar words suggesting future outcomes or language suggesting an outlook.

All estimates, projections and other forward-looking statements have been prepared by the Company on assumptions that management considers reasonable, but these estimates, projections, and statements involve a high degree of risk and may not prove accurate. No representation is made as to the accuracy of such estimates, statements, or projections or their attainability, and nothing in this Prospectus shall be relied upon as a promise or representation as to the Company's future performance.

The Company and its existing and proposed activities are subject to various risks and uncertainties, including, but not limited to, those described in the section titled "*Risk Factors*" in this Prospectus.

In particular, this Prospectus contains forward-looking statements with respect to:

- the timing, progress, and results of preclinical and clinical studies, and any future drug candidates we may develop, including statements regarding the timing of initiation and completion of studies and related preparatory work, the period during which the results of the studies will become available, and our research and development programs;
- the potential of undesirable side effects or other properties relating to our drug candidates that could delay or prevent their regulatory approval, limit their commercial potential, or result in significant negative consequences following any potential marketing approval;
- the potential for our identified research priorities to advance our drug candidates;
- the potential for substantial delays in our future clinical studies or our failure to demonstrate safety and efficacy to the satisfaction of applicable regulatory authorities;
- our ability to obtain and maintain regulatory approval of our drug candidates;
- our intellectual property position, including the scope of protection, if any, we are able to establish and maintain for intellectual property rights, and any additional drug candidates we may develop, and our ability not to infringe, misappropriate, or otherwise violate any third-party intellectual property rights;
- our ability and the potential to successfully manufacture our drug candidates for future clinical studies and for commercial use, if approved;
- the commercial prospects of our drug candidates in light of the intellectual property rights of others;
- our plans to research, develop, and commercialize our drug candidates;
- our ability to attract collaborators with development, regulatory, and commercialization expertise;
- the size and growth potential of the markets for our drug candidates;
- our ability to contract with third-party suppliers and manufacturers and their ability to perform adequately;
- the success of competing therapies that are or may become available;
- our ability to retain the continued service of our key professionals and to identify, hire, and retain additional qualified professionals;
- the intention of the Company to complete the listing of its Common Shares on the CSE;

- the Company's proposed business model;
- the Company's expectations regarding its technology and the perceived benefits of its technology;
- the Company's expectations regarding its expenses and operations and future revenue;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's intention to grow the business and its operations;
- the Company's competitive position and the regulatory environment in which the Company shall operate;
- the Company's expected business objectives for the next twelve months; and
- the Company's ability to establish collaborations or strategic relationships or obtain additional funds through the sale of equity or debt commitments.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to any other assumptions identified in this Prospectus, assumptions have been made regarding, among other things:

- the ability of the Company and ME Therapeutics to complete future clinical trials and advance its drug candidates as described in this Prospectus;
- the accuracy of the cost estimates relating to the execution of the Company's business plan;
- the competitive landscape for the drug candidates;
- that the results of further research and development with respect to our drug candidates will support further development and investment;
- the intended therapeutic benefits of our drug candidates;
- the ability of the Company to obtain future FDA, Health Canada and other regulatory approvals for its drug candidates, as required;
- the ability of the Company to find a suitable partner for potential clinical development;
- the process and timing for obtaining the requisite regulatory approvals for advancement and, if warranted, commercialization, of our drug candidates;
- the listing of the Common Shares on the facilities of the CSE;
- the Company's proposed business model;
- the success of the operations of the Company;

- the ability of the Company to obtain all required approvals in connection with listing on the CSE;
- the impact of competition and the competitive response to the Company's business strategy;
- the timing and amount of capital and other expenditures;
- the conditions in financial markets and the economy generally; and
- the ability of the Company to obtain additional financing on satisfactory terms or at all.

No representations are made as to the accuracy of such statements and estimates, as well as the exercise of a substantial degree of judgment by management as to the scope and presentation of such information. Actual results achieved during projection periods may differ substantially from those projected. The forward-looking statements speak only as of the date hereof, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events unless otherwise required by law.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. **Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update or revise any forward-looking statements that are included herein, except in accordance with applicable securities laws.** See the risks, uncertainties and assumptions set out under the heading *"Risk Factors*" for more information.

An investment in the Company's securities should be considered highly speculative. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

All of the forward-looking statements contained in this Prospectus are expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements may be defined separately and the terms defined below may not be used therein.

"ACA" means the *Patient Protection and Affordable Care Act*, as amended by the *Health Care and Education Reconciliation Act of 2010*.

"**ADCC**" has the meaning ascribed to in the section "*Description of the Business – Principal Products and Services"*.

"ANDA" means the Abbreviated New Drug Application.

"**Audit Committee**" means the Audit Committee of the Company in accordance with NI 52-110.

"Auditors" means Davidson & Company LLP, Chartered Professional Accountants.

"BCBCA" means the *Business Corporations Act* (British Columbia), as amended from time to time.

"BC Cancer" means the BC Cancer Agency.

"**BCSC**" means the British Columbia Securities Commission.

"Board" means the board of directors of the Company.

"**CDRD**" has the meaning ascribed to in the section "*Description of the Business - Historical Developments of ME Therapeutics"*.

"cGMP" means Current Good Manufacturing Practice.

"CEO" means Chief Executive Officer.

"**CEO Agreement**" has the meaning ascribed to in the section "*Executive Compensation – Employment, Consulting and Management Agreements – Chief Executive Officer Agreement".*

"CFO" means Chief Financial Officer.

"**CFO Agreement**" has the meaning ascribed to in the section "*Executive Compensation – Employment, Consulting and Management Agreements – Chief Financial Officer Agreement".*

"**Collaborative Research Agreement**" means the material transfer and collaborative research agreement between ME Therapeutics and Integrated Nanotherapeutics Inc. dated February 10, 2022.

"**Common Shares"** means the common shares without par value of the Company.

"**Interim Financing**" means the intended private placement of Common Shares to be issued by the Company at a price of $0.45.

"Company" or **"ME Holdings"** means ME Therapeutics Holdings Inc., a company incorporated under the BCBCA.

"Company Financial Statements" means the Company's audited annual financial statements and the related notes thereto for the period from incorporation on November 9, 2021 to September 30, 2022 and the Company's auditor reviewed financial statements and the related notes thereto for the three month period ended December 31, 2022.

"Consideration Securities" means, together, the Consideration Shares and the Replacement Options.

"Consideration Shares" means the aggregate of 14,999,994 Common Shares that were issued to the ME Shareholders at a deemed price of $0.40 per Consideration Share on Closing.

"**Consulting Agreement**" has the meaning ascribed to in the section "*Description of the Business – Specialized Skill and Knowledge – Consultants".*

"**Corporate Secretary Agreement**" has the meaning ascribed to in the section "*Executive Compensation – Employment, Consulting and Management Agreements – Corporate Secretary Agreement"*

"**CRO**" means Contract Research Organization, a company that provides support to the pharmaceutical, biotechnology, and medical device industries in the form of research services outsourced on a contract basis.

"**CSE**" means the Canadian Securities Exchange.

"**CSE Escrowed Securities**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"**CSE Policies**" means the policies of the CSE, as amended from time to time.

"**CSL**" has the meaning ascribed to it in the section "*Description of the Business – Competitive Conditions*".

"**CSL324**" has the meaning ascribed to it in the section "*Description of the Business – Competitive Conditions*".

"CTA" means Clinical Trial Application with Health Canada.

"**D094**" has the meaning ascribed to in the section "*Description of the Business – Principal Products and Services – Myeloid Prodrug Program".*

"**D099**" has the meaning ascribed to in the section "*Description of the Business – Principal Products and Services – Myeloid Prodrug Program".*

"**DBM**" has the meaning ascribed to in the section "*Executive Compensation – Employment, Consulting and Management Agreements – Chief Financial Officer Agreement".*

"**DCs**" has the meaning ascribed to it in the section "*Description of the Business – Principal Products and Services*".

"Escrow Agent" means Odyssey Trust Company, escrow agent to the Company.

"**Escrow Agreement**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"ECs" means Ethics Committees.

"**FDA**" means the United States Food and Drug Administration.

"FDCA" means the *Federal Food, Drug and Cosmetic Act*.

"GCPs" means good clinical practices.

"GI" means gastrointestinal.

"**G-CSF**" means granulocyte-colony stimulating factor, a type of protein called a growth factor and is normally used to help your body make more white blood cells.

"**GLP**" has the meaning ascribed to it in the section "*Description of the Business – Principal Products and Services*".

"**GMP**" has the meaning ascribed to it in the section "*Description of the Business – Historical Developments of ME Therapeutics*".

"h1B11-12" means the lead humanized antibody candidate targeting human G-CSF.

"**HIPPA"** means the *Health Insurance Portability and Accountability Act* of 1996.

"**HITECH"** means the *Health Information Technology for Economic and Clinical Health Act*.

"IDO1" means Indoleamine 2,3-dioxygenase 1.

"IgG" means Immunoglobulin G, the most common antibody class which is found in blood and other body fluids, and protects against bacterial and viral infections.

"IFRS" means International Financial Reporting Standards.

"**INT**" has the meaning ascribed to it in the section "*Description of the Business – Historical Developments of ME Therapeutics*".

"Intellectual Property" means all patents, patent applications, registered and unregistered trademarks, trademark applications, tradenames, copyrights, trade secrets, domain names, mask works, information and proprietary rights and processes, and any similar or other intellectual property rights.

"IND" means investigational new drug.

"IO" has the meaning ascribed to it in the section "*Prospectus Summary – Description of the Business"*.

"**IRAP**" means Industrial Research Assistance Program.

"Listing" means the proposed listing of the Common Shares on the CSE for trading.

"Listing Date" means the date of Listing.

"**LNP**" has the meaning ascribed to it in the section "*Description of the Business – Principal Products and Services*".

"MD&A" means Management's Discussion and Analysis.

"MDSCs" means myeloid derived suppressor cells.

"**ME Financial Statements**" means audited annual financial statements of ME Therapeutics and the related notes thereto for the years ended August 31, 2020, August 31, 2021 and August 31, 2022 and the auditor reviewed financial statements and the related notes thereto for the six month period ended February 28, 2023.

"ME Notes" means the convertible notes of ME Therapeutics with an aggregate principal amount of $140,000, which were converted, following the ME Note Amendment, into ME Shares at $0.03 per ME Share.

"ME Note Amendment" has the meaning ascribed to it in the section "*Corporate Structure – The Transaction*".

"ME Noteholder" means a holder of ME Notes.

"ME Option" means an option to purchase an ME Share.

"ME Optionholder" means a holder of ME Options.

"ME Principal Shareholders" means, collectively, Salim Zulfikar Dhanji, John Jacob Priatel and Kenneth Wayne Harder.

"ME Securities" means, collectively, all of the ME Shares, the ME Notes and the ME Options and any other securities or other indebtedness of ME Therapeutics convertible or exercisable into, or exchangeable for, ME Shares, as applicable.

"ME Securityholders" means, collectively, the ME Shareholders, the ME Noteholders and the ME Optionholders.

"ME Shareholder" and **"ME Shareholders"** means the holders of ME Shares.

"ME Shares" means common shares in the capital of ME.

"ME Therapeutics" means ME Therapeutics Inc., a company incorporated under the BCBCA, which is a wholly-owned subsidiary of the Company.

"**NCA"** means the National Competent Authority.

"NCE" means new chemical entity.

"NDA" means New Drug Application.

"NEO" means "Named Executive Officer" and has the meaning ascribed thereto in Form 51-102F6 – Statement of Executive Compensation.

"NHPs" means non-human primates.

"NI 52-110" means National Instrument 52-110 – Audit Committees, of the Canadian Securities Administrators, as amended from time to time.

"NI 58-101" means National Instrument 58-101 – Disclosure of Corporate Governance Practices, of the Canadian Securities Administrators, as amended from time to time.

"NP 46-201" means National Policy 46-201 – Escrow for Initial Public Offerings, of the Canadian Securities Administrators, as amended from time to time.

"NP 58-201" means National Policy 58-201 – Corporate Governance Guidelines, of the Canadian Securities Administrators, as amended from time to time.

"**NRC**" means National Research Council for Canada.

"**Patents Assignment Agreement**" means the patents assignment agreement between ME Therapeutics and UBC dated December 20, 2017.

"**PCT**" means the Patent Cooperation Treaty.

"PDUFA" means the *Prescription Drug User Fee Act*.

"PREA" means the *Pediatric Research Equity Act.*

"Preferred Shares" means the preferred shares without par value in the capital of the Company.

"**Pre-IND**" means pre-investigational new drug.

"PK Study" means a pharmacokinetic study used to describe the absorption, distribution, metabolism, and excretion of a compound after introduction into animals or humans.

"Pro Forma Financial Statements" means the auditor reviewed pro forma financial statements as at December 31, 2022, which are attached as Schedule E to this Prospectus.

"Prospectus" means this amended and restated preliminary non-offering prospectus dated June 30, 2023.

"**Purchaser Escrowed Securities**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfe*r".

"**Purchaser Voluntary Escrow Agreement**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"Replacement Options" means the 121,670 Stock Options exercisable at a price of $0.40 per Common Share until March 9, 2028 issued in exchange for the ME Options upon the closing of the Transaction pursuant to the Securities Exchange Agreement.

"SEDAR" means the System for Electronic Document Analysis and Retrieval.

"Securities Exchange Agreement" means the securities exchange agreement dated October 4, 2022, as amended October 21, 2022 and March 7, 2023, among the Company, ME Therapeutics and the ME Securityholders, pursuant to which the Company agreed to acquire all of the issued and outstanding securities of ME Therapeutics from the ME Securityholders upon closing.

"**Shareholders**" means the holders of the Common Shares.

"Stock Options" means stock options to acquire Common Shares.

"Stock Option Plan" means the 15% rolling incentive stock option plan of the Company adopted by the Shareholders on October 10, 2022 and approved by the Board on March 31, 2022.

"**Target Escrowed Securities**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"Tax Act" means the *Income Tax Act* (Canada), as it may be amended from time to time.

"**Transaction**" means the acquisition by the Company of all of the ME Securities from the ME Securityholders and all other transactions contemplated by the Securities Exchange Agreement in order to effect the business combination of the Company and ME Therapeutics.

"**Transaction Voluntary Escrow**" has the meaning ascribed to it in the section "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"Transfer Agent" means Odyssey Trust Company, transfer agent to the Company.

"UBC" means the University of British Columbia.

"Unit" means a unit of the Company comprised of a combination of a number of Common Shares and Warrants.

"Warrant" means a Common Share purchase warrant of the Company.

PROSPECTUS SUMMARY

The following is a summary of the key information regarding the Company and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company

The Company was incorporated on November 9, 2021 pursuant to the provisions of the BCBCA under the name "MetX Research Corp." On March 9, 2023, the Company filed articles of amendment changing its name from "MetX Research Corp." to "ME Therapeutics Holdings Inc." Its head office is located at 177 Robson St, Vancouver, British Columbia, V6B 0N3 and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1. Prior to the Closing, the Company's operations were solely for the purposes of identifying and completing strategic investment opportunities.

The Company's wholly-owned subsidiary, ME Therapeutics, was incorporated on September 16, 2014 pursuant to the provisions of the BCBCA under the name "ME Therapeutics Inc." Its head office is located at 177 Robson St, Vancouver, British Columbia, V6B 0N3, and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

The Company completed the Transaction and acquired ME Therapeutics on March 9, 2023.

Description of the Business

The Company operates its business through ME Therapeutics. ME Therapeutics is a preclinical stage biotechnology company working on novel cancer fighting drugs in the field of Immuno-Oncology ("**IO**"). Since its incorporation on September 16, 2014, ME Therapeutics has primarily been conducting research in IO. The strategy of the Company is to develop drug candidates that can increase the efficacy of current IO drugs by targeting suppressive myeloid cells which are known to hinder the effectiveness of current IO treatments. The Company's lead candidate is a novel high affinity antibody drug that targets a key protein involved in the generation of suppressive myeloid cells. This antibody drug candidate is currently being developed to treat colorectal cancer; however, the Company believes it has the potential to be used in several distinct cancer types. In addition to its antibody drug candidate program, the Company is also developing a novel small molecule prodrug candidate designed to specifically target suppressive myeloid cells in the tumour environment. The active component of this prodrug candidate has been shown to interfere with several key pathways involved in immune suppression and cancer growth. Since the prodrug targets the immune system rather than the cancer cells, the Company believes it may be useful for several distinct cancer types. The Company intends to continue to discover and develop new drug candidates targeting suppressive myeloid cells that may be beneficial for the treatment of cancer and advance those drug candidates towards human clinical studies.

The Transaction

The Company entered into the Securities Exchange Agreement dated October 4, 2022, as amended October 21, 2022 and March 7, 2023 with ME Therapeutics and the ME Securityholders pursuant to which the Company acquired all of the issued and outstanding ME Securities in exchange of the issuance of the Consideration Securities. On completion of the Transaction on March 9, 2023, all of the ME

Securities were transferred to the Company, and ME Therapeutics became a wholly-owned subsidiary of the Company.

Following the closing of the Transaction, the principal business carried on by the Company is the business of ME Therapeutics which is the sole legal and beneficial owner of the high affinity humanized therapeutic antibody drug candidate targeting G-CSF which is at the preclinical stage of development. See "*Description of The Business*" for additional information.

The Company also seeks to complete the Listing and have its Common Shares listed for trading on the facilities of the CSE under the symbol "METX".

As a result of the closing of the Transaction, the Company changed its financial year end to August 31st from September 30th. See "*Corporate Structure – The Transaction*" for more details on the Securities Exchange Agreement and the terms thereof.

Management, Directors & Officers

The directors and officers of the Company are as follows:

Name	Position(s)
Salim Zulifkar Dhanji	CEO and Director
Quinn Martin	CFO
Jamil Kassam	Corporate Secretary
Kenneth Harder	Director
John Priatel	Director
Karim Nanji	Director

See "*Directors and Executive Officers*" for more information on each individual mentioned above.

Summary of Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the Company Financial Statements and ME Financial Statements and notes thereto. The selected financial information should be read in conjunction with:

- the Company's audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022 and the Company's auditor reviewed financial statements for the three month period ended December 31, 2022 included in Schedule A to this Prospectus, along with the MD&A relating thereto included in Schedule B to this Prospectus; and

- ME Therapeutics' audited annual financial statements for the years ended August 31, 2020, August 31, 2021 and August 31, 2022, and ME Therapeutics' auditor reviewed financial statements for the six month period ended February 28, 2023 included in Schedule C to this Prospectus, and with the MD&A related thereto included in Schedule D to this Prospectus.

All financial statements of the Company and ME Therapeutics have been prepared in accordance with IFRS.

The following table summarizes key financial information of the Company:

	From the period from incorporation on November 9, 2021 to September 30, 2022 (audited) $	For the three month period ended December 31, 2022 (unaudited) $
Total revenues	Nil	Nil
Income (Loss) for the Period	(57,459)	(64,568)
Total Assets	397,912	500,398
Total Liabilities	(35,370)	(77,424)
Shareholder's Equity	362,542	422,974
Income (Loss) per share (basic and diluted)	(0.01)	(0.01)

The following table summarizes key financial information of ME Therapeutics:

	For the year ended August 31, 2020 (audited) $	For the year ended August 31, 2021 (audited) $	For the year ended August 31, 2022 (audited) $	For the six month period ended February 28, 2023 (unaudited) $
Total revenues	Nil	Nil	Nil	Nil
Income (Loss) for the Period	(51,610)	(70,758)	(145,784)	(38,061)
Total Assets	70,064	75,452	102,462	53,394
Total Liabilities	(45,763)	(93,096)	(233,944)	(256,473)
Shareholder's Equity (Deficiency)	24,301	(17,644)	(131,482)	(203,079)
Income (Loss) per share (basic and diluted)	(0.01)	(0.01)	(0.02)	(0.01)

The following table summarizes selected pro-forma consolidated financial information for the Company as at December 31, 2022. The information in the following table has been derived from, as applicable, the Company Financial Statements and related notes thereto attached to this Prospectus as Schedule A, the ME Financial Statements and related notes thereto attached to this Prospectus as Schedule C, and the Pro Forma Financial Statements attached to this Prospectus as Schedule E.

	COMPANY For the three month period ended December 31, 2022 (unaudited) $	ME THERAPEUTICS For the six month period ended February 28, 2023 (unaudited) $	Pro forma as at December 31, 2022 (unaudited) $
Total revenues	Nil	Nil	Nil
Income (Loss) for the Period	(64,568)	(38,061)	(3,206,547)
Total Assets	500,398	53,394	766,292
Total Liabilities	(77,424)	(256,473)	(193,898)
Shareholder's Equity (Deficiency)	422,974	(203,079)	572,394
Income (Loss) per share (basic and diluted)	(0.01)	(0.01)	(0.14)

See "*Selected Financial Information*" for more information.

Use of Proceeds

This is a non-offering Prospectus. The Company is not raising any funds in conjunction with this Prospectus, and accordingly there are no distributions of securities or resulting offering proceeds.

Estimated Funds Available

As of May 31, 2023, the Company had an estimated working capital of $560,000 (unaudited). The Company anticipates that it will receive net proceeds from the Interim Financing of approximately $80,000. These funds available to the Company are related to proceeds from prior financings conducted by the Company, and as a result of the Transaction.

The availability of funds and the Company's ability to raise and generate revenue over the next 12 month period may vary significantly and will depend on a number of factors including those set out in "*Risk Factors*".

Use of Available Funds

The intended uses of the estimated available funds are as follows:

Source of Available Funds	**Estimated Funds**
Working Capital of the Company as at May 31, 2023 (unaudited)	$560,000
Anticipated approximate net proceeds from the Interim Financing[(1)]	$80,000
Total Available Funds	**$640,000**
Principal Purposes for the Available Funds	**Estimated Funds**
Estimated remaining costs of Listing[(2)]	$80,000
G-CSF program[(3)]	$232,000

Myeloid Prodrug Program[4]	$105,000
Novel Lipid Nanoparticle Formulations for the Preferential Targeting of Suppressive Myeloid Cells[5]	$20,000
General and administrative expenses[6]	$117,000
Repayment of government loan[7]	$40,000
Unallocated Working Capital	$46,000
Total:	**$640,000**

Notes:

(1) As of the date of this Prospectus, the Company has not closed the Interim Financing.

(2) Estimated to consist of: $5,000 in remaining listing fees and fees payable to the Commission; $65,000 in legal and professional fees; and $10,000 in fees to be paid to the Transfer Agent and Escrow Agent.

(3) Estimated to consist of: $50,000 for an efficacy study with a CRO; $10,000 in manufacturing costs; $88,500 in costs relating to the first PK Study; $53,500 in costs relating to the second PK Study; and $30,000 in estimated costs relating to patent maintenance.

(4) Estimated to consist of: $100,000 for efficacy testing which will either be conducted with our CRO; and $5,000 in costs relating to the filing of a U.S. provisional patent application.

(5) For additional details, see "Business Objectives and Milestones".

(6) Estimated to consist of: management fees of $15,000; office expenses and supplies of $2,000, investor relations and marketing of $15,000, legal, tax, audit and professional fees of $60,000, and insurance expenses of $25,000.

(7) As noted in the ME Financial Statements, the Company received Canadian government loans in the aggregate amount of $60,000. Of the total amount received, the Company is required to repay $40,000 by December 31, 2023 with the remaining $20,000 being forgiven.

As of the date of this Prospectus, the Company has not closed the Interim Financing. There is no assurance that the proceeds of the Interim Financing will be as anticipated or that the Interim Financing will close at all. If the Interim Financing does not close or if the Company does not receive sufficient funds from the Interim Financing, then the Company will need to adjust the anticipated use of its available funds.

The current global uncertainty with respect to COVID-19 the consistently evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of a novel cancer fighting drug candidate in the field of IO.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above and will depend on a number of factors including those listed under the heading "*Risk Factors*." See "*Use of Proceeds*" for further details.

While the Company intends to spend its current capital as disclosed under the heading "*Use of Proceeds – Use of Available Funds*" herein, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable.

The Listing

The Company has applied to list its Common Shares on the CSE. The Listing will be subject to the Company's fulfilling all of the listing requirements of the CSE, including, without limitation, the

distribution of the Common Shares to a minimum number of public shareholders and the Company meeting the minimum listing requirements.

Business Objectives and Milestones

Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company seeks to achieve the business objectives set out below:

Business Objective	Estimated Time	Estimated Cost
Obtain a listing of Common Shares on the CSE	1-2 months	$80,000[(1)]
G-CSF program		
G-CSF antibody candidate non-GMP manufacturing	2 months	$10,000
G-CSF Efficacy study at CRO	2-8 months	$50,000
PK Study #1 for the G-CSF program	4-6 months	$88,500
PK Study #2 for the G-CSF program	7-10 months	$53,500
Costs of patent maintenance	Ongoing	$30,000
Myeloid Prodrug Program		
Provisional patent filing for the Myeloid prodrug program	3 months	$5,000
Myeloid prodrug candidate efficacy testing with CRO	4-10 months	$100,000
Novel Lipid Nanoparticle Formulations for the Preferential Targeting of Suppressive Myeloid Cells		
LNP Screening at UBC	6-12 months	$20,000
	Total:	**$437,000**

Notes:

(1) The Company has already incurred some of the expenses associated with the Listing.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading "*Risk Factors*."

While the Company intends to spend its current capital as disclosed under the heading "*Use of Proceeds – Use of Available Funds*" above, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable.

The Company has not yet achieved positive operating cash flow, and there are no assurances that the Company will not continue to experience negative cash flow from operations in the future.

Risk Factors

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company. The risks, uncertainties and other factors, many of which are beyond the control of the

Company, that could influence actual results include, but are not limited to: insufficient capital; no established market; limited operating history; evolving competitive conditions, other regulatory requirements and political regulatory risks; lack of operating cash flow; resale of shares; price volatility of publicly traded securities; market for securities; uninsurable risks; additional funding requirements; dilution; regulatory requirements; results of preclinical studies and clinical trials; protection of proprietary and intellectual property rights; recruitment of volunteers or patients for clinical trials; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; conflicts of interest; dividends; litigation; reporting issuer status; tax issues; and operating hazards, risks and insurance. See the section entitled "*Risk Factors*" for details of these and other risks relating to the Company's business. **An investment in the securities of the Company is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Prospective investors should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in the Company.**

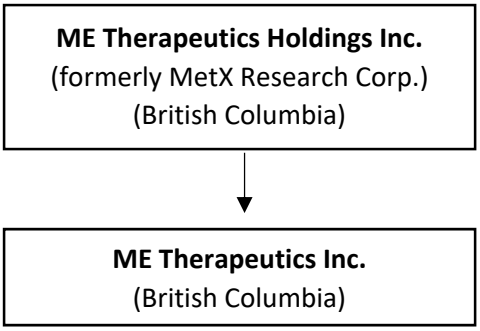
CORPORATE STRUCTURE

The Company was incorporated on November 9, 2021 pursuant to the provisions of the BCBCA under the name "MetX Research Corp." On March 9, 2023, the Company filed articles of amendment changing its name from "MetX Research Corp." to "ME Therapeutics Holdings Inc." Its head office is located at 177 Robson St, Vancouver, British Columbia, V6B 0N3, and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

Intercorporate Relationships

The Company has one wholly-owned subsidiary, ME Therapeutics. ME Therapeutics was incorporated on September 16, 2014 pursuant to the provisions of the BCBCA under the name "ME Therapeutics Inc." for the purpose of cancer research. Its head office is located at 177 Robson St, Vancouver, British Columbia, V6B 0N3, and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

The corporate structure of the Company is as follows:



DESCRIPTION OF THE BUSINESS

Before the Transaction, the Company had no active business or operations and was focused on identifying and completing strategic investment opportunities. Accordingly, the business discussion set forth below relates to the business of ME Therapeutics, which, following the closing of the Transaction, is the business of the Company.

Historical Developments of the Company

From incorporation on November 9, 2021 until the closing of the Transaction, the Company had no active business other than raising capital and the pursuit of strategic acquisitions, including the Transaction. As of the date of this Prospectus, the Company has raised an aggregate of $857,500 through various private placements.

On January 13, 2022, the Company closed a private placement and issued 2,250,000 Units at $0.02 per Unit for gross proceeds of $45,000. Each Unit consist of one Common Share and one Warrant with each Warrant entitling the holder to acquire one additional Common Share at a price of $0.20 per Common Share until January 13, 2025.

On January 26, 2022, the Company closed a private placement and issued 4,200,000 Units at $0.05 per Unit for gross proceeds of $210,000. Each Unit consisted of one Common Share and one Warrant, with

each Warrant entitling the holder to acquire one additional Common Share at a price of $0.25 per Common Share until January 26, 2025.

On October 4, 2022, as amended October 21, 2022 and March 7, 2023, the Company entered into the Securities Exchange Agreement among the Company, ME Therapeutics and the ME Securityholders, pursuant to which the Company and ME Therapeutics agreed to complete a business combination whereby the Company agreed to acquire all of the issued and outstanding ME Securities from the ME Securityholders.

On October 21, 2022, the Company closed a private placement and issued 1,160,000 Units at $0.25 per Unit for gross proceeds of $290,000. Each Unit consisted of one Common Share and one Warrant, with each Warrant entitling the holder to acquire one additional Common Share at a price of $0.40 per Common Share until October 21, 2025.

On March 1, 2023, the Company closed a private placement and issued 694,444 Units at $0.45 per Unit for gross proceeds of $312,500. Each Unit consisted of one Common Share and one-half of one Warrant with each whole Warrant entitling the holder to acquire one additional Common Share at a price of $1.00 per Common Share until March 1, 2026.

On March 9, 2023, the Company completed the Transaction pursuant to which it issued 14,999,994 Consideration Shares and granted the Replacement Options. In addition, the Company changed its financial year end from September 30th to August 31st.

On March 31, 2023, the Company issued 2,175,000 Stock Options to certain directors, officers and a consultant of the Company. For additional details, see "*Options to Purchase Securities".*

On June 7, 2023, the Company appointed Karim Nanji to the Board. In addition, the Company re-constituted its Audit Committee to remove Kenneth Harder, appoint Karim Nanji and elect John Priatel as the chair of the Audit Committee. In connection with the appointment, the Company issued 250,000 Stock Options to Mr. Nanji. For additional details, see "*Options to Purchase Securities".*

Historical Developments of ME Therapeutics Inc.

ME Therapeutics is a preclinical stage biotechnology company working on novel cancer fighting drug candidates in the field of IO. Since its incorporation on September 16, 2014, ME Therapeutics has primarily been conducting research in IO. Most recently, the IO field has turned their attention to new pathways of immune suppression in cancer centered around a class of immune cells called myeloid cells. The principal market for ME Therapeutics' technology is cancer patients through physician prescribed drugs. ME Therapeutics' IO drug candidates target a patient's own immune system in cancer treatment.

In September 2014, ME Therapeutics was incorporated in British Columbia and funded by Dr. Salim Dhanji. The directors of ME Therapeutics were Dr. Salim Dhanji, Dr. John Priatel, and Dr. Kenneth Harder. The original directors determined that myeloid cells could be an important target in IO and developed a plan to discover and develop novel myeloid targeted therapies based on their past experience.

In February 2015, ME Therapeutics received non-dilutive funding from the National Research Council of Canada ("**NRC**") Industrial Research Assistance Program ("**IRAP**") to begin the discovery of novel antibodies against human G-CSF, a potentially important target in IO.

In April, 2015, ME Therapeutics entered into a lease agreement with UBC for lab space at the Life Sciences Centre. The company hired a research scientist to screen hundreds of potential antibodies for their ability to bind and neutralize human G-CSF. After months of testing, seven antibodies with the best neutralization characteristics were determined.

In April 2015, ME Therapeutics entered into a collaborative research agreement with the Centre for Drug Research and Development ("**CDRD**" and now formally named "adMare BioInnovations") to carry out high throughput screening of thousands of small molecule drugs using an assay developed by ME Therapeutics scientists. This assay was designed to screen for drugs that could overcome the negative effects of breast cancer cells on the normal development of dendritic cells (DCs). The drug candidates discovered using this assay could potentially be beneficial for the treatment of cancer.

In April 2016, ME Therapeutics entered into an agreement with the NRC to select the top anti-G-CSF antibody candidate and begin the process of humanization in order to make potentially suitable for use as a human therapeutic.

In September 2016, ME Therapeutics received $90,235 in IRAP support to complete the antibody humanization work and test the humanized antibody candidate. This project led to the development of a lead humanized anti-G-CSF antibody candidate with therapeutic potential.

In January 2017, ME Therapeutics developed a shortlist of 81 promising drug candidates from the first high throughput screening at the CDRD and began confirmatory testing.

On February 7, 2017 ME Therapeutics filed a U.S. provisional patent application covering the composition of its top two anti-G-CSF antibodies and their use for the treatment of cancer (the "**US Provisional**"). On February 7, 2018, ME Therapeutics filed an international patent application under the Patent Cooperation Treaty claiming priority to the US Provisional (the "**PCT Application**"). ME Therapeutics then filed national phase entry applications based on the PCT Application in the U.S., China, and Canada in August 2018 and then in Europe in September 2019. In March 2023, the Chinese National Intellectual Property Administration ("**CNIPA**") approved the Chinese national phase application for grant of a patent right. ME Therapeutics' Chinese associates have paid the registration fee to the CNIPA and a Chinese patent will issue in due course.

In August 2017, ME Therapeutics received $203,000 in IRAP support for the testing and development of their anti-G-CSF antibody candidate. In September 2017, ME Therapeutics provided a second screening assay to the CDRD to allow the CDRD to use the assay in a high throughput screen against thousands of small molecule drug candidates. The proprietary screening assay was developed by ME Therapeutics to detect small molecules that could reverse the suppression of cancer killing T cells by myeloid derived suppressor cells. Several candidates were discovered and shortlisted for further evaluation. Validation work on these small molecules continued through 2019.

On December 20, 2017, ME Therapeutics entered into the Patents Assignment Agreement with the UBC whereby UBC assigned all of its rights, title, and interest in the US Provisional and all corresponding patent rights to ME Therapeutics. In consideration of this assignment, ME Therapeutics issued 235,939 ME Shares to UBC. For additional information regarding this patent and others, see "*Intangible Properties*".

On September 17, 2018, ME Therapeutics entered into an agreement with NRC for the development of a pool of stable antibody production cells for the manufacture of the lead humanized G-CSF antibody

candidate. This step was a requirement for the potential future Good Manufacturing Practices ("**GMP**") manufacture of the antibody candidate in advance of a possible IND application with the FDA.

In April 2019, ME Therapeutics received $82,000 in IRAP support for further testing and development of its lead anti-G-CSF antibody candidate. On May 8, 2019, ME Therapeutics was accepted into the Massachusetts Institute of Technology (MIT) Idea2 incubator program. They were the only Canadian company accepted. This program took place virtually and in person at the MIT campus in Cambridge, MA.

In the spring of 2020, as a result of the COVID-19 pandemic, ME Therapeutics had to adjust its business model and adapt to government regulations and restrictions. This resulted in ME Therapeutics closing it's lab, cancelling its lease and terminating all of its employees. Following this restructuring, ME Therapeutics became a virtual company without its own lab space or research facilities.

On May 14, 2020, ME Therapeutics appointed Walter Ogier as a board advisor. As compensation for his role as advisor, he was granted ME Options. Mr. Ogier provides extensive experience in drug and biotechnology corporate development. Mr. Ogier was a co-founder, President, and CEO of Acetylon Pharmaceuticals Inc. prior to its acquisition by Celgene.

In early 2021, ME Therapeutics reviewed its early stage small molecule drug candidate discovery data and determined which drug candidates to advance to the prodrug formulation stage. This initiated discussions with Integrated Nanotherapeutics Inc. ("**INT**") to determine which drug candidates were most amenable to prodrug design and chose its lead candidate. At the same time, management of ME Therapeutics decided to pursue financing and consider its options for business combinations and going public.

In January of 2022, ME Therapeutics raised $140,000 through the issuance of the ME Notes. The proceeds raised from this financing were used for its prodrug candidate development program and to cover working capital costs.

On February 10, 2022, ME Therapeutics entered into the Collaborative Research Agreement with INT to partner on the development of a novel myeloid cell targeted prodrug candidate. For additional details regarding this agreement, see "*Economic Dependence – Material Transfer and Collaborative Research Agreement"* below.'

On October 4, 2022, as amended October 21, 2022 and March 7, 2023, ME Therapeutics entered into the Securities Exchange Agreement among the Company, ME Therapeutics and the ME Securityholders, pursuant to which the Company and ME Therapeutics agreed to complete a business combination whereby the Company agreed to acquire all of the issued and outstanding ME Securities from the ME Securityholders.

On March 9, 2023, ME Therapeutics completed the Transaction.

To date, ME Therapeutics has developed two prototype prodrug candidates and has carried out preliminary testing of these candidates. ME Therapeutics worked with the Investigational Drug Program (IDP) at BC Cancer to test the efficacy of the two prodrug candidates in vitro in order to determine their anti-breast cancer activity. After successfully completing the in vitro studies with encouraging results, the two prodrug candidates are now moving into preliminary in vivo testing at BC Cancer. These studies

are expected to start in early July. For additional details regarding the results of the in vitro efficacy testing at BC Cancer, see "*Description of the Business – Principal Products and Services*".

The Transaction

The Company entered into the Securities Exchange Agreement with ME Therapeutics and the ME Securityholders pursuant to which the Company acquired all of the issued and outstanding ME Securities in exchange of the issuance of the Consideration Securities. The Company and ME Therapeutics were arm's length parties prior to the completion of the Transaction. The Consideration Securities are subject to escrow conditions as more particularly described in "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

Immediately prior to the closing of the Transaction, each ME Noteholder amended their ME Notes to revise the conversion price to $0.03 per share upon the automatic conversion triggered due to Transaction (the "**ME Note Amendment**"). After giving effect to the ME Note Amendment, in accordance with the Securities Exchange Agreement, each ME Noteholder converted all of the principal of each of the ME Notes into ME Shares. Following the conversion, 4,666,662 ME Shares were issued. In addition, the Company issued the Replacement Options to the ME Optionholder as consideration for the cancellation of their ME Options.

As a result of the closing of the Transaction, ME Therapeutics became a wholly owned subsidiary of the Company. The former shareholders of ME Therapeutics own an aggregate of 14,999,994 Common Shares. In connection with the closing of the Transaction, the Company re-constituted the Board and management team, changed its name to "ME Therapeutics Holdings Inc." and changed its financial year end to August 31st effective on the closing of the Transaction.

Market and Background

The Company recognizes an opportunity in the field of IO drugs. IO drugs target a patient's own immune system for cancer treatment. This field has the potential to be a promising area of cancer research. The Company believes that drugs targeting suppressive myeloid cells have the potential to enhance the efficacy of checkpoint inhibitors currently used in cancer treatment.

Immuno-Oncology Market

The IO market was estimated to be $26.9 billion USD in 2021 and is expected to grow 22.9% annually to 2030.[1] An improved understanding of tumour-induced immunosuppression has led to advances in cancer immunotherapy including the development of immune checkpoint inhibitors.[2] These therapies overcome molecular checkpoints that constrain T cell[3] activation which then allows T cells to recognize and kill cancer cells. Checkpoint inhibitors have become breakthrough, clinically validated cancer treatments, and include therapeutic antibodies targeting cytotoxic T lymphocyte-associated molecule-4 (CTLA-4), and programmed cell death receptor/ligand-1 (PD-1/PD-L1).[4] While immune checkpoint inhibitors have demonstrated remarkable and prolonged efficacy in a subset of patients, some patients

[1] Global Immuno Oncology Market Size to Grow USD 154.57 Billion by 2030 | CAGR of 22.9%

[2] An immune checkpoint inhibitor is A type of drug that blocks proteins called checkpoints that are made by some types of immune system cells, such as T cells, and some cancer cells.

[3] T cells are part of the immune system and develop from stem cells in the bone marrow. They help protect the body from infection and may help fight cancer.

[4] Ribas, A. & Wolchok, J. D. Cancer immunotherapy using checkpoint blockade. Science 359, 1350-1355, doi:10.1126/science.aar4060 (2018).

who are diagnosed with tumours that have heightened immunosuppression do not derive the same benefits.[5,6,7] The current response rate to checkpoint inhibitors is estimated to be 15-60% depending on the cancer type, which leaves the majority of patients without a therapeutic option.[8] Further, approximately one third (1/3) of the treatment-responsive patients relapse, indicating the development of resistance.[9]

Thus, there is a large market of patients that are currently untreatable with checkpoint inhibitors and drugs targeting other sources of immunosuppression may be useful in those patients. In addition, new IO drugs may have the potential to be combined with existing checkpoint inhibitors in order to improve the efficacy of checkpoint in refractory cancers. This combination approach unlocks more market share for existing checkpoint inhibitors and provides incentive for large pharmaceutical companies developing checkpoint inhibitors to either partner with or buy new IO drugs that improve the efficacy of their existing checkpoint inhibitors. Suppressive innate immune cells of myeloid origin including myeloid derived suppressor cells (MDSCs), tumour associated macrophages and immature dendritic cells (DCs), represent alternative drug target populations that accumulate in cancer and can undermine the efficacy of current cancer treatments.[10,11]

Importance of Myeloid Cells in Cancer

Tumour-derived factors such as G-CSF disrupt normal myeloid cell development and immune system function by programming progenitor cells into MDSCs and restricting DC development to impair anti-tumour immunity.[12,13,14,15] MDSCs expand in pathological conditions and are abundantly found in multiple human tumour types, including in GI cancers. MDSCs have known tumour-promoting activities including suppression of T cell responses[16], and they are implicated in cancer formation, progression and

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[5] Wilson, R. A. M., Evans, T. R. J., Fraser, A. R. & Nibbs, R. J. B. Immune checkpoint inhibitors: new strategies to checkmate cancer. *Clinical and experimental immunology* 191, 133-148, doi:10.1111/cei.13081 (2018).

[6] Jenkins, R. W., Barbie, D. A. & Flaherty, K. T. Mechanisms of resistance to immune checkpoint inhibitors. *British journal of cancer* 118, 9-16, doi:10.1038/bjc.2017.434 (2018).

[7] Sharma, P., Hu-Lieskovan, S., Wargo, J. A. & Ribas, A. Primary, Adaptive, and Acquired Resistance to Cancer Immunotherapy. *Cell* 168, 707-723, doi:10.1016/j.cell.2017.01.017 (2017).

[8] Das, S. & Johnson, D.B. Immune-related adverse events and anti-tumor efficacy of immune checkpoint inhibitors. *J Immunother Cancer.* 2019 Nov 15;7(1):306. doi: 10.1186/s40425-019-0805-8.

[9] Ribas, A. & Wolchok, J. D. Cancer immunotherapy using checkpoint blockade. Science 359, 1350-1355, doi:10.1126/science.aar4060 (2018).

[10] Wilcox, R. A. Cancer-associated myeloproliferation: old association, new therapeutic target. *Mayo Clinic proceedings* 85, 656-663, doi:10.4065/mcp.2010.0077 (2010).

[11] Diaz-Montero, C. M. *et al.* Increased circulating myeloid-derived suppressor cells correlate with clinical cancer stage, metastatic tumor burden, and doxorubicin-cyclophosphamide chemotherapy. *Cancer immunology, immunotherapy : CII* 58, 49-59, doi:10.1007/s00262-008-0523-4 (2009).

[12] Gabrilovich, D. I., Ostrand-Rosenberg, S. & Bronte, V. Coordinated regulation of myeloid cells by tumours. *Nature reviews. Immunology* 12, 253-268, doi:10.1038/nri3175 (2012).

[13] Waight, J. D., Hu, Q., Miller, A., Liu, S. & Abrams, S. I. Tumor-derived G-CSF facilitates neoplastic growth through a granulocytic myeloid-derived suppressor cell-dependent mechanism. *PloS one* 6, e27690, doi:10.1371/journal.pone.0027690 (2011).

[14] Sio, A. *et al.* Dysregulated hematopoiesis caused by mammary cancer is associated with epigenetic changes and hox gene expression in hematopoietic cells. *Cancer research* 73, 5892-5904, doi:10.1158/0008-5472.CAN-13-0842 (2013).

[15] Meyer, M. A. *et al.* Breast and pancreatic cancer interrupt IRF8-dependent dendritic cell development to overcome immune surveillance. *Nat Commun* 9, 1250, doi:10.1038/s41467-018-03600-6 (2018).

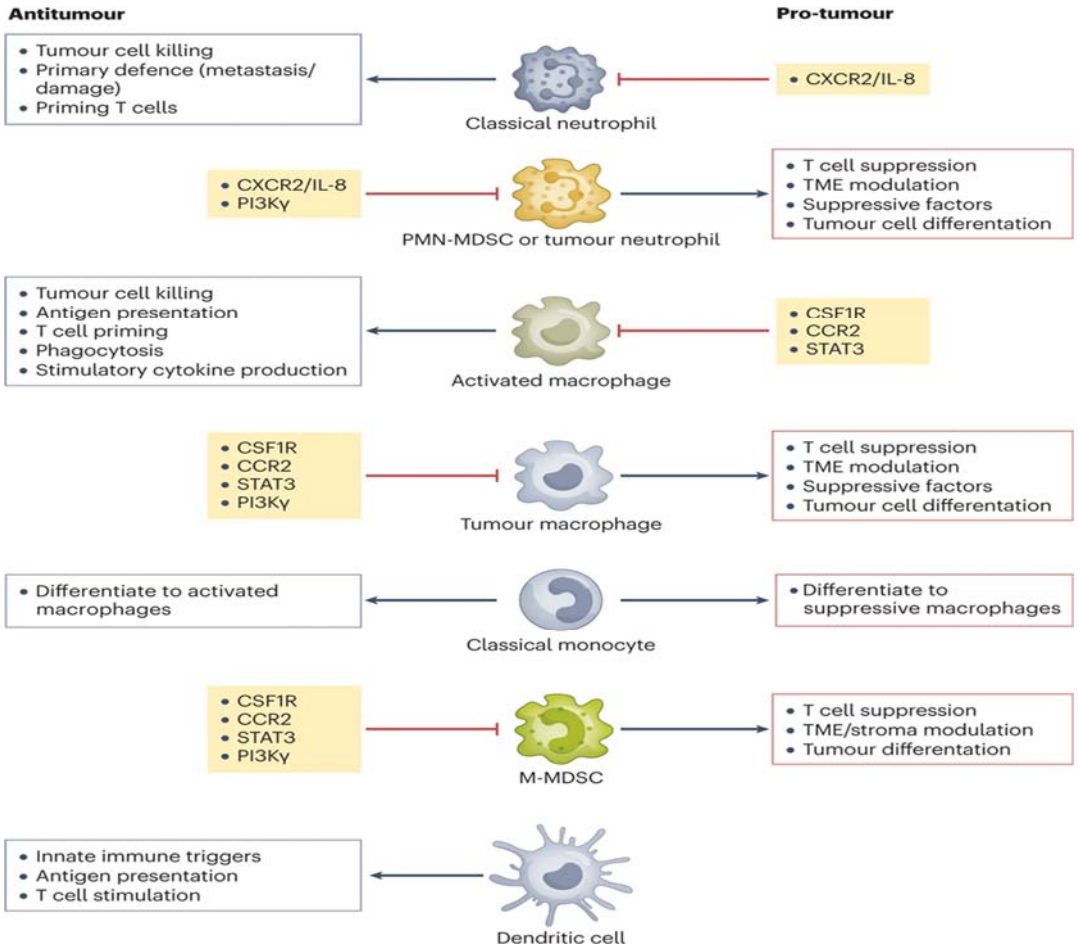
[16] Gabrilovich, D. I. & Nagaraj, S. Myeloid-derived suppressor cells as regulators of the immune system. *Nature reviews. Immunology* 9, 162-174, doi:10.1038/nri2506 (2009).

poor patient outcome.[17] Elevated MDSC levels correlate with poor response to immune checkpoint and adoptive T cell therapy.[18,19,20,21] Importantly, selective elimination of MDSCs can reverse resistance to checkpoint inhibition in mouse models.[22]

As antigen presentation by DCs is required to initiate and sustain anti-tumor T cell immune responses, DC deficiency, or dysfunction can lead to the lack of a T cell response.[23,24,25] Functional antigen-presenting DC numbers correlate with better outcomes and enhanced response to immune checkpoint inhibitors in patients with solid tumours.[26,27] Importantly, the pathological recruitment of immunosuppressive myeloid cells by tumours can prevent the generation of mature DCs that support anti-tumour immunity. Therefore, targeting myeloid cell biology to either reduce MDSCs or increase DCs may potentially improve current IO treatments.

The figure below from Barry et al. 2023,[28] provides an overview of the various myeloid cell populations involved in cancer immunity along with some of the key pathways that may be targets of new and existing drugs. For example, blocking CSF-1R, CCR2, STAT3, or PI3K may block the ability of monocytic MDSCs (M-MDSCs) to suppress T cells, modulate the tumour microenvironment (TME), or modulate tumour cell differentiation.

[17] Engblom, C., Pfirschke, C. & Pittet, M. J. The role of myeloid cells in cancer therapies. *Nature reviews. Cancer* 16, 447-462, doi:10.1038/nrc.2016.54 (2016).
[18] Shipp, C., Speigl, L., Janssen, N., Martens, A. & Pawelec, G. A clinical and biological perspective of human myeloid-derived suppressor cells in cancer. *Cellular and molecular life sciences : CMLS* 73, 4043-4061, doi:10.1007/s00018-016-2278-y (2016).
[19] Meyer, C. *et al.* Frequencies of circulating MDSC correlate with clinical outcome of melanoma patients treated with ipilimumab. *Cancer immunology, immunotherapy : CII* 63, 247-257, doi:10.1007/s00262-013-1508-5 (2014).
[20] Weber, J. *et al.* Phase I/II Study of Metastatic Melanoma Patients Treated with Nivolumab Who Had Progressed after Ipilimumab. *Cancer immunology research* 4, 345-353, doi:10.1158/2326-6066.CIR-15-0193 (2016).
[21] Kodumudi, K. N., Weber, A., Sarnaik, A. A. & Pilon-Thomas, S. Blockade of myeloid-derived suppressor cells after induction of lymphopenia improves adoptive T cell therapy in a murine model of melanoma. *Journal of immunology* 189, 5147-5154, doi:10.4049/jimmunol.1200274 (2012).
[22] Clavijo, P. E. *et al.* Resistance to CTLA-4 checkpoint inhibition reversed through selective elimination of granulocytic myeloid cells.
[23] Almand, B. et al. Clinical significance of defective dendritic cell differentiation in cancer. *Clinical cancer research: an official journal of the American Association for Cancer Research* 6, 1755-1766 (2000).
[24] Tesone, A. J., Svoronos, N., Allegrezza, M. J. & Conejo-Garcia, J. R. Pathological mobilization and activities of dendritic cells in tumor-bearing hosts: challenges and opportunities for immunotherapy of cancer. *Frontiers in Immunology* 4, 435, doi:10.3389/fimmu.2013.00435 (2013).
[25] Harimoto, H. *et al.* Inactivation of tumor-specific CD8(+) CTLs by tumor-infiltrating tolerogenic dendritic cells. *Immunol Cell Biol* 91, 545-555, doi:10.1038/icb.2013.38 (2013)
[26] Veglia, F. & Gabrilovich, D. I. Dendritic cells in cancer: the role revisited. *Curr Opin Immunol* 45, 43-51, doi:10.1016/j.coi.2017.01.002 (2017).
[27] Salmon, H. et al. Expansion and Activation of CD103(+) Dendritic Cell Progenitors at the Tumor Site Enhances Tumor Responses to Therapeutic PD-L1 and BRAF Inhibition. *Immunity* 44, 924-938, doi:10.1016/j.immuni.2016.03.012 (2016).
[28] Barry, S.T. et al. Therapeutic targeting of tumour myeloid cells. *Nat Rev Cancer*. 2023 Apr;23(4):216-237. doi: 10.1038/s41568-022-00546-2.



In the past, companies developing drugs against myeloid targets have drawn attention from larger pharmaceutical companies. There have been examples where a company has been acquired for promising preclinical data in this field.[29]

Our data, along with others, support that G-CSF is potentially an important yet currently overlooked IO target and suggest that G-CSF plays a key role in several GI cancers. Oncology focused large pharmaceutical companies have invested in developing drugs targeting the same checkpoints, especially PD-1 or PD-L1, and are looking to target synergistic pathways. Drugs that enhance the effectiveness of PD-1/PD-L1 may have significant market value since they allow the developer to market a drug combination with greater efficacy than any single modality. Rather than replacing them, second-generation cancer immunotherapies are being added to the current IO treatment regimes. Adding an effective combination that enhances the response rate to checkpoint inhibitors allows pharmaceutical companies to potentially expand their current indications and differentiate themselves within the therapeutic space to acquire a larger market share.

[29] In 2015, in 2015, Bristol-Myers Squibb Company acquired Flexus Biosciences, Inc. for their Indoleamine 2, 3-dioxygenase 1 (IDO1) inhibitor for approximately $1.25 billion USD. However, the IDO1 inhibitor failed to show efficacy in initial clinical trials although interest continues in this space. See BMS acquires biotechnology firm Flexus Biosciences for $1.25bn, for additional details relating to that transaction.

Currently, the focus of myeloid targeted therapies in IO have been on only a relatively small handful of targets. These include, but are not limited to, CD47, CSFR1, CSF1, CCR2, CXCR2/IL-8, and PI3K□.[30] To date, none of the drug candidates against these targets have provided strong efficacy data in the clinic which highlights the need for new drug candidates against differentiated targets. This also indicates that there are other targets that may prove to be more important and suggests that if a new target is indeed discovered, it could garner market interest.

Market for the Company

As a result of the above, the Company is optimistic that its myeloid targeted drugs could benefit from a growing market that is open for new therapeutic treatments and prospective treatments that could improve on the current options. The Company has directed its preclinical studies for its myeloid targeted drugs to unlock IO for currently untreatable cancers and enhance the efficacy of checkpoint inhibitors in existing cancer indications. The Company is currently developing two preclinical drugs, the anti-G-CSF antibody candidate and the myeloid targeted prodrug candidate, against differentiated myeloid cells targets and has other early stage research programs exploring other potential targets as well. As further explained in the section titled "*Description of the Business – Principal Products and Services"*, the Company's drug candidates and exploratory research are directed towards this market opportunity.

Principal Products and Services

ME Therapeutics has two drug development programs and one drug discovery program currently underway. Our two development programs include our anti-G-CSF antibody and our myeloid target prodrug and we are engaged in a discovery program to discover novel lipid nanoparticle formulations. All three programs target distinct areas of myeloid cell biology in order to inhibit the suppressive effects of suppressive myeloid cells on the anti-cancer immune response. These drug candidates are being developed to target pathways of myeloid cell biology that are not currently being targeted effectively. The Company is developing both biological and small molecule drugs in order to diversify risks inherent to either class of drug.

These two prodrug candidates were designed to selectively target an active small molecule drug to myeloid cells in tumours. There are some studies that demonstrate that the active drug inhibits the suppressive function of myeloid cells and this activity was discovered in our high throughput small molecule screening. The Company plans to conduct preclinical testing of the prodrug candidates in what we believe are widely accepted mouse cancer models.

G-CSF Program

Our anti-G-CSF antibody candidate (h1B11-12) is our most advanced preclinical asset. The antibody is a humanized, high affinity, antibody that binds to and blocks the function of human G-CSF and we have applied for patent protection to cover for the composition and use of this antibody to treat cancer. As of the date of this Prospectus, we have received a patent from China, but the remainder of our patent applications are in the examination process (see "*Intangible Properties*" for additional details regarding our patent applications). The Company plans to conduct advanced preclinical testing on this antibody prior to filing an IND with the FDA or Clinical Trial Application (CTA) with Health Canada.

[30] For a review of the current clinical trials and results for these targets refer to footnote (28), Barry et al., 2023.

In 2015, ME Therapeutics hired ImmunoPrecise Antibodies Ltd. to generate mouse monoclonal antibodies against the human G-CSF protein and the same year received several antibody clones capable of binding to human G-CSF. ME Therapeutics characterized the antibody clones in the shared lab space at UBC ME Therapeutics was using at the time in order to determine which clones could block the function of human G-CSF. The results of the testing lead to the identification of seven lead antibody candidates capable of effectively binding and neutralizing the activity of human G-CSF in a bioassay. Of the seven antibody clones tested for G-CSF antigen binding kinetics, using surface plasmon resonance, 1B11 showed the highest affinity (KD = 64 pM) while 3B3 had the best binding kinetics (KD = 310 pM). ME Therapeutics purified 1B11 and 3B3 and determined a neutralization dose (ND50) of 1.5 μg/mL and 2.1 μg/mL, respectively, in a proliferation bioassay using NFS-60 cells, a G-CSF-dependent cell line. Both antibodies were also validated for their ability to block the inhibitory effects of tumour-derived hG-CSF on DC development. 3B3 and 1B11 were also confirmed to neutralize rhesus macaque G-CSF, to enable future use in IND-enabling NHPs toxicology studies.

As affinity loss is expected during antibody humanization, 1B11 was selected as our lead therapeutic candidate for pre-clinical development due to its five-fold higher affinity over 3B3. In collaboration with the NRC, ME Therapeutics humanized the mouse 1B11 sequences to minimize immunogenicity in human patients in future clinical studies. Humanization involved replacing mouse sequences with human sequences in the antibody framework region. The new framework regions, together with the original antigen binding regions were grafted to a human IgG1 constant region to create the humanized version of 1B11. ME Therapeutics chose IgG1 due to the lack of antibody-dependent-cell-mediated-cytotoxicity ("**ADCC**") expected with the neutralization of a soluble protein. However, we have the ability to make humanized 1B11 IgG4 antibodies if needed, to stem potential problems with circulation half-life and ADCC. In vitro binding and thermal stability analyses of 1B11 humanized antibody variants identified two leads, 1B11 variant 7 (h1B11-7), which has a fully humanized framework region (KD = 290 pM) and 1B11 variant 12 (h1B11-12), which retains a single buried mouse residue that is not exposed in the native antibody (KD = 200 pM). h1B11-12 has a slow off-rate and is very thermostable. In the NFS-60 bioassay, h1B11-7 and -12 have higher neutralization activity than their parental mouse 1B11 (ND50 of 0.5 and 0.2 μg/mL, respectively). After careful consideration, ME Therapeutics chose h1B11-12 as the lead antibody candidate for potential clinical development and hired NRC to begin the process of generating a stable cell line for future GMP manufacture of the antibody candidate.

Some financial assistance was provided by UBC through research and development grants obtained by UBC and Dr. Harder which allowed ME Therapeutics to develop its G-CSF antibody candidate. In addition, Dr. Dhanji was heavily involved in the scientific development of the G-CSF program, including reviewing literature and guiding research by staff scientists and has not been paid a salary by ME Therapeutics to date; there was significant input from him to advance this program and the value of savings to ME Therapeutics from Dr. Dhanji's unpaid contributions are not reflected in the ME Financial Statements and research costs.

Myeloid Prodrug Program

Our myeloid targeted prodrug is an earlier stage preclinical asset but is ready to be quickly advanced through preclinical testing. In December 2017, ME Therapeutics received the results of a high throughput small molecule drug screen conducted under contract with the CDRD. The screen was designed by ME Therapeutics' scientific research staff in a shared lab at UBC and was transferred to the CDRD to automate and test 2850 small molecule drug candidates for their ability to reverse the suppression of cancer killing T cells by myeloid cells from tumours. Several small molecule drug

candidates were discovered. Subsequently, ME Therapeutics' staff tested and confirmed the activity of the drug candidates in the UBC lab. This confirmatory testing was carried out using several in vitro immunology models. In addition, ME Therapeutics reviewed the scientific literature around the small molecule drug candidates to determine if there was existing evidence to support the discovered ability to reverse T cell suppression by myeloid cells. The results of the studies and scientific review led to the development of a shortlist of the most promising drug candidates. ME Therapeutics chose a lead drug candidate and decided that developing a prodrug of this candidate would create the most value for ME Therapeutics by improving the drug characteristics and from the development of intellectual property around the composition of the drug.

All of this work was carried out by ME Therapeutics from mid 2017 to late 2019. In 2020, when ME Therapeutics closed it's lab due to the COVID-19 pandemic, Dr. Dhanji began to explore which of the drug candidates might be most amenable to further development. For additional details relating to expenses incurred during development, see the ME Financial Statements.

In late 2021 and early 2022, ME Therapeutics had discussions with INT in order to explore a potential collaboration between the companies to develop a prodrug version of our lead drug candidate. INT, a company in the business of drug formulation, owns technology for the generation of lipid nanoparticle based prodrugs, which ME Therapeutics management believed to be the most promising way of developing a novel prodrug for use in cancer. ME and INT entered into the Collaborative Research Agreement which outlines the cost of developing the prodrug candidates and the co-ownership of any prodrug candidates developed under the agreement. In accordance with the Collaborative Research Agreement, INT was responsible for the development and manufacture of two novel prodrug formulations including testing the chemical characteristics of the prodrugs. ME Therapeutics was responsible for testing the anti-cancer activity of the prodrugs using ME Therapeutics' expertise in the field. ME Therapeutics paid INT a total of $73,000 over the course of the project which led to the successful development of 2 novel prodrug candidates (See "*Economic Dependence – Material Transfer and Collaborative Research Agreement*", for more details).

ME Therapeutics entered into a master service agreement in June 2022 with BC Cancer, in order for ME Therapeutics to contract out the completion of future in vitro and in vivo testing of the prodrugs under its direction. In August 2022, BC Cancer received the first of two prodrug formulations ("**D094**") for in vitro testing using a model determined by ME Therapeutics. This study cost $3,203.19 and the results of the study were delivered to ME Therapeutics in September 2022. The results demonstrated that the first prodrug formulation had anti-cancer activity in this model system. Upon analyzing the results of the study, ME Therapeutics and INT decided to further optimize the prodrug candidate by modifying some of it's physical characteristics. This optimization led to the development of prodrug candidate #2 ("**D099**") which was delivered to BC Cancer for testing in March 2023. Prodrug candidates 1 and 2 (D094 and D099) were tested in vitro at BC Cancer and the results were delivered to ME Therapeutics in April 2023. That study cost $3,832.63. The results of the study showed that both D094 and D099 had anti-cancer activity and that the characteristics of the two prodrug candidates were as expected based on their design. D094 was designed to retain the active drug component within the lipid nanoparticle (enhanced retention), whereas D099 was designed to more easily release the active drug (enhanced release). The next step will be to conduct in vivo efficacy studies using the two prodrug candidates in mouse cancer models.

Novel Lipid Nanoparticle Formulations

Our myeloid cell drug discovery program is being carried out to discover novel lipid nanoparticle formulations capable of effectively delivering small molecule drugs and or nucleic acids to myeloid cells in tumours. This program will support our existing prodrug development as well as potentially provide therapies for targeting myeloid cells in IO.

Product Manufacturing

The Company has not reached the clinical development stage for its drug candidates, and the Company is not focused on drug manufacturing at this time. The Company may consider securing a manufacturer following completion of preclinical studies, if warranted.

Business Strategy

The Company's strategy is to develop a strong set of preclinical data for our lead myeloid targeted candidate assets using validated cancer models. The goal of this is to develop a strong data package for potential partners that can also support future IND applications. Our team has extensive experience in IO with expertise in myeloid cell biology and is using their knowledge to develop novel, differentiated drug candidates targeting what we believe will prove to be important targets in IO. Our lead drug candidates are focused on overcoming the role which suppressive myeloid cells play in interfering with anti-cancer immunity. The role of myeloid cells in IO is believed to be important and has been the focus of much of the current research in the field. Our team has developed two high priority lead preclinical candidate assets and is working on developing other candidate assets that address current problems in IO. Our lead assets are supported by existing data but each asset requires further preclinical studies to strengthen its prospectus for future clinical development.

Once these preclinical studies are completed (see "*Business Objectives and Milestones*" for the anticipated completion dates of our preclinical studies), the Company intends to review its strategy and consider engaging potential pharmaceutical partners to advance the assets into the clinical trials. The Company may look for a partner willing to either fund the clinical development of the asset and licensing the intellectual property rights in the asset or purchase the intellectual property rights to the asset. Partnership opportunities are not uncommon in the pharmaceutical and biotechnology industries, however, they are not guaranteed. This opportunity would be subject to the success of our preclinical trials and interest by third party pharmaceutical partners and such partnership opportunities cannot be estimated at this time.

With the current heightened interest in drugs targeting myeloid cell biology in IO, there is potential for a partnership deal if the results of the Company's pre-clinical studies support it. If an acceptable deal cannot be reached at the preclinical stage of development, the Company intends to continue towards early stage clinical development of our assets in order to de-risk and add value to our assets while continuing to consider partnership opportunities for late stage clinical trials.

Conversely, subject to the success of the Company's preclinical studies and availability of funds, we may also consider funding the entirety of clinical trials ourselves. Recognizing that these partnership opportunities may not arise, the Company is prepared to develop its drug candidates internally should that be the more sound business strategy considering all factors. As noted throughout this Prospectus, clinical development requires significant financing, and there can be no assurance that the Company will be able to secure financing on favourable terms or at all.

There can be no assurance that the Company will be able to secure such funding or sale of its assets as noted in this section, and even if funding and/or a transaction were available that the terms would be favourable to the Company or the valuation to be received, if any.

G-CSF Antibody Development

The first, and most advanced technology, is h1B11-12, a humanized antibody candidate targeting a potential key player in cancer induced immune suppression by myeloid cells. Developed in conjunction with the NRC, h1B1-12 is subject to a pending patent and fully owned by ME Therapeutics and patents have been filed by ME Therapeutics. h1B11-12 is a biological drug which works by targeting and blocking a cytokine (immune system protein) called G-CSF. G-CSF is a glycoprotein cytokine that is low or undetectable in healthy individuals but is transiently induced during acute inflammation. Sustained G-CSF production in tumours plays a critical role in promoting MDSC production and restricting DC maturation leading to immunosuppression.[313233] In addition to its immune modulating roles, G-CSF affects cancer and stromal cells, regulating tumour proliferation, expansion of stem-like cancer cells, and invasion as well as angiogenesis.[34353637] Blockade of tumour-secreted G-CSF diminishes MDSC build-up, inhibits tumour development, growth and/or metastases and can promote anti-tumour immunity in preclinical models.[383940] Most major human cancer types including lung, breast, ovarian, colorectal, and pancreatic cancer have been associated with G-CSF overexpression.[414243444546] Dr. Kenneth Harder's lab

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[31] Meyer, M. A. *et al.* Breast and pancreatic cancer interrupt IRF8-dependent dendritic cell development to overcome immune surveillance. *Nat Commun* 9, 1250, doi:10.1038/s41467-018-03600-6 (2018).

[32] Watari, K. *et al.* Serum granulocyte colony-stimulating factor levels in healthy volunteers and patients with various disorders as estimated by enzyme immunoassay. *Blood* 73, 117-122 (1989).

[33] Coffelt, S. B., Wellenstein, M. D. & de Visser, K. E. Neutrophils in cancer: neutral no more. *Nature reviews. Cancer* 16, 431-446, doi:10.1038/nrc.2016.52 (2016).

[34] Wang, J. *et al.* Granulocyte-colony stimulating factor promotes proliferation, migration and invasion in glioma cells. *Cancer biology & therapy* 13, 389-400, doi:10.4161/cbt.19237 (2012).

[35] Moon, H. W. *et al.* Effects of granulocyte-colony stimulating factor and the expression of its receptor on various malignant cells. *The Korean journal of hematology* 47, 219-224, doi:10.5045/kjh.2012.47.3.219 (2012).

[36] Gutschalk, C. M., Herold-Mende, C. C., Fusenig, N. E. & Mueller, M. M. Granulocyte colony-stimulating factor and granulocyte-macrophage colony-stimulating factor promote malignant growth of cells from head and neck squamous cell carcinomas in vivo. *Cancer research* 66, 8026-8036, doi:10.1158/0008-5472.CAN-06-0158 (2006).

[37] Morris, K. T. *et al.* G-CSF and G-CSFR are highly expressed in human gastric and colon cancers and promote carcinoma cell proliferation and migration. *British journal of cancer* 110, 1211-1220, doi:10.1038/bjc.2013.822 (2014).

[38] Waight, J. D., Hu, Q., Miller, A., Liu, S. & Abrams, S. I. Tumor-derived G-CSF facilitates neoplastic growth through a granulocytic myeloid-derived suppressor cell-dependent mechanism. *PloS one* **6**, e27690, doi:10.1371/journal.pone.0027690 (2011).

[39] Kowanetz, M. *et al.* Granulocyte-colony stimulating factor promotes lung metastasis through mobilization of Ly6G+Ly6C+ granulocytes. *Proceedings of the National Academy of Sciences of the United States of America* **107**, 21248-21255, doi:10.1073/pnas.1015855107 (2010).

[40] Morris, K. T. *et al.* Anti-G-CSF treatment induces protective tumor immunity in mouse colon cancer by promoting protective NK cell, macrophage and T cell responses. *Oncotarget* 6, 22338-22347, doi:10.18632/oncotarget.4169 (2015).

[41] Meyer, M. A. *et al.* Breast and pancreatic cancer interrupt IRF8-dependent dendritic cell development to overcome immune surveillance. *Nat Commun* 9, 1250, doi:10.1038/s41467-018-03600-6 (2018).

[42] Morris, K. T. *et al.* G-CSF and G-CSFR are highly expressed in human gastric and colon cancers and promote carcinoma cell proliferation and migration. *British journal of cancer* 110, 1211-1220, doi:10.1038/bjc.2013.822 (2014).

has previously shown that G-CSF production from mouse mammary tumours causes profound perturbations in hematopoiesis.[47] Importantly, targeting the G-CSF pathway has already been shown to be relatively safe as evidenced by the continued development of a G-CSF receptor targeting drug, CSL-324, by Commonwealth Serum Laboratories ("**CSL**") based in Australia. For additional details, see "*Competitive Conditions*" below.

Current status of h1B11-12:

- Humanized IgG1 (the most abundant IgG subclass in human sera and is important for mediating antibody responses against viral pathogens).
- High affinity binding and neutralization of human G-CSF in vitro and in vivo (animal models).
- Good antibody characteristics (slow off rate, high melting temperature, no aggregation).
- Potential stable production cell lines identified and ready to continue advancement towards potential GMP manufacture.

Since IO drugs target the immune system rather than the tumour cells themselves, these drugs may have the ability to treat several different types of cancer. Our early focus is on gastrointestinal cancers such as colorectal cancer, where G-CSF has been shown to be associated with poor prognosis and where current IO drugs are relatively ineffective.

The development of an antibody drug generally follows a defined path to the clinic: 1) target discovery; 2) antibody development against the target; 3) characterization of antigen binding; 4) neutralization *in vitro* and *in vivo*; and followed by 5) *in vivo* efficacy and safety studies. ME Therapeutics has developed h1B11-12 through steps 1-4. In addition, the Company has worked with NRC to generate a pool of stable cell lines for the production of h1B11-12 and thus the program is currently in late preclinical stage of development going through the pre-investigational new drug ("**Pre-IND**") application process.

The next step is to conduct preliminary safety and efficacy studies in appropriate animal models. These studies will include further efficacy studies in mouse cancer models to determine the lead cancer type for a clinical trial as well as preliminary non-GLP pharmacokinetic (PK) studies designed to determine preliminary safety of the Antibody candidate prior to completing the IND enabling studies.

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[43] Aliper, A. M., Frieden-Korovkina, V. P., Buzdin, A., Roumiantsev, S. A. & Zhavoronkov, A. A role for G-CSF and GM-CSF in nonmyeloid cancers. *Cancer medicine* **3**, 737-746, doi:10.1002/cam4.239 (2014).

[44] Nakamura, M. *et al.* Gene expression of granulocyte colony stimulating factor (G-CSF) in non-small cell lung cancer. *Anticancer research* 17, 573-576 (1997).

[45] Mroczko, B., Szmitkowski, M. & Niklinski, J. Granulocyte-Colony stimulating factor and macrophage-colony stimulating factor in patients with non-small-cell lung cancer. *Clinical chemistry and laboratory medicine* **39**, 374-379, doi:10.1515/CCLM.2001.059 (2001).

[46] Kumar, J. *et al.* Granulocyte colony-stimulating factor receptor signalling via Janus kinase 2/signal transducer and activator of transcription 3 in ovarian cancer. *British journal of cancer* 110, 133-145, doi:10.1038/bjc.2013.673 (2014).

[47] Sio, A. *et al.* Dysregulated hematopoiesis caused by mammary cancer is associated with epigenetic changes and hox gene expression in hematopoietic cells. *Cancer research* 73, 5892-5904, doi:10.1158/0008-5472.CAN-13-0842 (2013).

In order to conduct a clinical trial of a drug candidate, an IND must be filed with the FDA or Health Canada[48] that includes:

- IND-enabling Animal Pharmacology and Toxicology Studies – Pre-clinical data to permit an assessment as to whether the product is reasonably safe for initial testing in humans.
- Manufacturing Information – Information pertaining to the composition, manufacturer, stability, and controls used for manufacturing the drug substance and the drug product.
- Clinical Protocols and Investigator Information – Detailed protocols for proposed clinical studies to assess whether the initial-phase trials will expose subjects to unnecessary risks.

At this time, the Company has yet to file an IND for any of its drug candidates but may in the future pending pre-clinical results.

Our existing data has demonstrated that h1B11-12 binds and neutralizes human G-CSF both in vitro and in vivo (animal models). Since h1B11-12 is designed to selectively bind to human G-CSF, it does not effectively block mouse G-CSF which makes testing the antibody candidate in mouse cancer models challenging. To overcome this, we have used a surrogate antibody that binds and neutralizes mouse G-CSF for our in vivo mouse cancer studies. Although we believe use of the surrogate is appropriate and that results of this testing are reliable, there is no guarantee that in vivo human testing results will be similar or favourable. These studies have demonstrated that blocking G-CSF potentially leads to a reduction in myeloid derived suppressor cells, an increase in T cells and DCs, and a reduction in tumour growth. In addition, our data suggests that blocking G-CSF in mouse cancer models over an extended period of time is potentially safe. In order to further advance our antibody candidate towards clinical trials, we will need to conduct the IND-enabling animal pharmacology and Good Laboratory Practices ("**GLP**") toxicology studies with h1B11-12 in at least one relevant animal model. The only appropriate animal model for these studies is NHPs. In order for these studies to be approved by regulators, they need to be conducted on antibody that has been produced using GMP. These studies are necessary for advancement into the clinic but because GMP manufacture and GLP toxicology of antibody therapeutics is costly, it is common practice to reduce the risk of these studies by conducting the same studies without using GLP and with non-GMP material. The results of these studies will determine whether the Company should proceed to repeat the studies using GLP and with GMP Antibody.

The Company will be initiating CRO led non-GLP studies to determine the preliminary safety for the h1B11-12 and to inform future GLP IND-enabling studies. There will be two studies. Study #1 will likely be a single dose PK Study that will last for 21 days. Normal animals will be treated with different doses of h1B11-12 and then monitored for 21 days in order to follow the clearance of h1B11-12 and changes in immune cells over time. Study #2 will likely be a single dose acute PK Study that will last seven days. This study will potentially test the effectiveness of a single dose of h1B11-12 to neutralize an excess amount of G-CSF. This is important because in the cancer setting, we are proposing to treat patients who have higher than normal levels of G-CSF due to their cancer. This study will potentially tell us if h1B11-12 can effectively neutralize excess G-CSF and whether this leads to any toxicity over a seven day period. Prior to the start of these studies, the Company intends to work with NRC to carry out a small scale non-GMP production of h1B11-12 to use in the studies.

[48] As of the date of this Prospectus, the Company intends to prioritize an application with the FDA over an with Health Canada but this process will be considered further when any of the Company's drug candidates are closer to the clinical trial stage.

Small-scale non-GMP production of h1B11-12 is expected to start in August 2023 at a cost of approximately $10,000 and the Company anticipates that it will take six weeks to complete. The production run will be accompanied by further antibody characterization (production rate and Antibody affinity) which will be used to inform future GMP manufacture of h1B11-12. PK Study #1 is expected to commence shortly after the production run at a cost of approximately $88,500 and we expect to receive a final report three months later. Once the final report from PK Study #1 is received, and if the results are encouraging, PK Study #2 will be initiated at a cost of approximately $53,500. The Company expects that final report from PK Study #2 will take two months from study initiation. The results of PK Study #1 and #2 are intended to be used as a part of the data package for a future pre-IND meeting as well as to support discussions with pharmaceutical companies for a drug development partnership. Upon a successful pre-IND meeting and subject to the Company either partnering with an industry partner or raising the required, the Company intends to initiate IND-enabling studies and GMP drug manufacture for a Phase I clinical study.

IND-enabling animal pharmacology studies are expected to be initiated in early 2024. These animal efficacy studies will be conducted through a CRO and are anticipated to cost around $50,000, taking approximately six months to completion. The studies will involve testing G-CSF blockade in one to two common mouse cancer models that have been shown to express high levels of G-CSF. There are several CROs with expertise in mouse cancer models for IO (Such as Crown Bioscience, Explora Biolabs, etc.) and once an appropriate CRO has been chosen the studies can be completed concurrently within six months. If the results of these studies are positive, the data from these studies will be used to support a potential IND submission to the FDA.

Upon completion of the toxicology and animal efficacy studies, the Company plans to approach a large pharmaceutical company with the data in order to find a partner for further clinical development. If a partner cannot be found, the Company intends raise the necessary funds to initiate future Phase I and II studies. However, there is no guarantee that the Company will be able to raise the necessary funds on favourable terms or at all.

Myeloid Targeted Prodrug Development

ME Therapeutics has entered into a co-development agreement with Integrated Nano Therapeutics Inc. See "*Economic Dependence – Material Transfer and Collaborative Research Agreement*", for more details.

ME Therapeutics has developed a screening assay that was used to screen for small molecule drug candidates that can overcome the suppression of cancer killing T cells by tumour-derived myeloid cells. This screening technology was transferred to the CDRD and used to screen thousands of known drug candidates (off-patent small molecule drugs). Several of these drug candidates demonstrated an ability to reverse T cell suppression at appropriate concentrations without any toxicity to the T cells. These drug candidates were shortlisted and tested further in our shared lab with UBC to prioritize the best molecules to advance into preclinical development. The lead drug candidate is a known drug which was previously developed for a non-cancer indication that could reverse the suppression of T cells by myeloid cells. Moreover, the Company showed that the drug did not interfere with normal T cell activation or function in the absence of myeloid cells. A review of the literature confirmed that this drug candidate indeed had the following potential anticancer activity:

- blocked a known suppressive signaling pathway in cancer cells and suppressive immune cells;

- killed certain cancer cells directly;
- killed cancer stem cells; and
- could potentially reduce side effects of current IO drugs by targeting certain cytokines known to cause excessive inflammation in response to IO.

Development of an Active Prodrug Candidate

Since this drug was previously developed for a completely different, non-cancer indication, it's dosing and delivery was not optimal for use as a cancer therapy. In order to attempt to improve on the activity and characteristics of the drug candidate, the Company developed a new version of the drug as a lipid nanoparticle ("**LNP**") prodrug candidate in order to allow for targeted delivery to myeloid cells. This formulation potentially allows for high on-target activity with low side effects and more effective dosing by achieving high drug concentrations in the tumour environment where it is active.

The new prodrug candidate formulation should also allow the Company to file for new Intellectual Property applications. Two versions of the prodrug candidate have been developed to date pursuant to the Collaborative Research Agreement. The prodrug candidates were designed using INTs patented prodrug technology used for highly insoluble drugs.

The first version of the prodrug candidate (D094) was successfully generated in mid-2022 and demonstrated that the prodrug candidate was in fact feasible to manufacture. Initial in vitro testing was conducted at the BC Cancer and the results demonstrated that D094 had potential anti-cancer activity. Subsequently, a second generation version of the prodrug candidate (D099) was created in order to optimize particular drug characteristics. D094 had very limited spontaneous release of active drug which may or may not be beneficial. D099 was designed to have more spontaneous drug release in case this characteristic proved to be important for the drug function in vivo. Both versions of the prodrug candidate were tested in vitro in April 2023 through a contract with BC Cancer at a cost of $3,832.63. The results of the study showed that both D094 and D099 had anti-cancer activity and that the characteristics of the two prodrug candidates were as expected based on their design. The Company now plans to initiate the first in vivo testing of D094 and D099 in order to determine the ideal dose to use in mouse cancer efficacy studies. Since the active drug component of D094 and D099 has been used in mice before, the Company already knows the dose range where D094 and D099 should be active which lowers the risk of this type of study. The first in vivo studies are expected to be initiated on June 19, 2023 and take two months to complete at an estimated cost of $8,000. Upon completion of these studies, the Company will know if a successful prodrug candidate formulation has been developed which is suitable for further in vivo efficacy testing in mouse cancer models. If the activity is not acceptable, the Company will work with INT to attempt to optimize the prodrug candidate further.

Prodrug Efficacy in Mouse Cancer Models

New IO drugs undergo initial efficacy testing in several accepted mouse cancer models. These models have been used by the majority of companies developing new IO drugs and there are several existing CROs with expertise in these models. Crown Bioscience, a prospective CRO that the Company may engage, is one of the CROs with the most extensive experience with mouse cancer efficacy studies in IO. They have access to all of the widely accepted models and a breadth of past experience running these studies. The Company plans to engage a CRO to conduct their initial animal efficacy studies with the prodrug candidate. Mouse cancer efficacy studies in IO are almost always designed to test the efficacy

of a new drug in a model where checkpoint blockade is only marginally effective. The new drugs are tested alone and in combination with checkpoint blockade in order to determine if the drug 1) has single agent activity against the cancer and 2) can improve the efficacy of checkpoint blockade.

We intend to conduct efficacy studies in two or three different mouse cancer models with a CRO with one version of the prodrug candidate. We anticipate that these studies will cost $100,000 and take place in late 2023 and early 2024. Manufacture of the prodrug candidate for these studies will be completed by INT. We expect that the results of these studies will determine whether the prodrug candidate has the appropriate activity for further preclinical and possibly clinical development. If successful, these animal efficacy studies will be used to support discussions with several large pharmaceutical companies in hopes of securing a partner for further preclinical and or clinical studies. If the results are positive, the proposed studies will also be used to support the future clinical development of the prodrug candidate. If the data is compelling but a partnership cannot be secured under favorable terms, the Company intends to raise the funds necessary to complete preclinical testing and possibly Phase I/II clinical studies. The Company intends to file a provisional patent application for the prodrug formulation(s) and its use to treat cancer in 2023 if the results of the efficacy studies are encouraging. There were several other drug candidates discovered during the initial drug screening process which are currently being prioritized. The amount of resources available will determine the timing of these new drug studies.

If the animal efficacy data supports the further development of the prodrug candidate, the next steps will be to have a Pre-IND meeting in mid to late 2024 in order to determine the studies required for a first in human clinical trial. Should the Company's drug candidates show promising results, the Company may engage the necessary consultants (regulatory, toxicology, clinical, and manufacturing) to produce the data required for an IND (See above disclosure for steps required for an IND).

Manufacture of Prodrug Candidate for Preclinical Studies

Initial prodrug candidate manufacturing for our animal efficacy studies is expected to be carried out on a small scale by INT. INT has agreed to also work towards developing the methods necessary for future large scale manufacturing of the prodrug candidate. After the initial efficacy studies and positive results, we anticipate that our manufacturing strategy will be to contract with third parties to manufacture our APIs and possible drug products. We intend to file patent applications in the United States, Canada, Europe, China and Japan regarding the proprietary formulations and processes used to manufacture our drug candidates. Manufacture of our prodrug candidate for clinical studies is expected to be carried out under GMP conditions in order to be acceptable for use in humans. The manufacturer will be responsible for the testing required in the chemistry and manufacturing section of our IND.

Toxicology Studies

As noted throughout this Prospectus, upon successfully completing a pre-IND meeting and receiving approval to file a full IND, the Company intends to begin the process of finding a CRO to carry out GLP testing of the prodrug candidate. The required testing will be determined during the Pre-IND meeting and the studies will be designed with input from our toxicology and regulatory consultants.

Novel Lipid Nanoparticle Formulations

Use of lipid nanoparticles (LNPs) to deliver mRNAs to specific myeloid populations for immunization or gene therapy is a promising addition to the IO repertoire. LNPs generally contain an ionizable lipid, a helper phospholipid, cholesterol and PEG, the relative ratios of which have significant effects on target

cells and potency. LNPs are ideal for nucleic acid delivery as they have low toxicity and off target effects, protect from nucleases in the circulation, and promote survival in the endosome with escape to the cytosol.[49] LNPs are showing success in many models, including preclinical models of cancer.[50] For example, LNPs used to deliver tumor antigen mRNAs to APCs induced a cytotoxic CD8 T cell response, reduced tumor growth and extended survival in a mouse model of melanoma.

A problem in the field is that systemic administration of existing LNPs leads to preferential targeting to the liver. This is partly due to the process by which they are selected – usually an in vitro screen. However, recent evidence shows that in vitro delivery does not predict in vivo delivery to cells other than hepatocytes, necessitating in vivo screening of LNP formulations.[51] Synthesis of nanomaterials currently occurs at a rate several orders of magnitude higher than the rate at which they can be tested for drug delivery in vivo, necessitating the development of high throughput screens. In order to address these issues and to potentially uncover new LNP formulations optimized for use in IO, the Company will carry out studies in collaboration with Dr. Kenneth Harder's lab at UBC. These studies are intended to aim to develop a barcode based high-dimensional single cell screen of LNP formulations and use of identified LNPs to target mRNAs to myeloid cells as an immunotherapeutic strategy. The Company intends to provide partial funding for reagents and in vitro testing of any promising LNP formulations. The cost for these studies are estimated to be approximately $20,000 and plan to be conducted from September 2023 to August 2024 with minimal operational impact to the Company. The Company intends to endeavor to in-license any promising LNP formulations discovered from these studies with the intention to use those formulations in future myeloid targeted IO drug development.

Commercialization

We are a preclinical stage company without a history of revenue or manufacturing, clinical development or marketing experience. Because clinical development, as well as establishing a full manufacturing and commercialization structure, is expensive and time consuming, we intend to explore alternative commercialization strategies, at a later stage, if warranted, including:

- developing preclinical data packages for our drug candidates in order to potentially partner with industry participants on early stage clinical development;

- developing drug candidates up to and through Phase II clinical trials with the objectives of rapid, cost effective risk reduction and value creation followed by establishment of strategic partnerships for late stage clinical development and subsequent commercialization;

- developing a robust pipeline of promising drug candidates at various stages of the development process to establish optionality and regular value inflection opportunities and revenue(s), particularly during development activities up to and including Phase II clinical studies;

- strategically entering into co-development partnership(s) to retain potential for commercialization rights on selected drug candidate(s) and market opportunities; and

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[49] Mukalel, A. J., Riley, R. S., Zhang, R. & Mitchell, M. J. Nanoparticles for Nucleic Acid Delivery: Applications in Cancer Immunotherapy. Cancer Lett, doi:10.1016/j.canlet.2019.04.040 (2019)

[50] Kranz, L. M. et al. Systemic RNA delivery to dendritic cells exploits antiviral defence for cancer immunotherapy. Nature 534, 396-401, doi:10.1038/nature18300 (2016)

[51] Paunovska, K. et al. A Direct Comparison of in Vitro and in Vivo Nucleic Acid Delivery Mediated by Hundreds of Nanoparticles Reveals a Weak Correlation. Nano Lett 18, 2148-2157, doi:10.1021/acs.nanolett.8b00432 (2018)

- partnering with industry participants to incorporate our programs into new and existing drugs.

Regulatory Approvals

If the preliminary safety and efficacy tests are favorable, then the Company plans to proceed to file an IND with the FDA for a clinical trial and begin the Phase I/II trial, subject to the availability of financing and other relevant considerations. The cost for a Phase I/II trial is approximately $5,000,000, which accounts for GMP manufacture of drugs, regulatory reporting, clinical trial costs and should take approximately two years to completion. If Phase I/II testing is favorable, then the Company plans to proceed to further Phase II testing and or jump to Phase III testing subject to the availability of financing and other relevant considerations. The cost for Phase II testing is anticipated to be $10,000,000, and $25,000,000 for Phase III. For additional details regarding the required regulatory approvals that the Company anticipates it may need in the future, see "*Government Regulation*" below.

Specialized Skill and Knowledge

Directors

Salim Dhanji (Founder, CEO and a director), John Priatel (director) and Kenneth Harder (director) are all experts in the field of IO with a wealth of experience in the biotechnology industry.

Dr. Salim Dhanji

Dr. Dhanji obtained his PhD in Microbiology and Immunology from UBC in 2006. Following this, he was a postdoctoral fellow in cancer immunology and autoimmunity at Ontario Cancer Institute from 2006 to 2009. Further, he was Director of Preclinical research at Qu Biologics Inc. from 2009 to 2014. In this role, he oversaw all preclinical research including mouse cancer efficacy studies and toxicology studies. He was also responsible for non-clinical sections of investigators brochure for two clinical drug candidates. Dr. Dhanji has been the author or co-author to numerous published studies in cancer immunology and autoimmunity.

Dr. Kenneth Harder

Dr. Harder obtained his PhD in Genetics in 1996. Following this, he was a postdoctoral fellow at the Ludwig Institute for Cancer Research in Australia from 1998 to 2006. Since then, he has been a faculty member at UBC. Dr. Harder is a distinguished expert in the fields of microbiology and immunology and who has been an author or co-author for over fourty publications. Dr. Harder, primarily as the principal investigator, has been granted over $2M in grants for his research and projects. Recently, Dr. Harder has co-authored two publications relating to the Company's prodrug candidates and myeloid cells.[52][53]

[52] Matos, Israel & Barvalia, Maunish & Chehal, Manreet & Robertson, A. & Kulic, Iva & Silva, Jessica & Ranganathan, Abhinandan & Short, Amy & Huang, Yu-Hsuan & Long, Erin & Priatel, John & Dhanji, Salim & Nelson, Brad & Krebs, Danielle & Harder, Kenneth. (2023). Tumor-derived G-CSF Alters Tumor and Systemic Immune System Cell Subset Composition and Signaling. Cancer Research Communications. 3. 10.1158/2767-9764.CRC-22-0278.

[53] Barvalia, Maunish & Harder, Kenneth. (2022). An End-to-End Workflow for Interrogating Tumor-Infiltrating Myeloid Cells Using Mass Cytometry. 10.1007/978-1-0716-2376-3_12.

Dr. John Priatel

Dr. Priatel earned a Bachelors in Science majoring in Microbiology in 1989 and a PhD in Genetics in 1997, both from UBC. Dr. Priatel has been the principal investigator or co-investigator for an abundance of scientific government grants and has authored or co-authored over fourty publications. Of his publications, many were published in highly ranked and highly cited scientific journals in the fields of biology and immunology. Dr. Priatel has co-authored two publications (including one with Dr. Dhanji and Dr. Harder) on the subject of myeloid cells and cancer therapy/immunotherapy.

For additional details and full bios on each of the directors and officers of the Company, see "*Directors and Executive Officers – Directors and Officers of the Company".*

Consultants

In addition, the Company has three consultants, two of which are scientific advisors and one of whom provides corporate and capital markets advisory services. Two consultants, as consideration for their services, were granted Stock Options in an amount based on their specific skill set and time committed to provide such services to the Company. One consultant is paid a quarterly cash fee of $1,250. The Company expects that consideration for each of the Company's consultants will be regularly reviewed and revised as it grows from time to time, as necessary. For additional information on the Stock Options granted to the consultants, see "*Prior Sales*."

Competitive Conditions

The pharmaceutical and biotechnology industries are characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary products. While we believe that our technology, the expertise of our executive and scientific teams, research, clinical capabilities, development experience and scientific knowledge provide us with competitive advantages, we face increasing competition from many different sources, including pharmaceutical and biotechnology companies, academic institutions, governmental agencies and public and private research institutions. Drug candidates that we successfully develop and commercialize may compete with existing therapies and new therapies that may become available in the future.

The Company's main competition for its G-CSF targeting drug candidate is the Commonwealth Serum Laboratories ("**CSL**") based in Australia. CSL develops an antibody drug candidate targeting G-CSF receptor in arthritis and inflammation ("**CSL324**") which is the same pathway as ME Therapeutics, but using different mechanisms. CSL is the Company's only other known competitor in the G-CSF targeting space. The advantage of CSL324 is that the drug is in a more advanced stage of development (Phase I/II clinical trials) where the drug's safety has already been proven. However, the efficacy of the drug has yet to be proven. The drug also potentially causes an irreversible block in G-CSF signaling which cannot be overcome with excess G-CSF. By contrast, ME Therapeutics believes its anti-G-CSF antibody candidate is safer than CSL324 because it targets G-CSF instead of receptors potentially allowing toxicity to be overcome by administering the clinically available G-CSF. Moreover, CSL324 safety data suggests that targeting G-CSF will be safe, which is the same pathway as the Company's drug candidate.

The Company also has indirect competitors selling IO drugs which are large pharmaceutical companies including Merck Corporation, Bristol Meyers Squibb Company, and Roche (Roche Holding AG). The Company intends to seek opportunities to become sellers to its indirect competitors, if the results of the drug candidate testing are positive during clinical trials. There can be no assurance that the Company

will have success during clinical trials and be able to become sellers to its indirect competitors (as noted in this section), and, even if clinical trials were successful, that the terms of any potential sale would be favourable to the Company.

There are smaller public biotechnology companies developing myeloid targeting drugs including Infinity Pharmaceuticals, Inc. which developed the PI3 kinase inhibitor, IPI-549, and Trillium Therapeutics Inc. which developed the SIRPa-IgG1 fusion protein, TTI-621. As noted above, Trillium Therapeutics Inc. was acquired for its SIRPa program by Pfizer Inc. in November of 2021.

Infinity Pharmaceuticals' PI3 kinase inhibitor (IPI-549) is in a more advanced stage of development (Phase I/II) and has a proven mechanism of action targeting myeloid cells. Their early data suggests it is effective in combination with checkpoints in breast cancer and renal cancer. However, PI3 kinase inhibitor class has possible off-target liver toxicity and other PI3 kinase inhibitors have more severe toxicity. The efficacy of IPI-549 remains unproven. Trillium Therapeutics SIRPa-Fc drug is also in a more advanced stage of development and effectively blocks CD47 signaling. However, there are off-target effects on red blood cells and efficacy is still unproven. By contract, the Company's myeloid targeting prodrug candidates have differentiated targets with known mechanisms, and may have the advantage of offering targeted delivery to myeloid cells in tumors. The Company has in house and partner expertise in LNP formulation design to enable selective myeloid cell targeting. Also, if the currently in-vogue targets, such as the CD47, do not demonstrate substantial efficacy, there will be a major shift to new targets.

The chart below (adapted from Barry, et al. 2023. Nature Reviews Cancer[54]) shows a non-exhaustive list of myeloid cell targeting drugs currently in clinical trials. Most of these drugs are being developed by large pharmaceutical companies, however, there has been little published clinical success to date, highlighting the need for new targets or better drugs against existing targets.

Drug and company	Type	Trial phase and trial identifier	Disease	Comments
CSF1R antagonists				
Pexidartinib (also known as PLX3397) (Plexxikon (Daiichi Sankyo))	Small molecule	I (NCT01790503)	Recurrent glioblastoma	Terminated; safety, PK and efficacy data reported
		I (NCT02777710)	CRC, PDAC, metastatic cancer, advanced cancer	No results reported
		I (NCT02452424)	Melanoma and other solid tumours	Terminated, no efficacy

[54] Barry, S.T. et al. Therapeutic targeting of tumour myeloid cells. *Nat Rev Cancer*. 2023 Apr;23(4):216-237. doi: 10.1038/s41568-022-00546-2.

		Ib/II (NCT01596751)	Metastatic breast cancer	Safety and efficacy data reported
ARRY-382 (also known as PF-07265804) (Array (Pfizer))	Small molecule	Ib/II (NCT02880371)	PD1/PDL1-resistant tumours, platinum-resistant ovarian cancer, PDAC	Combination tolerated but limited efficacy signal[55]
		I (NCT01316822)	Solid tumours	Dose finding no results reported
LY3022855 (Lilly)	Antibody	I (NCT02718911)	Advanced solid tumours	No efficacy[56]
		I (NCT02265536)	Breast and prostate cancer	Immune PD reported, no efficacy[57]
		I (NCT03153410)	PDAC	No results reported
		I/II (NCT03101254)	Melanoma	No results reported
Cabiralizumab (also known as FPA-008 and BMS-936558) (Five Prime/BMS)	Antibody	II (NCT04050462)	HCC	No results reported
		I/II (NCT03335540)	Solid tumours	No results reported
		II (NCT03336216)	PDAC	No results reported
		II (NCT03697564)	PDAC	No results reported
		II (NCT03768531)	Biliary tract cancer	Withdrawn
		II (NCT03927105)	Relapsed refractory T cell lymphoma	Safety data reported

[55] Johnson, M. et al. ARRY-382 in combination with pembrolizumab in patients with advanced solid tumors: results from a phase 1b/2 study. *Clin. Cancer Res*. 28, 2517–2526 (2022).

[56] Falchook, G. S. et al. A phase 1a/1b trial of CSF-1R inhibitor LY3022855 in combination with durvalumab or tremelimumab in patients with advanced solid tumors. *Invest. New Drugs* 39, 1284–1297 (2021).

[57] Autio, K. A. et al. Immunomodulatory activity of a colony-stimulating factor-1 receptor inhibitor in patients with advanced refractory breast or prostate cancer: a phase I study. *Clin. Cancer Res*. **26**, 5609–5620 (2020).

		I (NCT03431948)	Advanced metastatic cancers	No results reported
CSF1 antagonist				
Lacnotuzumab (also known as MCS110) (Novartis)	Antibody	I/II (NCT02807844)	Solid tumours	Safety reported
		II (NCT02435680)	TNBC	Safety reported, no efficacy
		I/II (NCT03742349)	TNBC	No results reported
CCR2 antagonists				
PF-04136309 (also known as PF-6309) (Pfizer)	Small molecule	Discontinued Ib/II (NCT01413022)	PDAC	Encouraging efficacy signal[58]
		Discontinued Ib/II (NCT02732938)	PDAC	Safety concerns no efficacy[59]
BMS-813160 (BMS) (CCR2/5 inhibitor)	Small molecule	II (NCT04123379)	HCC/NSCLC	No results reported, compares CCR2/5 inhibition and IL-8 blockade
		I/II (NCT03767582)	PDAC	No results reported
		I/II (NCT03496662)	PDAC	No results reported
CXCR2/IL-8 antagonists				
AZD5069 (AstraZeneca)	Small molecule	I/II (NCT02499328)	HNSCC	Safety data reported, no efficacy
		I/II (NCT02583477)	PDAC	No results reported
		I/II (NCT03177187)	Metastatic castrate-resistant prostate cancer	No results reported

[58] Walens, A. et al. CCL5 promotes breast cancer recurrence through macrophage recruitment in residual tumors. *eLife* 8, e43653 (2019).

[59] Noel, M. et al. Phase 1b study of a small molecule antagonist of human chemokine (C-C motif) receptor 2 (PF-04136309) in combination with nab-paclitaxel/gemcitabine in first-line treatment of metastatic pancreatic ductal adenocarcinoma. *Invest. New Drugs* 38, 800–811 (2020).

BMS-986253 (also known as HuMax-IL8) (BMS)	Antibody	I/II (NCT03689699)	Hormone-sensitive prostate cancer	No results reported
		I/II (NCT04050462)	HCC	No results reported
		I (NCT04123379)	HCC, NSCLC	No results reported, compares CCR2/5 inhibition and IL-8 blockade
		I/II (NCT03400332)	Metastatic or unresectable solid tumours	No results reported
		I (NCT04572451)	Metastatic solid tumours	No results reported
SX-682 (Syntrix Pharmaceuticals)	Small molecule	I (NCT03161431)	Metastatic melanoma	No results reported
PI3Kγ antagonist				
Eganelisib (also known as IPI-549) (Infinity Pharmaceuticals)	Small molecule	I (NCT02637531)	Advanced solid tumours	Early data report encouraging efficacy[60]
		II (NCT03980041)	Advanced urothelial carcinoma	No results reported
		II (NCT03961698)	TNBC and RCC	No results reported
		II (NCT03795610)	Head and neck cancer (HPV positive or negative)	No results reported
		I (NCT03719326)	TNBC and ovarian cancer	No results reported
CD47 Antagonist				
TTI-621 (SIRPa-IgG1 Fc)	Fusion protein	I/II (NCT04996004)	Leiomyosarcoma	

[60] Sullivan, R. J. et al. Initial results from first-in-human study of IPI-549, a tumor macrophage-targeting agent, combined with nivolumab in advanced solid tumors. *J. Clin. Oncol.* 36, 3013–3013 (2018).

		I (NCT02890368)	Refractory Solid Tumors and Mycosis Fungoides	
		I (NCT02663518)	Hematologic Malignancies and Selected Solid Tumors	
		II (NCT05507541)	Diffuse Large B-Cell Lymphoma	

Government Regulation

The manufacturing process for pharmaceutical products is highly regulated and regulators may shut down manufacturing facilities that they believe do not comply with regulations. Any potential third-party manufacturers of our drug candidates, when and if manufacturing is warranted, will subject to Current Good Manufacturing Practice ("**cGMP**"), which are extensive regulations governing manufacturing processes, stability testing, record keeping and quality standards as defined by the FDA and the EMA. Similar regulations and requirements are in effect in other countries.

Government authorities in the United States at the federal, state and local level and in other countries extensively regulate, among other things, the research, development, testing, manufacture, quality control, approval, labeling, packaging, storage, record-keeping, promotion, advertising, distribution, post-approval monitoring and reporting, marketing and export and import of drug products. Generally, before a new drug can be marketed, considerable data demonstrating its quality, safety and efficacy must be obtained, organized into a format specific to each regulatory authority, submitted for review and approved by the regulatory authority.

The following topics under this "*Government Regulation*" section are not of immediate concern to the Company. The Company's drug candidates are still in preclinical development and require more advancement until the subsequently mentioned regulations and regulated processes are applicable. The Company will, however, continually consider the following sections at each stage of developing its drug candidates in order to ensure that they are maintaining compliant practices for when any of the Company's drug candidates reach these stages, if at all.

U.S. Drug Development

In the United States, the FDA regulates drugs under the *Federal Food, Drug and Cosmetic Act* (the "**FDCA**"), and its implementing regulations. Drugs are also subject to other federal, state and local statutes and regulations. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements at any time during the product development process, approval process or after approval, may subject an applicant to administrative or judicial sanctions. These sanctions could include, among other actions, the FDA's refusal to approve pending applications, withdrawal of an approval, a clinical hold, untitled or warning letters, product seizures, total or partial suspension of production or distribution, injunctions,

fines, refusals of government contracts, restitution, disgorgement, or civil or criminal penalties. Additionally, a manufacturer may need to recall a product from the market. Any agency or judicial enforcement action could have a material adverse effect on us.

Our antibody and prodrug candidates would have to be approved by the FDA through the New Drug Application ("**NDA**") process before they may be legally marketed in the United States. The process required by the FDA before a drug may be marketed in the United States generally involves the following:

- completion of extensive nonclinical laboratory tests, animal studies and formulation studies in accordance with applicable regulations, including the FDA's good laboratory practice, or GLP regulations;

- submission to the FDA of an IND application, which must become effective before human clinical studies may begin;

- approval by an independent institutional review board, or IRB, or ethics committee at each clinical study site before each study may be initiated;

- performance of adequate and well-controlled human clinical studies in accordance with applicable IND and other clinical study-related regulations, referred to as good clinical practices ("**GCPs**"), to establish the safety and efficacy of the proposed drug for each proposed indication;

- submission to the FDA of an NDA for a new drug;

- a determination by the FDA within 60 days of its receipt of an NDA to file the NDA for review;

- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities where the drug is produced to assess compliance with current good manufacturing practices, or cGMP, requirements to assure that the facilities, methods and controls are adequate to preserve the drug's identity, strength, quality and purity;

- potential FDA audit of the nonclinical study and/or clinical study sites that generated the data in support of the NDA; and

- FDA review and approval of the NDA, including consideration of the views of any FDA advisory committee, prior to any commercial marketing or sale of the drug in the United States.

The nonclinical and clinical testing and approval process requires substantial time, effort and financial resources, and we cannot be certain that any approvals for our drug candidates will be granted on a timely basis, if at all.

The data required to support an NDA is generated in two distinct development stages: nonclinical and clinical. For new chemical entities, the nonclinical development stage generally involves synthesizing the active component, developing the formulation and determining the manufacturing process, as well as carrying out non-human toxicology, pharmacology and drug metabolism studies in the laboratory, which support subsequent clinical testing. These nonclinical tests include laboratory evaluation of product chemistry, formulation, stability and toxicity, as well as animal studies to assess the characteristics and potential safety and efficacy of the product. The conduct of the nonclinical tests must comply with

federal regulations, including GLPs. The sponsor must submit the results of the nonclinical tests, together with manufacturing information, analytical data, any available clinical data or literature and a proposed clinical protocol, to the FDA as part of the IND. An IND is a request for authorization from the FDA to administer an investigational drug product to humans. Some nonclinical testing may continue even after the IND is submitted, but an IND must become effective before human clinical studies may begin. The central focus of an IND submission is on the general investigational plan and the protocol(s) for human trials. The IND automatically becomes effective 30 days after receipt by the FDA, unless the FDA raises concerns or questions regarding the proposed clinical studies, including concerns that human research subjects will be exposed to unreasonable health risks, and places the IND on clinical hold within that 30-day time period. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before the clinical study can begin. The FDA may also impose clinical holds on a drug candidate at any time before or during clinical studies due to safety concerns or non-compliance. Accordingly, we cannot be sure that any possible submission of an IND will result in the FDA allowing clinical studies to begin, or that, once begun, issues will not arise that could cause the study to be suspended or terminated.

The clinical stage of development involves the administration of the drug candidate to healthy volunteers or patients under the supervision of qualified investigators, generally physicians not employed by or under the trial sponsor's control, in accordance with GCPs, which include the requirement that all research subjects provide their informed consent for their participation in any clinical study. Clinical studies are conducted under protocols detailing, among other things, the objectives of the clinical study, dosing procedures, subject selection and exclusion criteria and the parameters to be used to monitor subject safety and assess efficacy. Each protocol, and any subsequent amendments to the protocol, must be submitted to the FDA as part of the IND. Further, each clinical study must be reviewed and approved by an independent institutional review board, or IRB, at or servicing each institution at which the clinical study will be conducted. An IRB is charged with protecting the welfare and rights of trial participants and considers such items as whether the risks to individuals participating in the clinical studies are minimized and are reasonable in relation to anticipated benefits. The IRB also approves the informed consent form that must be provided to each clinical study subject or his or her legal representative and must monitor the clinical study until completion. There are also requirements governing the reporting of ongoing clinical studies and completed clinical study results to public registries.

A sponsor who wishes to conduct a clinical study outside the United States may, but need not, obtain FDA authorization to conduct the clinical study under an IND. If a foreign clinical study is not conducted under an IND, the sponsor may submit data from the clinical study to the FDA in support of an NDA so long as the clinical study is conducted in compliance with GCP and the FDA is able to validate the data through an onsite inspection if the agency deems it necessary. There can be no assurance that the FDA will accept data from clinical trials conducted outside of the United States.

Clinical Studies

Clinical studies are generally conducted in three sequential phases that may overlap, known as Phase I, Phase II and Phase III clinical studies.

- Phase I clinical studies generally involve a small number of healthy volunteers who are initially exposed to a single dose and then multiple doses of the product candidate. The primary purpose

of these clinical studies is to assess the metabolism, pharmacologic action, side effect tolerability and safety of the drug.

- Phase II clinical studies typically involve studies in disease-affected patients to determine the dose required to produce the desired benefits and provide a preliminary evaluation of efficacy. At the same time, safety and further pharmacokinetic and pharmacodynamic information is collected, as well as identification of possible adverse effects and safety risks.

- Phase III clinical studies generally involve large numbers of patients at multiple sites (from several hundred to several thousand subjects) and are designed to provide the data necessary to demonstrate the effectiveness of the product for its intended use, its safety in use and to establish the overall benefit/risk relationship of the product and provide an adequate basis for physician labeling. Phase III clinical studies may include comparisons with placebo and/or comparator treatments.

Post-approval studies, sometimes referred to as Phase IV clinical studies, may be conducted after initial marketing approval. These studies are used to gain additional experience from the treatment of patients in the intended therapeutic indication. In certain instances, the FDA may mandate the performance of Phase IV clinical studies as a condition of approval of an NDA.

Progress reports detailing the results of the clinical studies must be submitted at least annually to the FDA. Written IND safety reports must be submitted to the FDA and the investigators within 15 calendar days for serious and unexpected suspected adverse events, findings from other studies or animal or in vitro testing that suggests a significant risk for human subjects, and any clinically important increase in the rate of a serious suspected adverse reaction over that listed in the protocol or investigator brochure. Additionally, a sponsor must notify the FDA of any unexpected fatal or life-threatening suspected adverse reaction within seven calendar days. Phase I, Phase II and Phase III clinical studies may not be completed successfully within any specified period, if at all. The FDA or the sponsor may suspend or terminate a clinical study at any time on various grounds, including a finding that the research subjects or patients are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical study at its institution if the clinical study is not being conducted in accordance with the institutional review board's requirements or if the drug has been associated with unexpected serious harm to patients. Additionally, some clinical studies are overseen by an independent group of qualified experts organized by the clinical study sponsor, known as a data safety monitoring board or committee. This group provides authorization for whether or not a study may move forward at designated check points based on access to certain data from the study.

Concurrently with clinical studies, companies often complete additional animal studies in order to gather further information regarding a drug candidate's pharmacokinetic and pharmacodynamic characteristics. Additionally, companies must develop additional information about the chemistry and physical characteristics of the drug as well as finalize a process for manufacturing the product in commercial quantities in accordance with cGMP requirements. The manufacturing process must be capable of consistently producing quality batches of the drug candidate and, among other things, the sponsor must develop methods for testing the identity, strength, quality and purity of the final drug product. Additionally, appropriate packaging must be selected and tested and stability studies must be conducted to demonstrate that the drug candidate does not undergo unacceptable deterioration over its shelf life.

NDA and FDA Review Process

The results of any nonclinical studies and clinical studies, together with other detailed information, including extensive manufacturing information and information on the composition of the drug and proposed labeling, are submitted to the FDA in the form of an NDA requesting approval to market the drug for one or more specified indications. The FDA reviews an NDA to determine, among other things, whether a drug is safe and effective for its intended use and whether the product is being manufactured in accordance with cGMP to assure and preserve the product's identity, strength, quality, and purity. FDA approval of an NDA must be obtained before a drug may be offered for sale in the United States.

In addition, under the *Pediatric Research Equity Act* ("**PREA**"), an NDA or supplement to an NDA must contain data to assess the safety and efficacy of the drug for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The FDA may grant deferrals for submission of pediatric data or full or partial waivers.

Under the *Prescription Drug User Fee Act* ("**PDUFA**"), as amended, each NDA must be accompanied by a user fee. The FDA adjusts the PDUFA user fees on an annual basis. According to the FDA's fee schedule, effective from October 1, 2022 through September 30, 2023, the user fee for an application requiring clinical data, such as an NDA, is $3,242,026. PDUFA also imposes an annual prescription drug product program fee for human drugs. Fee waivers or reductions are available in certain circumstances, including a waiver of the application fee for the first application filed by a small business. The FDA reviews all NDAs submitted before it accepts them for filing and may request additional information rather than accepting an NDA for filing. The FDA must make a decision on accepting an NDA for filing within 60 days of receipt. Once the submission is accepted for filing, the FDA begins an in-depth review of the NDA. Under the goals and policies agreed to by the FDA under PDUFA, for drugs that do not contain a new chemical entity ("**NCE**"), the FDA has ten months from the receipt date in which to complete its initial review of a standard NDA and respond to the applicant, and six months from the receipt date for a priority NDA. For drugs containing an NCE, these ten and six month review timeframes are from the filing date of an NDA. The FDA does not always meet its PDUFA goal dates for standard and priority NDAs, and the review process is often significantly extended by FDA requests for additional information or clarification.

After the NDA submission is accepted for filing, the FDA reviews the NDA to determine, among other things, whether the proposed product is safe and effective for its intended use, and whether the product is being manufactured in accordance with cGMP to assure and preserve the product's identity, strength, quality and purity. Before approving an NDA, the FDA will conduct a pre-approval inspection of the manufacturing facilities for the new product to determine whether they comply with cGMPs. The FDA will not approve the product unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. In addition, before approving an NDA, the FDA may also audit data from clinical studies to ensure compliance with GCP requirements. Additionally, the FDA may refer applications for novel drug products or drug products which present difficult questions of safety or efficacy to an advisory committee, typically a panel that includes clinicians and other experts, for review, evaluation and a recommendation as to whether the application should be approved and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions. The FDA will likely re-analyze the clinical study data, which could result in extensive discussions between the FDA and the applicant during the review

process. Should our drug candidates reach this stage, the review and evaluation of an NDA by the FDA will be extensive and time consuming and may take longer than originally planned to complete, and we may not receive a timely approval, if at all.

After the FDA evaluates an NDA, it may issue an approval letter or a "**Complete Response Letter**". An approval letter authorizes commercial marketing of the drug with specific prescribing information for specific indications. A Complete Response Letter indicates that the review cycle of the application is complete and the application is not ready for approval. A Complete Response Letter usually describes all of the specific deficiencies in the NDA identified by the FDA. The Complete Response Letter may require additional clinical data and/or an additional pivotal Phase III clinical study(s), and/or other significant and time-consuming requirements related to clinical studies, nonclinical studies or manufacturing. If a Complete Response Letter is issued, the applicant may resubmit the NDA addressing all of the deficiencies identified in the letter, withdraw the application, or request an opportunity for a hearing. Even if such data and information is submitted, the FDA may ultimately decide that the NDA does not satisfy the criteria for approval. Data obtained from any clinical studies that we may conduct may not always be conclusive and the FDA may interpret data differently than we interpret the same data.

There is no assurance that the FDA will ultimately approve a drug product that we develop for marketing in the United States and we may encounter significant difficulties or costs during the review process. If a product receives marketing approval, the approval may be significantly limited to specific diseases and dosages or the indications for use may otherwise be limited, which could restrict the commercial value of the product. Further, the FDA may require that certain contraindications, warnings, or precautions be included in the product labeling or may condition the approval of the NDA on other changes to the proposed labeling, development of adequate controls and specifications, or a commitment to conduct post-marketing testing or clinical studies and surveillance to monitor the effects of approved products. For example, the FDA may require Phase IV testing which involves clinical studies designed to further assess a drug's safety and efficacy and may require testing and surveillance programs to monitor the safety of approved products that have been commercialized. The FDA also may place other conditions on approvals including the requirement for a risk evaluation and mitigation strategy, or REMS, to assure the safe use of the drug. If the FDA concludes a REMS is needed, the sponsor of the NDA must submit a proposed REMS. The FDA will not approve the NDA without an approved REMS, if required. A REMS could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. Any of these limitations on approval or marketing could restrict the commercial promotion, distribution, prescription or dispensing of products. Product approvals may be withdrawn for non-compliance with regulatory requirements or if problems occur following initial marketing.

Orphan Drug Designation

Under the *Orphan Drug Act of 1983*, the FDA may grant orphan designation to a drug intended to treat a rare disease or condition, which is generally a disease or condition that affects fewer than 200,000 individuals in the United States, or more than 200,000 individuals in the United States and for which there is no reasonable expectation that the cost of developing and making the product available in the United States for this type of disease or condition will be recovered from sales of the product.

Orphan Drug designation must be requested before submitting an NDA. After the FDA grants orphan drug designation, the identity of the therapeutic agent and its potential orphan use are disclosed

publicly by the FDA. Orphan Drug designation does not convey any advantage in or shorten the duration of the regulatory review and approval process.

If a product that has orphan designation subsequently receives the first FDA approval for the disease or condition for which it has such designation, the product is entitled to Orphan Drug exclusivity, which means that the FDA may not approve any other applications to market the same drug for the same indication for seven years from the date of such approval, except in limited circumstances, such as a showing of clinical superiority to the product with orphan exclusivity by means of greater effectiveness, greater safety, or providing a major contribution to patient care or in instances of drug supply issues. Competitors, however, may receive approval of either a different product for the same indication or the same product for a different indication but that could be used off-label in the orphan indication. Should one of our drug candidates reach this stage, Orphan Drug exclusivity also could block the approval of one of our drug candidates for seven years if a competitor obtains approval before we do for the same product, as defined by the FDA, for the same indication we are seeking approval, or if our potential product is determined to be contained within the scope of the competitor's product for the same indication or disease. If one of our drug candidates is designated as an Orphan Drug receives marketing approval for an indication broader than that which is designated, it may not be entitled to Orphan Drug exclusivity.

Expedited Development and Review Programs

The FDA has a Fast Track program that is intended to expedite or facilitate the process for reviewing new drugs that meet certain criteria. Specifically, new drugs are eligible for Fast Track designation if they are intended to treat a serious or life-threatening condition and demonstrate the potential to address unmet medical needs for the condition. Fast Track designation applies to the combination of the drug and the specific indication for which it is being studied. The sponsor of a new drug may request the FDA to designate the drug as a Fast Track product at any time during the clinical development of the product. Unique to a Fast Track product, the FDA may review sections of the marketing application on a rolling basis before the complete NDA is submitted, if the sponsor provides a schedule for the submission of the sections of the application, the FDA agrees to accept sections of the application and determines that the schedule is acceptable, and the sponsor pays any required user fees upon submission of the first section of the application. The FDA review period does not begin until after the last section of the NDA has been submitted. Fast Track designation may be withdrawn by the FDA if the FDA believes that the designation is no longer supported by data emerging in the clinical trial process.

Any product submitted to the FDA for marketing, including under the Fast Track program, may be eligible for other types of FDA programs intended to expedite development and review, such as priority review. A drug is eligible for priority review if it has the potential to provide safe and effective therapy where no satisfactory alternative therapy exists or offers a significant improvement in the treatment, diagnosis or prevention of a disease compared to marketed products. The FDA will attempt to direct additional resources to the evaluation of an application for a new drug designated for priority review in an effort to facilitate the review.

Additionally, a drug may be eligible for designation as a Breakthrough Therapy if the drug is intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening disease or condition and preliminary clinical evidence indicates that the drug may demonstrate substantial improvement over existing therapies on one or more clinical development. The benefits of Breakthrough Therapy designation include the same benefits as Fast Track designation, plus intensive

guidance from FDA to ensure an efficient drug development program. Fast Track designation, priority review, and breakthrough designation do not change the standards for approval but may expedite the development or approval process.

Post-Marketing Requirements

Following approval of a new drug, a pharmaceutical company and the approved drug are subject to continuing regulation by the FDA, including, among other things, monitoring and recordkeeping activities, reporting to the FDA of adverse experiences with the drug, providing the FDA with updated safety and efficacy information, drug sampling and distribution requirements and complying with promotion and advertising requirements, which include, among others, standards for direct-to-consumer advertising, restrictions on promoting drugs for uses or in patient populations that are not described in the drug's approved labeling (known as "off-label use), limitations on industry-sponsored scientific and educational activities and requirements for promotional activities involving the internet. Although physicians may prescribe legally available drugs for off-label uses, manufacturers may not market or promote such off-label uses. Prescription drug promotional materials must be submitted to the FDA in conjunction with their first use. Further, if there are any modifications to the drug, including changes in indications, labeling, or manufacturing processes or facilities, the applicant may be required to submit and obtain FDA approval of a new NDA or NDA supplement, which may require the applicant to develop additional data or conduct additional nonclinical and clinical studies. As with new NDAs, the review process is often significantly extended by FDA's requests for additional information or clarification. Any distribution of prescription drug products and pharmaceutical samples must comply with the *U.S. Prescription Drug Marketing Act*, or the PDMA, a part of the FDCA.

In the United States, once a drug is approved, its manufacture is subject to comprehensive and continuing regulation by the FDA. The FDA regulations require that products be manufactured in specific approved facilities and in accordance with cGMP. Upon reaching this stage, we expect to rely, on third parties for the production of clinical and commercial quantities of our drug candidates in accordance with cGMP regulations. NDA holders using contract manufacturers, laboratories or packagers are responsible for the selection and monitoring of qualified firms, and, in certain circumstances, qualified suppliers to these firms. These manufacturers must comply with cGMP regulations that require among other things, quality control and quality assurance as well as the corresponding maintenance of records and documentation and the obligation to investigate and correct any deviations from cGMP. Drug manufacturers and other entities involved in the manufacture and distribution of approved drugs are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with cGMP and other laws. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain cGMP compliance. The discovery of violative conditions, including failure to conform to cGMP, could result in enforcement actions that interrupt the operation of any such facilities or the ability to distribute products manufactured, processed or tested by them. Discovery of problems with a product after approval may result in restrictions on a product, manufacturer, or holder of an approved NDA, including, among other things, recall or withdrawal of the product from the market.

Discovery of previously unknown problems with a drug or the failure to comply with applicable FDA requirements can have negative consequences, including adverse publicity, judicial or administrative enforcement, warning or untitled letters or Forms 483 from the FDA, mandated corrective advertising or communications with doctors, and civil or criminal penalties, among others. Newly discovered or

developed safety or effectiveness data may require changes to a product's approved labeling, including the addition of new warnings and contraindications, and also may require the implementation of other risk management measures. Also, new government requirements, including those resulting from new legislation, may be established, or the FDA's policies may change, which could delay or prevent regulatory approval of our current drug candidates. Should our business develop to this stage through the progression and promising results of one of our drug candidates, changes in statutes, regulations, or the interpretation of existing regulations may impact our business in the future by requiring, for example: (i) changes to any of our potential manufacturing arrangements; (ii) additions or modifications to drug labeling; (iii) the recall or discontinuation of one or all of our drug candidates; or (iv) additional record-keeping requirements. If any such changes were to be imposed, they could adversely affect the operation of our future business.

Orange Book Listing

Section 505 of the FDCA describes three types of marketing applications that may be submitted to the FDA to request marketing authorization for a new drug. A Section 505(b)(1) NDA is an application that contains full reports of investigations of safety and efficacy. A Section 505(b)(2) NDA is an application in which the applicant, in part, relies on investigations that were not conducted by or for the applicant and for which the applicant has not obtained a right of reference or use from the person by or for whom the investigations were conducted. Section 505(j) establishes an abbreviated approval process for a generic version of approved drug products through the submission of an Abbreviated New Drug Application ("**ANDA**"). An ANDA provides for marketing of a generic drug product that has the same active ingredients, dosage form, strength, route of administration, labeling, performance characteristics and intended use, among other things, to a previously approved product. Limited changes must be preapproved by the FDA via a suitability petition. ANDAs are termed "abbreviated" because they are generally not required to include nonclinical and clinical data to establish safety and efficacy. Instead, generic applicants must scientifically demonstrate that their product is bioequivalent to, or performs in the same manner as, the innovator drug through in vitro, in vivo, or other testing. The generic version must deliver the same amount of active ingredients into a subject's bloodstream in the same amount of time as the innovator drug and can often be substituted by pharmacists under prescriptions written for the reference listed drug.

In seeking approval for a drug through an NDA, including a 505(b)(2) NDA, applicants are required to list with the FDA certain patents having claims that cover the applicant's product and method of use. Upon approval of an NDA, each of the patents listed in the application for the drug is then published in Approved Drug Products with Therapeutic Equivalence Evaluations, also known as the Orange Book. These products may be cited by potential competitors in support of approval of an ANDA or 505(b)(2) NDA.

Any applicant who files an ANDA seeking approval of a generic equivalent version of a drug listed in the Orange Book or a 505(b)(2) NDA referencing a drug listed in the Orange Book must make patent certifications to the FDA that (1) no patent information on the drug or method of use that is the subject of the application has been submitted to the FDA; (2) the patent has expired; (3) the date on which the patent has expired and approval will not be sought until after the patent expiration; or (4) the patent is invalid or will not be infringed upon by the manufacture, use, or sale of the drug product for which the application is submitted. The last certification is known as a paragraph IV certification. Generally, the ANDA or 505(b)(2) NDA cannot be approved until all listed patents have expired, except where the ANDA or 505(b)(2) NDA applicant challenges a listed patent through a paragraph IV certification or if the

applicant is not seeking approval of a patented method of use. If the applicant does not challenge the listed patents or does not indicate that it is not seeking approval of a patented method of use, the ANDA or 505(b)(2) NDA application will not be approved until all of the listed patents claiming the referenced product have expired.

If the competitor has provided a paragraph IV certification to the FDA, the competitor must also send notice of the paragraph IV certification to the holder of the NDA for the reference listed drug and the patent owner within 20 days after the application has been accepted for filing by the FDA. The NDA holder or patent owner may then initiate a patent infringement lawsuit in response to the notice of the paragraph IV certification. The filing of a patent infringement lawsuit within 45 days of the receipt of a paragraph IV certification notice prevents the FDA from approving the ANDA or 505(b)(2) application until the earlier of 30 months from the date of the lawsuit, expiration of the patent, settlement of the lawsuit, a decision in the infringement case that is favorable to the applicant or such shorter or longer period as may be ordered by a court. This prohibition is generally referred to as the 30-month stay.

In instances where an ANDA or 505(b)(2) NDA applicant files a paragraph IV certification, the NDA holder or patent owners regularly take action to trigger the 30-month stay, recognizing that the related patent litigation may take many months or years to resolve. Thus, approval of an ANDA or 505(b)(2) NDA could be delayed for a significant period of time depending on the patent certification the applicant makes and the reference drug sponsor's decision to initiate patent litigation.

U.S. Marketing Exclusivity

Marketing exclusivity provisions under the FDCA can also delay the submission or the approval of certain marketing applications. The FDCA provides three years of marketing exclusivity for an NDA, or supplement to an existing NDA, if new clinical investigations, other than bioavailability studies, that were conducted or sponsored by the applicant are deemed by the FDA to be essential to the approval of the application. This three-year exclusivity covers only the modification for which the drug received approval on the basis of the new clinical investigations and does not prohibit the FDA from approving abbreviated new drug applications, or ANDAs, for drugs containing the active agent for the original indication or condition of use. The FDCA also provides a five-year period of non-patent marketing exclusivity within the United States to the first applicant to obtain approval of an NDA for an NCE. A drug is an NCE if the FDA has not previously approved any other new drug containing the same active moiety, which is the molecule or ion responsible for the action of the drug substance. During the exclusivity period, the FDA may not accept for review an ANDA or a 505(b)(2) NDA submitted by another company for another drug based on the same active moiety, regardless of whether the drug is intended for the same indication as the original innovator drug or for another indication, where the applicant does not own or have a legal right of reference to all the data required for approval. However, an application may be submitted after four years if it contains a certification of patent invalidity or non-infringement to one of the patents listed with the FDA by the innovator NDA holder. Three-year and five-year exclusivity will not delay the submission or approval of a full NDA. However, an applicant submitting a full NDA would be required to conduct or obtain a right of reference to all of the nonclinical studies and adequate and well-controlled clinical studies necessary to demonstrate safety and efficacy. Pediatric exclusivity is another type of regulatory market exclusivity in the United States. Pediatric exclusivity, if granted, adds six months to existing exclusivity periods and patent terms. This six-month exclusivity, which runs from the end of other exclusivity protection or patent term, may be granted based on the voluntary completion of a pediatric trial in accordance with an FDA-issued "Written Request" for such a trial.

U.S. Patent-term Extension

Depending upon the timing, duration and specifics of FDA approval of our current drug candidates or any future product candidate, some of the U.S. patents that we anticipate pursuing (pending successful pre-clinical study results) or intend to pursue may be eligible for limited patent term extension under the *Hatch-Waxman Act*. The *Hatch-Waxman Act* permits extension of the patent term of up to five years as compensation for patent term lost during FDA regulatory review process. Patent term extension, however, cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term extension period is generally one half the time between the effective date of an IND and the submission date of an NDA plus the time between the submission date of an NDA and the approval of that application, except that the review period is reduced by any time during which the applicant failed to exercise due diligence. Only one patent applicable to an approved drug is eligible for the extension (and only those patient claims covering the approved drug, a method for using it or a method for manufacturing it may be extended), and the application for the extension must be submitted prior to the expiration of the patent. A patent that covers multiple products for which approval is sought can only be extended in connection with one of the approvals. The United States Patent and Trademark Office, or USPTO, in consultation with the FDA, reviews and approves the application for any patent term extension. In the future, we may apply for extension of patent term for any of the patents we may be awarded to add patent life beyond their current expiration date, depending on the expected length of the clinical studies and other factors involved in the filing of the relevant NDA. However, there can be no assurance that the USPTO or FDA will grant us any requested patent term extension on any future or current patent application, either for the length we request or at all.

Other Regulatory Matters

Manufacturing, sales, promotion, and other activities following product approval are also subject to regulation by numerous regulatory authorities in addition to the FDA, including, in the United States, the Centers for Medicare & Medicaid Services, other divisions of the Department of Health and Human Services including the Office of the Inspector General, the U.S. Department of Justice, the Consumer Product Safety Commission, the Federal Trade Commission, the Occupational Safety & Health Administration, the Environmental Protection Agency and state and local regulatory authorities. In the United States, sales, marketing and scientific/educational programs must also comply with state and federal fraud and abuse laws. These laws include the federal Anti-Kickback Statute, which makes it illegal for any person, including a prescription drug manufacturer (or a party acting on its behalf) to knowingly and willfully solicit, receive, offer, or pay any remuneration that is intended to induce the referral of business, including the purchase, order, or prescription of a particular drug, for which payment may be made under a federal healthcare program, such as Medicare or Medicaid. Violations of this law are punishable by up to five years in prison, criminal fines, administrative civil money penalties and exclusion from participation in federal healthcare programs. In addition, the *Patient Protection and Affordable Care Act*, as amended by the *Health Care and Education Reconciliation Act of 2010* (collectively, the "**ACA**"), among other things, amended the intent requirement of the federal Anti-Kickback Statute. A person or entity no longer needs to have actual knowledge of the statute or specific intent to violate it. Moreover, the ACA provides that the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal civil *False Claims Act.*

Although, should our drug candidates and our business reach this stage, we anticipate that we would not submit claims directly to payors, drug manufacturers can be held liable under the federal civil *False Claims Act*, which prohibits anyone from knowingly presenting, or causing to be presented, for payment to federal programs (including Medicare and Medicaid) claims for items or services, including drugs, that are false or fraudulent, claims for items or services not provided as claimed, or claims for medically unnecessary items or services. The government may deem manufacturers to have "caused" the submission of false or fraudulent claims by, for example, providing inaccurate billing or coding information to customers or promoting a product off-label. In addition, any of our potential future activities relating to the reporting of wholesaler or estimated retail prices for our potential products, the reporting of prices used to calculate Medicaid rebate information and other information affecting federal, state and third-party reimbursement for our possible products, and the sale and marketing of our possible products, are subject to scrutiny under this law. Penalties for a *False Claims Act* violation include three times the actual damages sustained by the government, plus mandatory civil penalties of between $13,508 and $27,018 for each separate false claim assessed after January 30, 2023. The Department of Justice is responsible for updating the amount for civil penalties annually to account for inflation. In addition to the monetary civil penalties, for each separate false claim, the potential for exclusion from participation in federal healthcare programs, and, although the federal *False Claims Act* is a civil statute, conduct that results in a *False Claims Act* violation may also implicate various federal criminal statutes. If the government were to allege that we were, or convict us of, violating these false claims laws, we could be subject to a substantial fine and may suffer a decline in the price of our Common Shares. In addition, private individuals have the ability to bring actions under the federal *False Claims Act* and certain states have enacted laws modeled after the federal *False Claims Act*.

The federal *Health Insurance Portability and Accountability Act of 1996* ("**HIPAA**"), created new federal criminal statutes that prohibit among other actions, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private third-party payors, knowingly and willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense, and knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Like the federal Anti-Kickback Statute a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation.

The civil monetary penalties statute imposes penalties against any person or entity that, among other things, is determined to have presented or caused to be presented a claim to a federal health program that the person knows or should know is for an item or service that was not provided as claimed or is false or fraudulent. Also, many states have similar fraud and abuse statutes or regulations that may be broader in scope and may apply regardless of payor, in addition to items and services reimbursed under Medicaid and other state programs. Additionally, to the extent that any of our drug candidates, if approved, are sold in a foreign country, we may be subject to similar foreign laws.

HIPAA, as amended by the *Health Information Technology for Economic and Clinical Health Act* ("**HITECH**"), and their implementing regulations, including the final omnibus rule published on January 25, 2013, mandates, among other things, the adoption of uniform standards for the electronic exchange of information in common healthcare transactions, as well as standards relating to the privacy and security of individually identifiable health information, which require the adoption of administrative, physical and technical safeguards to protect such information. Among other things, HITECH makes HIPAA's security standards directly applicable to business associates, defined as independent

contractors or agents of covered entities that create, receive or obtain protected health information in connection with providing a service for or on behalf of a covered entity. HITECH also increased the civil and criminal penalties that may be imposed against covered entities and business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorney's fees and costs associated with pursuing federal civil actions. In addition, certain state laws govern the privacy and security of health information in certain circumstances, some of which are more stringent than HIPAA and many of which differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts. Failure to comply with these laws, where applicable, can result in the imposition of significant civil and criminal penalties.

Other regulations may affect other aspects of the future of our business. For example, pricing and rebate programs must comply with the Medicaid rebate requirements of the *U.S. Omnibus Budget Reconciliation Act of 1990* and more recent requirements in ACA. If products are made available to authorized users of the Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. Products must meet applicable child-resistant packaging requirements under the U.S. Poison Prevention Packaging Act. Manufacturing, sales, promotion and other activities are also potentially subject to federal and state consumer protection and unfair competition laws. There has also been a recent trend of increased federal and state regulation of payments made to physicians. Certain states mandate implementation of compliance programs, impose restrictions on drug manufacturers' marketing practices and/or require the tracking and reporting of gifts, compensation and other remuneration to physicians.

If, upon reaching this stage of our business, our operations are found to be in violation of any of such laws or any other governmental regulations that apply to us, we may be subject to penalties, including, without limitation, administrative, civil and criminal penalties, damages, fines, disgorgement, contractual damages, reputational harm, diminished profits and future earnings, the curtailment or restructuring of our operations, exclusion from participation in federal and state healthcare programs and individual imprisonment, any of which could adversely affect our ability to operate our business and our financial results. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. While this is currently not a concern of the Company's due to the stage of its drug candidates, the Company intends to monitor these concerns in the future if its drug candidates reach this stage.

European Union Drug Development

Similar to the United States, the various phases of preclinical and clinical research in the EU are subject to significant regulatory controls. Although the EU Clinical Trials Directive 2001/20/EC has sought to harmonize the EU clinical trials regulatory framework, setting out common rules for the control and authorization of clinical trials in the EU, the EU Member States have transposed and applied the provisions of the Directive differently. This has led to significant variations in the member state regimes. Under the current regime, before a clinical trial can be initiated, it must be approved in each of the EU countries where the trial is to be conducted by two distinct bodies: the National Competent Authority ("**NCA**"), and one or more Ethics Committees ("**ECs**"). Under the current regime all suspected unexpected serious adverse reactions to the investigated drug that occur during the clinical trial have to be reported to the NCA and ECs of the Member State where they occurred.

The EU clinical trials legislation currently is undergoing a transition process mainly aimed at harmonizing and streamlining clinical-trial authorization, simplifying adverse-event reporting procedures, improving the supervision of clinical trials and increasing their transparency. Recently enacted Clinical Trials Regulation EU No 536/2014 ensures that the rules for conducting clinical trials in the EU will be identical. In the meantime, Clinical Trials Directive 2001/20/EC continues to govern all clinical trials performed in the EU.

European Union Drug Review and Approval

In the European Economic Area, or EEA, comprising the 28 Member States of the EU plus Norway, Iceland and Liechtenstein, medicinal products can only be commercialized after obtaining a Marketing Authorization, or MA. There are two types of marketing authorizations:

The Community MA is issued by the European Commission through the Centralized Procedure, based on the opinion of the Committee for Medicinal Products for Human Use, or CHMP, of the European Medicines Agency, or EMA, and is valid throughout the entire territory of the EEA. The Centralized Procedure is mandatory for certain types of products, such as biotechnology medicinal products, orphan medicinal products and medicinal products containing a new active substance indicated for the treatment of AIDS, cancer, neurodegenerative disorders, diabetes, auto-immune and viral diseases. The Centralized Procedure is optional for products containing a new active substance not yet authorized in the EEA, or for products that constitute a significant therapeutic, scientific or technical innovation or which are in the interest of public health in the EU.

National MAs, which are issued by the competent authorities of the Member States of the EEA and only cover their respective territory, are available for products not falling within the mandatory scope of the Centralized Procedure. Where a product has already been authorized for marketing in a Member State of the EEA, this National MA can be recognized in another Member States through the Mutual Recognition Procedure. If the product has not received a National MA in any Member State at the time of application, it can be approved simultaneously in various Member States through the Decentralized Procedure. Under the Decentralized Procedure an identical dossier is submitted to the competent authorities of each of the Member States in which the MA is sought, one of which is selected by the applicant as the Reference Member State, or RMS. The competent authority of the RMS prepares a draft assessment report, a draft summary of the product characteristics, or SPC, and a draft of the labeling and package leaflet, which are sent to the other Member States (referred to as the Member States Concerned) for their approval. If the Member States Concerned raise no objections, based on a potential serious risk to public health, to the assessment, SPC, labeling, or packaging proposed by the RMS, the product is subsequently granted a national MA in all the Member States (i.e., in the RMS and the Member States Concerned).

Under the above described procedures, before granting the MA, the EMA or the competent authorities of the Member States of the EEA make an assessment of the risk-benefit balance of the product on the basis of scientific criteria concerning its quality, safety and efficacy.

European Union New Chemical Entity Exclusivity

In the EU, new chemical entities, sometimes referred to as new active substances, qualify for eight years of data exclusivity upon marketing authorization and an additional two years of market exclusivity. The data exclusivity, if granted, prevents regulatory authorities in the EU from referencing the innovator's data to assess a generic application for eight years, after which generic marketing authorization can be

submitted, and the innovator's data may be referenced, but not approved for two years. The overall ten year period will be extended to a maximum of eleven years if, during the first eight years of those ten years, the marketing authorization holder obtains an authorization for one or more new therapeutic indications which, during the scientific evaluation prior to their authorization, are determined to bring a significant clinical benefit in comparison with currently approved therapies.

European Union Orphan Designation and Exclusivity

In the EU, the European Commission, based on the recommendation of the EMA's Committee for Orphan Medicinal Products, grants Orphan Drug designation to promote the development of products that are intended for the diagnosis, prevention or treatment of life threatening or chronically debilitating conditions affecting not more than five in 10,000 persons in the EU community (or where it is unlikely that the development of the medicine would generate sufficient return to justify the investment) and for which no satisfactory method of diagnosis, prevention or treatment has been authorized (or, if a method exists, the product would be a significant benefit to those affected).

In the EU, Orphan Drug designation entitles a party to financial incentives such as reduction of fees or fee waivers and ten years of market exclusivity is granted following medicinal product approval. This period is extended by two years for compliance with an agreed upon pediatric investigation plan granted at the time of review of the Orphan Drug designation. This period may be reduced to six years if the Orphan Drug designation criteria are no longer met, including where it is shown that the product is sufficiently profitable not to justify maintenance of market exclusivity. Additionally, marketing authorization may be granted to a similar product for the same indication at any time, if (i) the holder of the marketing authorization for the original orphan medicinal product consents to a second orphan medicinal product application, (ii) the holder of the marketing authorization for the original orphan medicinal product cannot supply sufficient quantities of the orphan medicinal product, or (iii) the second applicant can establish that the second medicinal product, although similar, is safer, more effective or otherwise clinically superior to the authorized orphan medicinal product. Orphan Drug designation must be requested before submitting an application for marketing approval. Orphan Drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process.

Rest of the World Regulation

For other countries outside of the EU and the United States, such as countries in Eastern Europe, Latin America or Asia, the requirements governing the conduct of clinical studies, product licensing, pricing and reimbursement vary from country to country. In all cases the clinical studies must be conducted in accordance with GCP requirements and the applicable regulatory requirements and the ethical principles that have their origin in the Declaration of Helsinki. Once we reach the clinical stage, if we fail to comply with applicable foreign regulatory requirements, we may be subject to, among other things, fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecution.

Healthcare Reform

In the United States and certain foreign jurisdictions, there have been, and we expect there will continue to be, a number of legislative and regulatory changes to the healthcare system. In March 2010, *the Affordable Care Act* was signed into law, which substantially changed the way healthcare is financed by both governmental and private insurers in the United States and significantly affected the

pharmaceutical industry. The *Affordable Care Act* contains a number of provisions, including those governing enrollment in federal healthcare programs, reimbursement adjustments and fraud and abuse changes. Additionally, the *Affordable Care Act* increased the minimum level of Medicaid rebates payable by manufacturers of brand name drugs from 15.1% to 23.1%; required collection of rebates for drugs paid by Medicaid managed care organizations; required manufacturers to participate in a coverage gap discount program, under which they must agree to offer 70% point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturer's outpatient drugs to be covered under Medicare Part D; imposed a non-deductible annual fee on pharmaceutical manufacturers or importers who sell certain "branded prescription drugs" to specified federal government programs; implemented a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for drugs that are inhaled, infused, instilled, implanted or injected; expanded eligibility criteria for Medicaid programs; created a new Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research; and established a Center for Medicare and Medicaid Innovation at CMS to test innovative payment and service delivery models to lower Medicare and Medicaid spending, potentially including prescription drug spending.

Since its enactment, there have been executive, judicial and Congressional challenges to certain aspects of the *Affordable Care Act*, and we expect there will be additional challenges and amendments to the *Affordable Care Act* in the future. For example, in 2017, Congress enacted the *Tax Cuts and Jobs Act*, which eliminated the tax-based shared responsibility payment imposed by the *Affordable Care Act* on certain individuals who fail to maintain qualifying health coverage for all or part of a year that is commonly referred to as the "individual mandate." On December 14, 2018, a U.S. District Court Judge in the Northern District of Texas, or the Texas District Court Judge, ruled that the individual mandate is a critical and inseverable feature of the *Affordable Care Act*, and therefore, because it was repealed as part of the Tax Cuts and Jobs Act, the remaining provisions of the *Affordable Care Act* are invalid as well. On December 18, 2019, the U.S. Court of Appeals for the 5th Circuit upheld the District Court's decision that the individual mandate was unconstitutional but remanded the case back to the District Court to determine whether the remaining provisions of the *Affordable Care Act* are invalid as well. On March 2, 2020, the United States Supreme Court granted the petitions for writs of certiorari to review this case, although it is unclear when a decision will be made or how the Supreme Court will rule. It is also unclear how other efforts to challenge, repeal or replace the *Affordable Care Act* will impact the law.

Other legislative changes have been proposed and adopted since the *Affordable Care Act* was enacted, including aggregate reductions of Medicare payments to providers of 2% per fiscal year and reduced payments to several types of Medicare providers, which will remain in effect through 2030 absent additional congressional action. The *Coronavirus Aid, Relief, and Economic Security Act*, or CARES Act, which was signed into law on March 27, 2020, designed to provide financial support and resources to individuals and businesses affected by the COVID-19 pandemic, suspended these reductions from May 1, 2020 through December 31, 2020, and extended the sequester by one year, through 2030.

Moreover, there has recently been heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products, which has resulted in several Congressional inquiries and proposed and enacted legislation designed, among other things, to bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs and reform government program reimbursement methodologies for pharmaceutical products. Individual states in the United States have also become increasingly active in implementing regulations

designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures and, in some cases, mechanisms to encourage importation from other countries and bulk purchasing. Furthermore, there has been increased interest by third-party payors and governmental authorities in reference pricing systems and publication of discounts and list prices.

Intangible Properties

Patent Applications

We strive to protect the proprietary technology that we believe is important to our business, including seeking and maintaining patents intended to cover both our broad development programs and individual drug candidates. We seek to obtain domestic and international patent protection, and endeavor to promptly file patent applications for new commercially valuable inventions.

We plan to continue to expand our intellectual property estate by filing patent applications directed to pharmaceutical compositions, methods of treatment, methods of manufacture, methods for patient selection created or identified from our ongoing development of our drug candidates. Our success will depend on our ability to obtain and maintain patent and other proprietary protection for commercially important technology, inventions and know-how related to our business, defend and enforce any patents that we may obtain, preserve the confidentiality of our trade secrets and operate without infringing the valid and enforceable patents and proprietary rights of third parties. We also rely on know-how and continuing technological innovation to develop and maintain our proprietary position and, in the future, may rely on or leverage in-licensing opportunities.

The patent positions of pharmaceutical companies that are at more mature stages of their business are generally uncertain and involve complex legal, scientific and factual questions. In addition, the coverage claimed in a patent may be challenged in courts after issuance. Moreover, many jurisdictions permit third parties to challenge issued patents in administrative proceedings, which may result in further narrowing or even cancellation of patent claims. We cannot predict whether the patent applications we are currently pursuing or may choose to pursue will issue as patents in any particular jurisdiction or at all, whether the claims of any patent applications, should they issue, will cover our drug candidates, or whether the claims of any future issued patents, if any, will provide sufficient protection from competitors or otherwise provide any competitive advantage.

Because patent applications in the United States and certain other jurisdictions are maintained in secrecy for 18 months or potentially even longer, we cannot be certain of the priority of inventions covered by pending patent applications. Third party pending applications may issue with claims that cover the Company’s products or manufacture of the Company’s products, or may contain claims of scope that cannot be defined with certainty until issuance.

Patent Term

ME Therapeutics has relied heavily on intellectual property to protect the commercial development of its products. The patent life is typically 20 years from the filing date and prevents the sale of patented drugs by competitors. Due to the length of time it takes for clinical testing, most drugs are expected to have about 10 years of patent life remaining once a drug hits the market. This allows for significant revenue generation prior to the entrance of generic drug competitors. The Company has filed for

protection of its G-CSF antibodies and intends to file for protection of the newly developed prodrug candidate and any future products.

ME Therapeutics filed PCT International Application No. PCT/CA2018/050143 in February 2018 claiming priority to the US Provisional on composition and use of lead anti-G-CSF antibodies. The following table is a summary of ME Therapeutics' patent portfolio:

Jurisdiction & (Filing Date)	Inventors	Title	Application No.	Status	Date of Examination Request	Provisional/ Non-provisional
US (07/02/2017)	Priatel, John Harder, Kenneth	Anti-G-CSF Antibodies and uses thereof	62/455,991	Expired	N/A	Provisional
PCT (07/02/2018)	Dhanji, Salim Priatel, John Harder, Kenneth	Anti-G-CSF Antibodies and uses thereof	PCT/CA2018/050143	Expired	N/A	Non-Provisional
Canada (07/02/2018)	Dhanji, Salim Priatel, John Harder, Kenneth	Anti-G-CFS Antibodies and uses thereof	3,052,877	Examination Requested[(1)]	27/09/2022	Non-Provisional
China (07/02/2018)	Dhanji, Salim Priatel, John Harder, Kenneth	Anti-G-CFS Antibodies and uses thereof	201880014855.6	Approved for Grant	04/02/2020	Non-Provisional
Europe (07/02/2018)	Dhanji, Salim Priatel, John Harder, Kenneth	Anti-G-CFS Antibodies and uses thereof	18761734.7	Examination in progress[(2)]	23/08/2019	Non-Provisional
United States (07/02/2018)	Dhanji, Salim Priatel, John Harder, Kenneth	Anti-G-CFS Antibodies and uses thereof	16/484,426	Examination in progress[(2)]	07/08/2019	Non-Provisional

Notes:

(1) "Examination requested" means that the patent office has not commenced examination of the application.

(2) "Examination in progress" means that the patent office has commenced examination of the application.

The Company intends to file the patent applications on prodrug candidates once testing is complete for composition and use. The Company's initial search suggests that it has freedom to operate based on the proposed drug structures.

Patent Process

A U.S. provisional patent application is a type of patent application that is not examined by the U.S. Patent and Trademark Office, does not result in a patent grant, and expires after 12 months of the

application's filing date. The U.S. provisional patent application provides the Company with a filing date for the subject matter disclosed in the patent application. To effect the filing of a U.S. provisional patent application, filing fees of US$300 are payable for an applicant that meets the definition of a large entity and US$120 for an applicant that meets the definition of a small entity. To obtain patent protection for the subject matter, a non-provisional patent application has to filed before the expiration of the provisional application (*i.e.*, within 12 months of the provisional application's filing date).

As referenced in the table above, non-provisional patent applications are regular patent applications that are examined by the applicable patent offices and will result in patent grant. The filing fees for non-provisional patent applications differ between jurisdictions and examination fees may also be payable before a patent office will examine an application.

One type of non-provisional patent application is an international patent application filed under the PCT. Like other non-provisional patent applications, a PCT application has to be filed within 12 months of the filing date of a provisional patent application in order to be able to claim priority to the provisional patent application. By claiming priority, the subject matter in the PCT application initially described in the provisional application will be afforded the earlier filing date (i.e., as if the application was filed on the earlier filing date). This is important for the purpose of determining whether any third party publications or patent applications will constitute prior art and form the basis of prior art objections to the PCT application and any national phase entry applications filed based on the PCT application. Filing fees of a PCT application depends on the number of pages of the application and is typically about $3,000 or more.

Once a PCT application is filed, the receiving office (in the case of the PCT Application, the Canadian Intellectual Property Office), conducts a search and renders a written opinion ("**WO**") on patentability of the claimed invention of the PCT application. The WO then forms the basis of an international preliminary report on patentability. An international preliminary examination may optionally be requested and it is conducted by the international preliminary examination authority to formulate a preliminary and non-binding opinion on the patentability of the claimed invention. For the PCT Application, no preliminary examination was requested. Within 30 months of the earliest priority date of a PCT application (in the case of the PCT Application, the earliest priority date is the filing date of the US Provisional), applicants have to file national phase entry applications based on the PCT application. National phase entry applications are domestic patent applications that are filed based on the PCT application. Even though the national phase entry applications are filed 30 months after the earliest priority date, they are assigned the filing date and priority date of the corresponding PCT application. Accordingly, the national phase entry applications have filing/priority dates as if the applications were filed on the same date as the corresponding PCT application. As noted above, filing/priority dates are important for determining what would constitute prior art (which forms the basis of prior art objections) to the applications at issue. Once the 30 months deadline has passed, the PCT application will be considered expired as no further national phase entries can be filed (subject to certain jurisdictions which allow for late filing).

Once the national phase entry applications are filed, they are treated the same as other national patent applications and will be examined by the applicable patent offices in due course. The filing fees of national phase entry applications vary between jurisdictions. In some jurisdictions like Canada and China, examination has to be separately requested. In the U.S., examination is generally requested at the time of filing.

During examination of a patent application, the patent office will review the application and raise objections where necessary. Once the applicant overcomes all objections, a notice of allowance will issue and then the patent application will proceed to patent grant.

Facilities

We are a virtual company and do not own or lease any research facilities. We believe that suitable facilities will be available in the future on commercially reasonable terms, if required. We contract our research and our research and development is completed at contract lab space.

Employees

Currently, the Company does not have any employees. The Company relies on independent consultants and contracts its research and development work through contract research organizations including, but not limited to, BC Cancer, INT, National Research Council for Canada, Crown Bioscience, Explora Biolabs, and ITR Laboratories Canada Inc., all of which are at arm's length of the Company.

The Company intends to continue this business model for its personnel until it believes that more permanent employees are necessary.

Seasonality

ME Therapeutics' business is not sensitive to economic cycles, however, access to capital is crucial to bring new drugs to market. Early stage biotechnology companies frequently raise capital to progress towards marketing a drug. The Company may seek a pharmaceutical partner to fund and help complete late stage clinical trials. There is, however, no guarantee that the Company will find such a partner. Any potential partnership will be dependent on the strength of ME Therapeutics' preclinical or clinical data.

In addition, should the Company be unable to work with a pharmaceutical partner to advance its preclinical or clinical programs, it will require additional funding from other sources. At this time, the Company cannot project the availability of such funding or if it will be available at all.

Economic Dependence

The Company is not dependent on any one contract to carry out its business. The Company's G-CSF program is wholly owned by ME Therapeutics and does not depend on external contracts. The prodrug development program is a partnership with INT and, as such, the Company depends on their existing patent applications and expertise for the development of this prodrug candidate. Once the lead drug candidate has been chosen and patents have been filed, ME Therapeutics can proceed with testing and clinical development without depending on INT's support.

Material Transfer and Collaborative Research Agreement

The Collaborative Research Agreement is dated February 10, 2022 and is between INT and ME Therapeutics. Pursuant to the Collaborative Research Agreement, INT will use their expertise and intellectual property to design the prodrug and ME Therapeutics will carry out the research and development of the drug to treat cancer. To date, INT has developed two prototype prodrugs (D094 and D099) and ME Therapeutics has carried out preliminary in vitro testing with encouraging results. Currently, ME therapeutics has completed in vitro efficacy testing and has initiated the first in vivo testing of the prodrug candidates.

The overarching goal of this research program is to develop a stable nanoparticle formulation containing an antibacterial drug molecule that is suitable for preclinical animal studies. The specific aims are:

i. development of analytical method for quantifying drug in the presence of buffers, lipids and plasma;

ii. establish formulation composition and preparation process to produce controlled, reproducible nanoparticle formulations; and

iii. in vitro characterization of nanoparticle formulations for stability, drug retention and drug release.

Each of ME Therapeutics and INT retains ownership and intellectual property rights of its own material. The parties will jointly own all rights and titles to inventions that are made, conceived or reduced to practice using both party's material or confidential information provided under this agreement, unless that parties reach and execute a collaboration agreement within six months after the termination of the Collaborative Research Agreement or the completion of the research, in which case the ownership will be determined according to the collaboration agreement.

The Collaborative Research Agreement expires upon the completion of the research noted above. The Collaborative Research Agreement may be terminated by non-breaching party and the breaching party should compensate for all its economic losses. The Collaborative Research Agreement may be amended only by the mutual written agreement of the parties and cannot be assigned by either party without the prior written consent of the other.

Changes to Contracts

If the Company's initial prodrug candidate testing is successful, it anticipates the negotiation of a new collaboration agreement with INT which will outline the rights and responsibilities of both companies for ownership and development of the prodrug going forward. Currently, both companies are sharing the costs and ownership of the program equally (50/50).

As of the date of this Prospectus, the Company has initiated discussion with INT on the ownership and development of the prodrug candidates going forward. The parties have agreed in principal that the Company will own the rights to develop the prodrug candidates, however, the parties have yet to determine the degree of involvement by INT with respect to research and development or financial considerations.

However, there is no guarantee that an agreement will be reached between the parties which may potentially delay further development of the prodrug candidate. If an agreement is not reached, between the parties, there may be significant impact on the future development of the prodrug candidate. See "*Risk Factors"*.

Foreign Operations

As of the date of this Prospectus, neither the Company nor ME Therapeutics have any foreign operations.

Lending

Neither the Company or ME Therapeutics have any lending operations.

Bankruptcy and Similar Procedures

Each of the Company and ME Therapeutics have not been involved in any bankruptcy, receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings since incorporation or completed during or proposed for the current financial year.

Social or Environmental Policies

The Company has not implemented any social or environmental policies. The Company plans to consider implementing such policies upon reaching a more mature stage in its business cycle.

USE OF PROCEEDS

Use of Available Funds

This is a non-offering Prospectus. The Company is not raising any funds in conjunction with this Prospectus, and accordingly there are no distributions of securities or resulting offering proceeds.

Estimated Funds Available

As of May 31, 2023, the Company had an estimated working capital of $560,000 (unaudited). The Company anticipates that it will receive net proceeds from the Interim Financing of approximately $80,000. These funds available to the Company are related to proceeds from prior financings conducted by the Company, and as a result of the Transaction.

The availability of funds and the Company's ability to raise and generate revenue over the next 12 month period may vary significantly and will depend on a number of factors including those set out in "*Risk Factors*".

Use of Available Funds

The intended uses of the estimated available funds are as follows:

Source of Available Funds	**Estimated Funds**
Working Capital of the Company as at May 31, 2023 (unaudited)	$560,000
Anticipated approximate net proceeds from the Interim Financing[(1)]	$80,000
Total Available Funds	**$640,000**
Principal Purposes for the Available Funds	**Estimated Funds**
Estimated remaining costs of Listing[(2)]	$80,000
G-CSF program[(3)]	$232,000
Myeloid Prodrug Program[(4)]	$105,000
Novel Lipid Nanoparticle Formulations for the Preferential Targeting of Suppressive Myeloid Cells[(5)]	$20,000
General and administrative expenses[(6)]	$117,000
Repayment of government loan[(7)]	$40,000
Unallocated Working Capital	$46,000

Total:	**$640,000**

Notes:

(1) As of the date of this Prospectus, the Company has not closed the Interim Financing.

(2) Estimated to consist of: $5,000 in remaining listing fees and fees payable to the Commission; $65,000 in legal and professional fees; and $10,000 in fees to be paid to the Transfer Agent and Escrow Agent.

(3) Estimated to consist of: $50,000 for an efficacy study with a CRO; $10,000 in manufacturing costs; $88,500 in costs relating to the first PK Study; $53,500 in costs relating to the second PK Study; and $30,000 in estimated costs relating to patent maintenance.

(4) Estimated to consist of: $100,000 for efficacy testing which will either be conducted with our CRO; and $5,000 in costs relating to the filing of a U.S. provisional patent application.

(5) For additional details, see "Business Objectives and Milestones".

(6) Estimated to consist of: management fees of $15,000; office expenses and supplies of $2,000, investor relations and marketing of $15,000, legal, tax, audit and professional fees of $60,000, and insurance expenses of $25,000.

(7) As noted in the ME Financial Statements, the Company received Canadian government loans in the aggregate amount of $60,000. Of the total amount received, the Company is required to repay $40,000 by December 31, 2023 with the remaining $20,000 being forgiven.

As of the date of this Prospectus, the Company has not closed the Interim Financing. There is no assurance that the proceeds of the Interim Financing will be as anticipated or that the Interim Financing will close at all. If the Interim Financing does not close or if the Company does not receive sufficient funds from the Interim Financing, then the Company will need to adjust the anticipated use of its available funds.

The current global uncertainty with respect to COVID-19 the consistently evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of a novel cancer fighting drug candidate in the field of IO.

While the Company intends to spend its current capital as disclosed hereunder, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable. In addition, although the Company believes that these estimates are reasonable, the costs listed above are estimates only, and actual costs may be higher than anticipated.

Business Objectives and Milestones

Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company seeks to achieve the business objectives set out below:

Business Objective	Estimated Time	Estimated Cost
Obtain a listing of Common Shares on the CSE	1-2 months	$80,000(1)
G-CSF program		
G-CSF antibody candidate non-GMP manufacturing	2 months	$10,000
G-CSF Efficacy study at CRO	2-8 months	$50,000
PK Study #1 for the G-CSF program	4-6 months	$88,500

PK Study #2 for the G-CSF program	7-10 months	$53,500
Costs of patent maintenance	Ongoing	$30,000
Myeloid Prodrug Program		
Provisional patent filing for the Myeloid prodrug program	3 months	$5,000
Myeloid prodrug candidate efficacy testing with CRO	4-10 months	$100,000
Novel Lipid Nanoparticle Formulations for the Preferential Targeting of Suppressive Myeloid Cells		
LNP Screening at UBC	6-12 months	$20,000
	Total:	**$437,000**

Notes:

(1) The Company has already incurred some of the expenses associated with the Listing.

G-CSF program

Antibody manufacturing

The estimated cost allocated for antibody manufacture is based on past agreements with the NRC. The NRC will carry out the growth of the antibody producing cell line, antibody purification, antibody characterization (purity, binding affinity, etc.) and provide purified antibody to the company for our PK studies.

Cost of efficacy studies

The estimated costs allocated for the efficacy studies are based on current or past quotes (adjusted for known cost increases). The Company, through its own studies and other studies conducted by the Company's directors, have access to past and current quotes for efficacy studies at CROs. The Company believes that these quotes provide an accurate representation of the estimated costs for such efficacy studies. From the previous experiences of the Company's directors, the Company anticipates that similar studies using the same model systems but changing the test drug candidate should likely cost a similar amount. The efficacy studies noted above include all of the testing (generating tumour-bearing mice, injecting the test drug candidate, measuring endpoints such as tumour size) and the subsequent reporting of the results.

PK Studies #1 and #2

PK Study #1 and #2 will be conducted on NHPs. These studies will be outsourced to a CRO with experience conducting NHP (monkey) studies.

PK Study #1 involves treating NHPs with increasing doses of our anti-G-CSF antibody candidate (h1B11-12) and measuring changes in the blood and animal behavior over the course of 3 weeks (as a measure of toxicity). The lab will also take blood samples at 1, 4, 24, 48, 96, 168, 336, 504 hr post treatment and measure h1B11-12 and G-CSF levels or provide these samples to the company for testing at another CRO. All of the testing will be conducted by a contract lab and results will be provided in a formal report.

PK Study #2 will also be carried out by the same contract lab as PK study #1 but this study will involve measuring the effects of h1B11-12 on the neutralization of elevated levels of G-CSF similar to what one would expect in the cancer setting. The contract lab (or another CRO) will measure h1B11-12, G-CSF, and neutrophil (G-CSF responsive immune cell) levels prior to treatment and at 4, 12, 24, 48, 60, 72, 96, 120 hours post treatment. Like PK Study #1, all testing will be completed at a CRO and the results will be presented to the Company in the form of a final report.

The Company anticipates that the results of these studies will help de-risk the clinical development of h1B11-12 by demonstrating its safety and efficacy in an appropriate animal model (NHP). If proven safe and effective, the Company may initiate GMP manufacture and GLP toxicology studies which are both costly and time consuming. However, such studies will be necessary to prior to the start of any clinical studies. Advancement to the GMP manufacturing stage will require the company to either find a partner or raise the necessary funds to carry out the work.

Myeloid Prodrug Program

Prodrug Testing with BC Cancer

Study 1 – testing two prodrug candidates (D094 and D099) in an in vitro cytotoxicity assay against two different breast cancer lines (one mouse and one human). This study included the testing of the prodrug candidates and reporting on the results. This study has been completed with encouraging results.

Study 2 – testing active drug component of prodrug in combination with an immune modulating drug in vitro for it's ability to enhance the effects of immune modulation. The results of this study may lead to the design of a combination prodrug and added value to the company's programs. This testing was completed in May 2023 and the results are being analyzed.

Efficacy testing with a CRO

It is the Company's intention to hire an experienced CRO to carry out three to four studies testing the anti-cancer activity of the prodrug candidates. These studies will be designed to test the effects of the prodrug candidates on the growth of tumours in three to four different mouse tumour models. The Company anticipates that all treatments and tumour measurements will be carried out by the CRO and results will be provided to the company in a final report. The Company estimates each study will cost between $20,000 and $30,000 subject to the size of each study and any additional immunological measurements. The Company anticipates that the results from the first study will impact the design of subsequent studies which leads to the dollar amount allocated being an estimate. However, the cost of these studies typically includes all testing and reporting necessary.

The Company anticipates that the results of these studies will determine if either prodrug candidate (D094 or D099) demonstrates anti-cancer activity in established mouse cancer models. If the results are positive, the data will be used to support the potential clinical development of one of the prodrug candidates and may be used in discussions with potential pharmaceutical company partners. Any subsequent development of the prodrugs will require the Company to either find a partner or raise funds to carry out the work.

Provisional Patent Application

The estimated cost allocated for this patent application includes all of the costs relating to filing a provisional patent including the composition of our prodrug candidates and any scientific data available that will support the use of the prodrug candidates to treat various cancers. Following the initial application, the Company will then have one year to provide new data supporting the patent prior to filing a PCT patent.

While the Company intends to spend its current capital as disclosed under the heading "*Use of Proceeds – Use of Available Funds*" above, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable.

The Company had a negative operating cash flow for the period from incorporation on November 9, 2021 to September 30, 2022 and the three months ended December 31, 2022. ME Therapeutics had negative operating cash for each of the years ended August 31, 2020, August 31, 2021 and August 31, 2022 and the six months ended February 28, 2023. The Company also anticipates having negative operating cash flow for the year ended August 31, 2023 given its nature as a early-stage pre-commercialization biotechnology company.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading "Risk Factors."

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles of incorporation, bylaws, or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business.

As such, the Company has no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

SELECTED FINANCIAL INFORMATION

The following table summarizes selected pro-forma consolidated financial information for the Company as at December 31, 2022. The information in the following table has been derived from, as applicable, the Company Financial Statements and related notes thereto attached to this Prospectus as Schedule A, the ME Financial Statements and related notes thereto attached to this Prospectus as Schedule C, and the Pro Forma Financial Statements attached to this Prospectus as Schedule E.

	COMPANY For the three month period ended December 31, 2022 (unaudited) $	ME THERAPEUTICS For the six month period ended February 28, 2022 (unaudited) $	Pro forma as at December 31, 2022 (unaudited) $
Total revenues	Nil	Nil	Nil
Income (Loss) for the Period	(64,568)	(38,061)	(3,206,547)
Total Assets	500,398	53,394	766,292
Total Liabilities	(77,424)	(256,473)	(193,898)
Shareholder's Equity (Deficiency)	422,974	(203,079)	572,394
Income (Loss) per share (basic and diluted)	(0.01)	(0.01)	(0.14)

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following sets of MD&A should be read in conjunction with the Company Financial Statements and ME Financial Statements, respectively, the disclosure contained in this Prospectus and the related notes thereto attached as Schedules as noted below. This discussion is current as at the date of this Prospectus. The financial information contained in the MD&As were prepared in accordance with IFRS. All amounts in the MD&As are expressed in Canadian dollars unless otherwise identified.

The MD&A for the period from incorporation on November 9, 2021 to September 30, 2022 and the three months ended December 31, 2022 for the Company are attached as Schedule B to this Prospectus.

The MD&A for the years ended on August 31, 2020, August 31, 2021 and August 31, 2022 and for the six months ended February 28, 2023 for ME Therapeutics are attached as Schedule D to this Prospectus.

Certain information included in the MD&As referenced above are forward-looking in nature and based upon assumptions and anticipated results that are subject to various uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Forward-Looking Statements*" for further details.

Additional Disclosure for Venture Issuers or IPO Venture Issuers without Significant Revenue

ME Therapeutics Holdings Inc.

The Company has not had any revenue from operations since its incorporation on November 9, 2021.

For the period from incorporation on November 9, 2021 to September 30, 2022

During the period from incorporation on November 9, 2021 to September 30, 2022, the Company raised $255,000 through the sale of 6,450,000 Units. Expenses during this period totaled $60,283 and were comprised primarily of professional fees of $60,187. As at September 30, 2022, the Company had cash

assets of $397,912 which included $165,000 in subscriptions received for the private placement of Units which was completed on October 21, 2022.

Three months ended December 31, 2022

During the three months ended December 31, 2022, the Company raised $290,000 through the sale of 1,160,000 Units. Expenses during this period totaled $68,231 and were comprised primarily of professional fees of $68,227. As at December 31, 2022, the Company had cash assets of $500,398.

ME Therapeutics Inc.

ME Therapeutics has not had any revenue from operations since its incorporation on September 16, 2014.

Year ended August 31, 2022

During the year ended August 31, 2022, ME Therapeutics raised $140,000 through the sale of the ME Notes and $Nil through the sale of Nil ME Shares. Expenses during this period totaled $162,784 and were comprised primarily of professional fees of $81,017 related to the Transaction, Intellectual Property and other legal matters and research expenses of $54,672 related to R&D of its myeloid pro drugs as noted throughout this Prospectus. As at August 31, 2022, ME Therapeutics had total assets of $102,462 comprised primarily of cash assets in the amount of $77,377.

Six months ended February 28, 2023

During the six months ended February 28, 2023, ME Therapeutics raised $Nil through the sale of Nil ME Shares. Expenses during this period totaled $38,265 and were comprised primarily of professional fees of $31,549 related to the Transaction, Intellectual Property and other legal matters and research expenses. As at February 28, 2023, ME Therapeutics had total assets of $53,394 comprised primarily of cash assets in the amount of $21,852 and prepaid expenses in the amount of $26,690.

For more information on the Company and ME Therapeutics see:

- the Company's audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022 and the Company's auditor reviewed financial statements for the three month period ended December 31, 2022 included in Schedule A to this Prospectus, along with the MD&A relating thereto included in Schedule B to this Prospectus; and

- ME Therapeutics' audited annual financial statements for the years ended August 31, 2020, August 31, 2021 and August 31, 2022, and ME Therapeutics' auditor reviewed financial statements for the six month period ended February 28, 2023 included in Schedule C to this Prospectus, and with the MD&A related thereto included in Schedule D to this Prospectus.

Additional Disclosure for Junior Issuers

The Company expects that its anticipated available funds of $640,000 will be sufficient to fund operations for at least 12 months from the date of this Prospectus. As set out under "*Use of Proceeds – Use of Available Funds*" above, estimated total operating costs for the twelve-month period following Listing are expected to total approximately $117,000 in general and administrative expenses. $357,000

is estimated to be required for the Company's primary business objectives and $80,000 is estimated for remaining audit, legal and transfer agent fees as well as those fees in connection with the Listing. There is no guarantee that the Company will be able to raise any additional funds when and if needed and if such funds would be available on terms favourable to the Company.

DESCRIPTION OF THE SECURITIES

The following is a summary of the more significant rights, privileges and restrictions attaching to the securities of the Company. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders of the Company. Full details of the rights attaching to Common Shares are set out in the Company's articles.

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which 23,304,438 are issued and outstanding as at the date of this Prospectus. Holders of the Common Shares are entitled to vote at all meetings of its shareholders of Common Shares declared by its directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares (of which none currently exist), to participate rateably in any distribution of the Company's property or assets upon the liquidation, winding-up or other.

Preferred Shares

The Company is authorized to issue an unlimited number of Preferred Shares, of which no Preferred Shares are issued. The holders of Preferred Shares are neither entitled to attend any general meeting of the Company nor vote at any such meeting. The holders of Preferred Shares are entitled to receive dividends as and when declared by the Board in such amounts and in such form as the Board may determine from time to time.

In the event of liquidation, dissolution or winding-up of the Company, each holder of Preferred Shares will be entitled to be paid, in preference to and in priority over any distribution of assets or payment to holders of Common Shares, an amount per share equal to the amount paid for each Preferred Share held plus all accrued but unpaid dividends.

Warrants

The following is a summary of certain terms and provisions of the Warrants and is not complete and is subject to, and qualified in its entirety by, the provisions of the warrant certificate. Each whole Warrant is exercisable into one Common Share on the following terms:

- with respect to the to the private placement of Units completed on January 13, 2022, 2,250,000 Warrants are exercisable at a price of $0.20 per Common Share until January 13, 2025;

- with respect to the to the private placement of Units completed on January 26, 2022, 4,200,000 Warrants are exercisable at a price of $0.25 per Common Share until January 26, 2025;

- with respect to the private placement of Units completed on October 21, 2022, 1,160,000 Warrants are exercisable at a price of $0.40 per Common Share until October 21, 2025; and

- with respect to the private placement of Units completed on March 1, 2023, 347,220 Warrants are exercisable at a price of $1.00 per Common Share until March 1, 2026.

As of the date of this Prospectus, 7,957,220 Common Shares are issuable upon the exercise of outstanding Warrants. The holder of a Warrant does not constitute a shareholder, nor entitle it to any right or interest in respect thereof. For additional details regarding the Warrants, see "*Prior Sales*".

Stock Options

As of the date of this Prospectus, there are 2,546,670 Stock Options outstanding. Of these Stock Options: (i) 2,175,000 are exercisable at an exercise price of $0.45 per Common Share until March 31, 2026; (ii) 250,000 are exercisable at an exercise price of $0.45 per Common Share until June 7, 2026; and (iii) the 121,670 remaining are the Replacement Options which are exercisable at an exercise price of $0.40 per Common Share until March 9, 2028. For additional details regarding the outstanding Stock Options, see "*Options to Purchase Securities – Options Granted*".

CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's consolidated capitalization since incorporation:

Designation of Security	Number of Shares Authorized	Outstanding as at December 31, 2022	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	7,610,000	23,304,438
Preferred Shares	Unlimited	Nil	Nil
Warrants	N/A	7,610,000	7,957,220
Stock Options	N/A	Nil	2,546,670

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Shareholders approved the Stock Option Plan on October 12, 2022 and the Board adopted the Stock Option Plan on March 31, 2023. The purpose of the Stock Option Plan is to attract and retain directors, officers, employees and consultants of the Company and to motivate them to advance the interest of the Company by affording them with the opportunity to acquire an equity interest in the Company through the grant of Stock Options under the Stock Option Plan. The Stock Option Plan provides that the number of Common Shares available for issuance is subject to the restrictions imposed under applicable securities laws or CSE policies and, in any case, shall not exceed 15% of the total number of issued Common Shares (calculated on a non-diluted basis) at the time any Stock Option is granted.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all Stock Options thereunder.

Stock Options may be granted under the Stock Option Plan to such directors, officers, employees, or consultants of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of Stock Option grants will be determined by the Board, subject to compliance with the policies of the CSE following Listing. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Stock Options terminate

earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 30 days from date of termination other than for cause, or as set forth in each particular stock option agreement; (iii) 90 days from the date of disability; or (iv) twelve months from the date of death. Stock Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Options Granted

The tables below summarizes information about the Stock Options that are outstanding as at the date of this Prospectus:

Optionee(s)	No. of Optionees	Options Outstanding	Exercise Price ($)	Expiry Date
Executive Officers and Former Executive Officers	3	1,175,000[(1)]	0.45	March 31, 2026
Directors (who are not otherwise Executive Officers) and Former Directors	3	750,000[(1)]	0.45	See Note (2)
Other Current and Former Employees	Nil	Nil	Nil	Nil
Consultants	2	621,670[(3)]	See Note (4)	See Note (4)
Total:	8	2,546,670		

Notes:

(1) Each of these Stock Options vest as follows: (i) 25% on the date of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant.

(2) Of these Stock Options: (i) 500,000 expire on March 31, 2026; and (ii) 250,000 expire on June 7, 2026.

(3) Of these Stock Options: (A) 500,000 vested as follows: (i) 25% on the date of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant; and (B) the remaining are the 121,670 Replacement Options which vested 100% on the date of grant.

(4) Of these Stock Options: (i) 500,000 are exercisable at an exercise price of $0.45 per Common Share until March 31, 2026; and (i) the remaining are the 121,670 Replacement Options which are exercisable at an exercise price of $0.40 per Common Share until March 9, 2028.

PRIOR SALES

The table below sets out the prior sales of Common Shares by the Company from its date of incorporation on November 9, 2021 to the date of this Prospectus (exclusive of the Interim Financing):

Date of Issuance	Type of security issued	Number of securities issued	Price per security ($)	Value received ($)	Nature of consideration received
November 9, 2021	Common Shares	1	1.00	1.00	Cash
January 13, 2022	Units[(1)]	2,250,000	0.02	45,000	Cash
January 26, 2022	Units[(2)]	4,200,000	0.05	210,000	Cash
October 21, 2022	Units[(3)]	1,160,000	0.25	290,000	Cash

March 1, 2023	Units[4]	694,443	0.45	312,500	Cash
March 9, 2023	Common Shares	14,999,994	0.40[5]	N/A	In consideration for ME Shares
March 9, 2023	Stock Options	121,670	0.40	N/A	In consideration for ME Options[6]
March 31, 2023	Stock Options	2,175,000	0.45	N/A	See Note (7)
June 7, 2023	Stock Options	250,000	0.45	N/A	See Note (8)

Notes:

(1) Each Unit consisted of one Common Share and one Warrant with each Warrant entitling the holder to acquire one additional Common Share at a price of $0.20 per Common Share until January 13, 2025.

(2) Each Unit consisted of one Common Share and one Warrant with each Warrant entitling the holder to acquire one additional Common Share at a price of $0.25 per Common Share until January 26, 2025.

(3) Each Unit consisted of one Common Share and one Warrant with each Warrant entitling the holder to acquire one additional Common Share at a price of $0.40 per Common Share until October 21, 2025.

(4) Each Unit consisted of one Common Share and one-half of one Warrant with each whole Warrant entitling the holder to acquire one additional Common Share at a price of $1.00 per Common Share until March 1, 2026.

(5) The Consideration Shares issued upon the closing of the Transaction were issued at a deemed price of $0.40 in accordance with the terms and conditions of the Securities Exchange Agreement.

(6) The Replacement Options, issued upon closing of the Transaction, are exercisable at an exercise price of $0.40 per Common Share until March 9, 2028 and vested 100% on the date of grant.

(7) On March 31, 2023, the Company issued 2,175,000 Stock Options to certain officers, directors and a consultant of the Company. These Stock Options are exercisable at an exercise price of $0.45 per Common Share until March 31, 2026 and vest as follows: (i) 25% on the date of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant.

(8) On June 7, 2023, the Company issued 250,000 Stock Options to a director of the Company. These Stock Options are exercisable at an exercise price of $0.45 per Common Share until June 7, 2026 and vest as follows: (i) 25% on the date of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

CSE Escrow

As of the date of this Prospectus, other than the Target Escrowed Securities and Purchaser Escrowed Securities, none of the Company's securities are subject to contractual restrictions on transfer; however, CSE policies provide that all securities issued to Related Persons (as defined by in the policies of the CSE) are required to be subject to an escrow agreement pursuant to NP 46-201 prior to the Listing, and that the CSE may impose escrow arrangements that are in addition to those required by NP 46-201, or consider different proposals such as an "earnout" escrow, on a case-by-case basis.

Upon the listing of its Common Shares on the CSE, an aggregate of 12,525,429 Common Shares (the "**CSE Escrowed Securities**") will be escrowed as required by CSE Policy 2 – *Qualifications for Listing*, pursuant to an escrow agreement dated ♦, 2023, among the Company, Escrow Agent and the holders of the Escrow Securities (the "**Escrow Agreement**").

The Escrowed Securities are subject to the following release schedule as set out in the form of escrow required by CSE pursuant to NP 46-201:

Date of Automatic Timed Release	Common Shares Released
On the Listing Date	1/10 of the Common Shares held

6 months after the Listing Date	1/6 of the remainder of the Common Shares held
12 months after the Listing Date	1/5 of the remainder of the Common Shares held
18 months after the Listing Date	1/4 of the remainder of the Common Shares held
24 months after the Listing Date	1/3 of the remainder of the Common Shares held
30 months after the Listing Date	1/2 of the remainder of the Common Shares held
36 months after the Listing Date	The remainder of the Common Shares held

The Escrow Agreement provides that the Escrowed Securities are held in escrow pursuant to its terms and may not be sold, assigned, hypothecated, or transferred within escrow or otherwise dealt with in any manner except as set out in the Escrow Agreement. In the event of the bankruptcy of an escrow shareholder, the Escrowed Securities held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the escrowed shares which shares will remain in escrow subject to the Escrow Agreement. In the event of the death of an escrow shareholder, the CSE Escrowed Securities held by the escrow shareholder will be released from escrow as permitted by the Escrow Agreement.

Name of Shareholder	**Designation of Class**	**Number of securities to be held in escrow or that are subject to a contractual restriction on transfer upon the listing of Company's shares on the CSE**	**Percentage of Class**
Salim Zulfikar Dhanji	Common Shares	4,175,143	17.9%[(1)]
John Priatel	Common Shares	4,175,143	17.9%[(1)]
Kenneth Wayne Harder	Common Shares	4,175,143	17.9%[(1)]
	Total (Common Shares):	**12,525,429**	

Notes:

(1) Based on 23,304,438 Common Shares issued and outstanding as of the date of this Prospectus.

Voluntary Escrow

Pursuant to the Securities Exchange Agreement, the ME Securityholders holding an aggregate of 14,999,994 Consideration Shares (the "**Target Escrowed Securities**") are subject to a contractual voluntary escrow as set out in the Securities Exchange Agreement (the "**Transaction Voluntary Escrow**"). Each of the ME Principal Shareholders' CSE Escrowed Securities will be subject to the Transaction Voluntary Escrow in addition to the escrow terms of the Escrow Agreement noted above. The Transaction Voluntary Escrow provides for the following releases of the Target Escrowed Securities:

Date of Automatic Timed Release	**Common Shares Released**
On the Listing Date	10% of the escrow securities
9 months after the Listing Date	30% of the remaining escrow securities
18 months after the Listing Date	30% of the remaining escrow securities
27 months after the Listing Date	the remaining escrow securities

In addition, 2,150,000 Common Shares held by certain non-principal shareholders that hold shares in the Company entered into a voluntary escrow agreement (the "**Purchaser Voluntary Escrow Agreement**") for the deposit of a number of their Common Shares (the "**Purchaser Escrowed Securities**"). The Purchaser Voluntary Escrow Agreement provides for the release of all of the Purchaser Escrowed Securities six months after the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Company's directors and officers, the only persons who own or control, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares are as provided in the table below.

Name	Ownership	Number of Common Shares	Percentage of Class (Undiluted)[(1)]	Percentage of Class (Fully Diluted)[(2)]
Salim Zulfikar Dhanji	Registered and beneficial	4,175,143[(3)]	17.9%	12.3%[(4)]
John Jacob Priatel	Registered and beneficial	4,175,143[(5)]	17.9%	12.3%[(6)]
Kenneth Wayne Harder	Registered and beneficial	4,175,143[(7)]	17.9%	12.3%[(8)]

Notes:

(1) Based 23,304,438 Common Shares issued and outstanding as of the date of this Prospectus.

(2) Includes 23,304,438 Common Shares, 7,957,220 Warrants and 2,546,670 Stock Options issued and outstanding as of the date of this Prospectus.

(3) Does not include 800,000 Stock Options to purchase Common Shares held by Dr. Dhanji.

(4) 14.7% if the 800,000 Stock Options held by Dr. Dhanji were exercised.

(5) Does not include 250,000 Stock Options to purchase Common Shares held by Dr. Priatel.

(6) 13.1% if the 250,000 Stock Options held by Dr. Priatel were exercised.

(7) Does not include 250,000 Stock Options to purchase Common Shares held by Dr. Harder.

(8) 13.1% if the 250,000 Stock Options held by Dr. Harder were exercised.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, date appointed, number and percentage of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus:

Name, Current Position, Province and Country of Residence	Position Held Since	Number of Common Shares Beneficially Owned or Controlled	Percentage of Common Shares Beneficially Owned or Controlled[1]
Salim Zulifkar Dhanji[2] *British Columbia, Canada* *CEO and Director*	March 9, 2023	4,175,143[3]	17.9%
Quinn Martin *British Columbia, Canada* *CFO*	March 9, 2023	Nil[4]	N/A
Jamil Kassam *British Columbia, Canada* *Corporate Secretary*	March 9, 2023	Nil[5]	N/A
Kenneth Harder *British Columbia, Canada* *Director*	March 9, 2023	4,175,143[6]	17.9%
John Priatel[2] *British Columbia, Canada* *Director*	March 9, 2023	4,175,143[7]	17.9%
Karim Nanji[2] *British Columbia, Canada* *Director*	June 7, 2023	Nil[4]	N/A

Notes:

(1) Based 23,408,438 Common Shares issued and outstanding as of the date of this Prospectus.
(2) Member of Audit Committee.
(3) Does not include 800,000 Stock Options to purchase Common Shares held by Dr. Dhanji.
(4) Does not include 125,000 Stock Options to purchase Common Shares held by Mr. Martin.
(5) Does not include 250,000 Stock Options to purchase Common Shares held by Mr. Kassam.
(6) Does not include 250,000 Stock Options to purchase Common Shares held by Dr. Harder.
(7) Does not include 250,000 Stock Options to purchase Common Shares held by Dr. Priatel.
(8) Does not include 250,000 Stock Options to purchase Common Shares held by Mr. Nanji.

Directors and Officers of the Company

Below is a brief description of each director and member of management of the Company following the closing of the Transaction, including their names, ages, positions, and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry. As of the date of this Prospectus, none of the directors or officers have signed non-compete or non-disclosure agreements with the Company – see "*Conflicts of Interest*" below. The Company intends to enter into formal agreements with each of the directors and officers of the Company to engage each individual as an independent contractor. The Company anticipates that each of the formal agreements will include clauses related to confidentiality and non-disclosure but does not intend to include clauses relating to non-competition. The Company anticipates that such agreements will be entered into prior to the Listing.

Dr. Salim Zulifkar Dhanji (age 43) – CEO and Director

Dr. Dhanji has been the CEO and a director of the Company, the CEO and a director of ME Therapeutics since September 16, 2014 and is the founder of ME Therapeutics. In addition, Dr. Dhanji is a member of the Audit Committee. Dr. Dhanji is a former director of preclinical research at Qu Biologics with industry and academic expertise in cancer, autoimmunity and inflammation. In addition to his experience in biotechnology, Dr. Dhanji is the President of Perceptive Property Development and has served in this

role since 2013. As President of Perceptive Property Development, Dr. Dhanji is engaged in making day-to-day business decisions regarding potential development properties, budgeting and financial management for the Company and its future. Dr. Dhanji obtained a Bachelor of Sciences degree in 2001 and a PhD in Microbiology and Immunology in 2006, both from UBC. Dr. Dhanji completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May 2023.

Dr. Dhanji expects to devote 80% of his time to the affairs of the Company. In his capacity as CEO and a director, Dr. Dhanji will work in advancement of the company's business objectives and execution of its business plan, manage the overall operations of the Company, oversee policy and corporate governance with respect to corporate communications and risk management, provide general oversight for actions of the Company's consultants, officers and directors, act as regulatory compliance liaison for the Company, and chair meetings of the Shareholders.

Quinn Martin (age 41) – CFO

Mr. Martin is an experienced public company CFO who possesses a CPA designation. Mr. Martin has been a Principal at DBM CPA Inc. since 2018 and was previously a Principal at Davidson & Company LLP. Mr. Martin has extensive experience providing his services as CFO for publicly traded companies. He currently acts as a CFO for five other reporting issuers including Woodbridge Resources Ltd. (Unlisted reporting issuer), Talmine Resources Ltd. (Unlisted reporting issuer), Trifecta Gold Corp. (TSX Venture Exchange), Rhyolight Resources Ltd. (TSX Venture Exchange) and Strategic Metals Ltd. (TSX Venture Exchange). Mr. Martin obtained a Bachelors in Business Administration majoring in Accounting in 2005 from Thompson Rivers University and completed his CPA designation in 2010.

Mr. Martin expects to devote approximately 10% of his time to the affairs of the Company. In his role as CFO, Mr. Martin will be responsible for managing the Company's finances, including financial planning, management of financial risks, record-keeping, and financial reporting and coordinating the Company's ongoing communications with professionals (including auditors, lawyers, and tax authorities) on corporate compliance matters.

Jamil Kassam (age 43) – Corporate Secretary

Mr. Kassam has extensive experience in the field of accounting. Mr. Kassam has been working at his own accounting firm, Kassam & Associates, since 2000. Mr. Kassam is a Partner at his firm and specializes in tax returns and financial planning, GST, PST and WCB filings, payroll services and business consulting. Mr. Kassam obtained his CGA designation in 2006 and, subsequently, his CPA designation in 2015. Mr. Kassam obtained a Bachelors in Business Administration from BC Open University in 2002.

Mr. Kassam expects to devote approximately 10% of his time to the affairs of the Company. In his role as Corporate Secretary, Mr. Kassam will be assist with managing the Company's finances and book-keeping, maintaining corporate records, providing support to the board of directors and senior management and overseeing the administration of shareholder meetings and shareholder or investor communications.

Dr. Kenneth Harder (age 56) – Director

Dr. Harder has been a director of the Company since March 9, 2023 and ME Therapeutics since September 16, 2014. Dr. Harder is an associate professor at UBC with expertise in myeloid cell biology and cancer. Dr. Harder has been working at UBC since 2006 and this continues to be his primary occupation. Dr. Harder obtained a Bachelors in Science in 1992 from Simon Fraser University and a PhD in Genetics in 1996 from UBC.

Dr. Harder expects to devote 10% of his time to the affairs of the Company. Dr. Harder, in his capacity as a director of the Company, is not currently subject to the terms of any non-competition agreement although he is subject to certain fiduciary duties pursuant to applicable corporate laws.

John Priatel (age 57) – Director

Dr. Priatel has been a director of ME Therapeutics since September 16, 2014 and a director of the Company since March 9, 2023. Dr. Priatel is the Chair of the Audit Committee. Dr. Priatel is an Honorary Assistant Professor in UBC's Department of Pathology and Laboratory Medicine, with expertise in lymphocyte biology, inflammation and cancer. Accompanying Dr. Priatel's experience in biotechnology, he is also an owner/operator of Bay Street Properties, a property management company which manages several residential and commercial real estate assets. Dr. Priatel earned a Bachelors in Science majoring in Microbiology in 1989 and a PhD in Genetics in 1997, both from UBC. Dr. Priatel completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May of 2023.

Dr. Priatel expects to devote 10% of his time to the affairs of the Company. Dr. Priatel, in his capacity as a director of the Company, is not currently subject to the terms of any non-competition agreement although he is subject to certain fiduciary duties pursuant to applicable corporate laws.

Karim Nanji (age 56) – Director

Mr. Nanji was has been a director of the Company since June 7, 2023 and is a member of the Audit Committee. Mr. Nanji is an experienced public director and has experience with start-up companies. Mr. Nanji has a background in retails financial services for underbanked, underserved and credit-challenged consumers in Canada, the United States and international markets. Mr. Nanji has over 25 years of experience across start-up, growth, enterprise and Fortune 500 organizations. Mr. Nanji is currently the CEO and a director of Marble Financial Inc., a fin-tech company listed on the CSE. Prior to his current position, Mr. Nanji was VP, Product & Partnerships with Progressa, a consumer finance company from October 2016 until March 2019. Prior thereto, he was VP Product & Technology with Crelogix Acceptance Corporation from February 2015 until October 2016. Mr. Nanji has a Bachelor of Arts in Economics from UBC and a Master of Business Administration in the Management of Technology from Simon Fraser University.

Mr. Nanji expects to devote 10% of his time to the affairs of the Company. Mr. Nanji, in his capacity as a director of the Company, is not currently subject to the terms of any non-competition agreement although he is subject to certain fiduciary duties pursuant to applicable corporate laws.

Term of Office of Directors

The term of office of the directors expires annually at the time of the Company's annual general meeting of shareholders. The term of office of the executive officers expires at the discretion of the Board.

Aggregate Ownership of Common Shares

As at the date of this Prospectus, the directors and officers of the Company as a group beneficially own, directly or indirectly, an aggregate of 12,525,429 Common Shares, representing 53.7% of the issued and outstanding Common Shares.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Board.

To the best of the Company's knowledge, the Company is not aware of any existing or potential material conflicts of interest between the Company and any of its directors or officers as of the date hereof. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with its business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or in generally acting on the Company's behalf. See also "*Risk Factors*" for more information.

Pursuant to the BCBCA, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board will consider will not take part in any board discussion respecting that contract or transaction. If on occasion such directors do participate in the discussions, they will refrain from voting on any matters relating to matters in which they have disclosed a material interest. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

Cease Trade Orders

To the Company's knowledge, none of the Company's directors or executive officers and none of the proposed directors or executive officers of the Company, is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that:

(1) was subject to (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "**order**") that was issued while the director or executive officer was acting in the capacity of a director, the CEO or the CFO thereof; or

(2) was subject to an order that was issued after the director or executive officer ceased to be a director, the CEO or the CFO thereof and which resulted from an event that occurred while that person was acting in such capacity.

Bankruptcies

To the Company's knowledge, none of the Company's directors or executive officers and any shareholder holding a sufficient number of its securities to affect materially the control of the Company:

(1) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(2) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Company's knowledge, none of the Company's directors or executive officers and any shareholder holding a sufficient number of its securities to affect materially the control of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

The compensation paid to each director and officer by the Company since incorporation is as set out in the following table:

Name and Position	Year[1]	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites[2] ($)	Value of All Other Compensation ($)	Total Compensation ($)
Salim Dhanji[3] *CEO and Director*	2022	Nil	Nil	Nil	Nil	Nil	Nil
Quinn Martin[4] *CFO*	2022	$8,834[5]	Nil	Nil	Nil	Nil	$8,834[5]
Jamil Kassam[6]	2022	N/A	N/A	N/A	N/A	N/A	N/A

Name and Position	Year[1]	Salary, Consulting Fee, Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites[2] ($)	Value of All Other Compensation ($)	Total Compensation ($)
Corporate Secretary							
John Priatel[7] *Director*	2022	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth Harder[8] *Director*	2022	Nil	Nil	Nil	Nil	Nil	Nil
Karim Nanji[9] *Director*	2022	N/A	N/A	N/A	N/A	N/A	N/A
Ross Ewaniuk[10] *Former President and Former Director*	2022	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) For the period from incorporation on November 9, 2021 to December 31, 2022.

(2) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) $15,000, if the NEO or director's total salary for the financial year is $150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than $150,000 but less than $500,000, or (c) $50,000 if the NEO or director's total salary for the financial year is $500,000 or greater.

(3) Dr. Dhanji was appointed as CEO and as a director on March 9, 2023 in connection with the closing of the Transaction.

(4) Mr. Martin was appointed as CFO on March 9, 2023 in connection with the closing of the Transaction. Mr. Martin receives a monthly consulting fee of $2,500 of which $1,250 is payable in cash and the remaining $1,250 is payable in Common Shares.

(5) Mr. Martin was appointed as CFO of ME Therapeutics on September 14, 2022. From September 14, 2022 until December 31, 2022, Mr. Martin was paid $4,417 in cash and accrued $4,417 payable in ME Shares. Mr. Martin is paid $2,500 per month for his services as CFO with $1,250 payable in cash and $1,250 to be settled in Common Shares. ME Therapeutics and Mr. Martin agreed to defer any share payments until completion of the Transaction and subsequently, the Listing. For additional details, see "*Executive Compensation – Base Salary*".

(6) Mr. Kassam was appointed as Corporate Secretary on March 9, 2023 in connection with the closing of the Transaction.

(7) Dr. Priatel was appointed a director on March 9, 2023 in connection with the closing of the Transaction.

(8) Dr. Harder was appointed a director on March 9, 2023 in connection with the closing of the Transaction.

(9) Mr. Nanji was appointed as a director on June 7, 2023.

(10) Mr. Ewaniuk was appointed President and as a director of the Company on November 9, 2021 and resigned as the CEO and a director in connection with the closing of the Transaction.

Stock Options and Other Compensation Securities

For the period from incorporation on November 9, 2021 to September 30, 2022 and the three months ended December 31, 2022, the Company had not granted any equity awards to its NEOs. As at the date of this Prospectus, the Company has granted 1,175,000 Stock Options to its NEOs.

All of the Stock Options, being the Replacement Options, granted in connection with the closing of the Transaction vested immediately upon the date of grant. Each of the Stock Options granted on March 31, 2023 to certain directors, officers and a consultant of the Company vest as follows: (i) 25% on the date

of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant. Each of the Stock Options granted on June 7, 2023 to a director of the Company vest as follows: (i) 25% on the date of grant; (ii) 50% six months from the date of grant; and (iii) 25% nine months from the date of grant. See "*Options to Purchase Securities – Options Granted*" for more details.

Compensation Discussion and Analysis

The Board will be responsible for setting the overall compensation strategy of the Company and administering the Company's executive compensation program with input from the CEO of the Company in respect of all executive officers other than the CEO. As part of its mandate, the Board will approve the remuneration of the Company's executive officers, including any NEOs of the Company. The Board will also be responsible for reviewing the Company's compensation policies and guidelines generally.

The objective of the Company's executive compensation program will be to motivate, reward, and retain management talent that is needed to achieve the Company's business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance, and contribution of the individuals involved and the overall performance of the Company. In evaluating performance, consideration is given to the Company's long-term interests as well to the qualitative aspects of the individual's performance and achievements. Compensation for directors of the Company, if any, will also be determined by the Board on an annual basis.

Compensation Objectives and Principles

The compensation program for the senior management of the Company will be designed to ensure that the level and form of compensation achieves certain objectives, including:

(a) attracting and retaining qualified executives;

(b) motivating the short and long-term performance of these executives; and

(c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company will employ a combination of base salary, bonus compensation and equity participation through its Stock Option Plan. The Company will not provide any retirement benefits for its directors or officers.

Elements of Compensation

The executive compensation program is comprised of three principal components: (i) base salaries; (ii) bonuses, and (iii) an option plan which will be designed to provide a combination of cash and equity-based compensation to effectively retain and motivate the executive officers to achieve the Company's goals and objectives. Each component of the executive compensation program is described below.

Base Salary

Executive officers may be paid or are currently being paid, as applicable, a base salary to compensate them for providing the leadership and specific skills needed to fulfill their responsibilities. The payment of base salaries is an important component of the intended compensation program and serves to attract and retain qualified individuals. The base salaries for the executive officers will be reviewed annually by the Board and will be determined by considering the contributions made by the executive officers, how

their compensation levels related to compensation packages that would be achievable by such officers from other opportunities, and publicly available salary data. Salaries of the executive officers will not be determined based on benchmarks or a specific formula.

The base salaries for each of Salim Dhanji, the CEO and a director of the Company and Jamil Kassam, the Corporate Secretary of the Company, are anticipated as being $Nil and $Nil, respectively, for the ensuing fiscal year. Mr. Martin will be paid an aggregate of $30,000 per year (comprised of $15,000 payable in cash and $15,000 payable in Common Shares). As of the date hereof, the Company does not anticipate any changes to any of the compensation arrangements for any of its executive officers.

The Company and Mr. Martin have agreed to defer the issuance of any Common Shares as payment to Mr. Martin until the Listing. Following, Mr. Martin will receive Common Shares issued pursuant to Section 2.14 of National Instrument 45-106 – *Prospectus Exemptions* on a quarterly basis in an amount equal to the market price of the Common Shares on date that the settlement is announced multiplied by the dollar amount owed to Mr. Martin as at that date. In accordance with applicable securities laws, the Common Shares issued to Mr. Martin will be subject to a hold period of four months and one day.

Bonus Incentive Compensation

The Board may from time to time approve bonus payments to reward executive officers for their contribution to the achievement of annual corporate goals and objectives. Bonuses will also serve as a retention incentive for executive officers so that they remain in the employ of the Company. The payment of bonuses is consistent with the intended overall objective of the Company to reward performance.

Equity Participation

Equity participation will be accomplished through the Stock Option Plan. Stock Options may be granted to executives and employees considering a number of factors, including the amount and term of Stock Options previously granted, base salary and bonuses and competitive factors. The amounts and terms of Stock Options granted are determined by the Board.

Compensation Process

The Company does not anticipate having a compensation committee or a formal compensation policy. The Company will rely solely on the directors to determine the compensation of any NEOs. In determining compensation, the directors will consider industry standards and the Company's financial situation, but the Company will not have any formal objectives or criteria. The performance of each executive officer will be informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

In establishing compensation for executive officers, the Board as a whole seeks to accomplish the following goals: to recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation; to motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and to align the interests of executive officers with the long-term interests of shareholders through participation in the Stock Option Plan.

When considering the appropriate executive compensation to be paid to our officers, the Board will have regard to a number of factors including: (i) recruiting and retaining executives critical to the

success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations generally; and (v) available financial resources.

Option-Based Awards

Long-term incentives in the form of Stock Options are intended to align the interests of our directors and executive officers with those of the Company's shareholders and to provide a long-term incentive to reward those individuals for their contribution to the generation of shareholder value, while reducing the burden of cash compensation that would otherwise be payable by the Company.

The Stock Option Plan is administered by the Board. In determining the number of incentive Stock Options to be granted to the NEOs, the Board will have regard to several considerations including previous grants of Stock Options and the overall number of outstanding Stock Options relative to the number of outstanding Common Shares, as well as the degree of effort, time, responsibility, ability, experience and level of commitment of the executive officer. For a detailed discussion of the Stock Option Plan, see "*Options to Purchase Securities*".

Stock Options and Other Compensation Securities

Since incorporation on November 9, 2021, to the date of this Prospectus, there has been no exercise of compensation securities of the Company issued to NEOs and directors of the Company.

Employment, Consulting and Management Agreements

Except as disclosed below, as of the date of this Prospectus, there are no employment or independent contractor agreements or arrangements in existence between the Company and any NEO, director or officer of the Company. As noted above in "*Directors and Executive Officers – Directors and Officers of the Company*", the Company intends to enter into formal agreements with each director and officer prior to the Listing. There is no arrangement or agreement made between the Company and any of its NEOs pursuant to which a payment or other benefit is to be made or given by way of compensation in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the NEO's responsibilities following such a change of control.

The Company has a formal arrangement with its CFO, Martin Quinn whereby the Company has agreed to pay Mr. Quinn an aggregate of $30,000 which is comprised of $15,000 payable in cash and $15,000 payable in Common Shares for his services as CFO. All payments to be made by the issuance of Common Shares are accruing until the Common Shares are listed for trading on the CSE and will be subject to the rules and policies of the CSE and applicable securities laws. The Company intends to enter into a formal agreement with Mr. Quinn prior to the Listing.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than "routine indebtedness", as that term is defined in paragraph 10.3(c) of 51-102F5 to NI 51-102, no directors, executive officers or promoters of the Company, or associates of such directors, executive officers or promoters, are or were indebted to the Company as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than routine indebtedness, no directors, executive officers, promoters or employees and no former directors, executive officers, promoters or employees of the Company are or were indebted to the Company in connection with a purchase of securities or any other indebtedness as at the date of this Prospectus.

AUDIT COMMITTEE

Audit Committee

Under NI 52-110 a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the **"Audit Committee"**):

The Audit Committee Charter

The Board has adopted an Audit Committee charter that sets out the roles and responsibilities of the Audit Committee. A copy of the charter is attached hereto as Schedule F.

Composition of the Audit Committee

As at the date of this Prospectus, the following individuals are the initial members of the Audit Committee:

Member	Independence[(1)]	Financial Literacy[(2)]
John Priatel[(3)]	Yes	Yes
Salim Dhanji	No	Yes
Karim Nanji	Yes	Yes

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) Chair of the Audit Committee.

As defined in NI 52-110, Dr. Dhanji, the Company's CEO, is not "independent", as he is an executive officer of the Company, and Dr. Priatel and Mr. Nanji are independent. All of the Audit Committee

members are “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer’s financial statements.

Each member of the Company’s present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(A) an understanding of the accounting principles used by the Company to prepare its financial statements;

(B) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;

(C) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements or experience actively supervising individuals engaged in such activities; and

(D) an understanding of internal controls and procedures for financial reporting.

For details regarding the education, experience and financial literacy of the members of the Audit Committee, see “*Directors and Executive Officers – Biographies*”, above.

Audit Committee Oversight

During the period from incorporation on November 9, 2021 to September 30, 2022 and the three months ended December 31, 2022, the Company did not have an Audit Committee. During the years ended August 31, 2020, August 31, 2021 and August 31, 2022 and the six months ended February 28, 2023, ME Therapeutics did not have an Audit Committee.

Reliance on Certain Exemptions

The Company will be a "venture issuer", as defined in Section 1.1 of NI 52-110. Accordingly, in providing the disclosure contained herein, the Company will rely upon the exemption in Section 6.1 of NI 52-110 (which is available to all venture issuers) whereby the Audit Committee members will not be required to be either "independent" or "financially literate".

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The following table sets out the aggregate fees billed for the years ended August 31, 2020, August 31, 2021 and August 31, 2022 to ME Therapeutics and for the period from incorporation on November 9, 2021 to September 30, 2022 to the Company as further described below:

Entity	Fiscal Period	Audit Fees[1]	Audit Related Fees[2]	Tax Fees[3]	All Other Fees[4]
ME Therapeutics	Year ended August 31, 2020	$10,000	Nil	Nil	Nil
	Year ended August 31, 2021	$10,000	Nil	Nil	Nil
	Year ended August 31, 2022	$15,000	Nil	Nil	Nil
Company	From incorporation on November 9, 2021 to September 30, 2022	$13,000	Nil	Nil	Nil

Notes:

(1) **"Audit Fees"** includes fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) **"Audit-Related Fees"** include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) **"Tax Fees**" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) **"All Other Fees"** include all other non-audit services.

Exemption

The Company is relying on the exemption provided by section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

CORPORATE GOVERNANCE

On June 30, 2005, the Canadian Securities Administrators enacted NP 58-201 and NI 58-101. Accordingly, NP 58-201 provides guidelines on corporate governance practices while NI 58-101 requires Canadian reporting Companies to disclose their corporate governance practices in accordance with the disclosure items set out in Form 58-101F1.

The Board will facilitate its exercise of independent supervision over the Company's management through meetings of the Board and, both directly and indirectly, its committees and independent members. The Board believes that adequate structures and processes are and will be implemented to facilitate the functioning of the Board with a level of independence from the Company's management. In addition, the Board has access to the Company's external auditors, legal counsel and to any of the Company's officers.

Pursuant to NI 58-101 the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through regular meetings of the Board. The Board consists of four (4) members, namely: Dr. Kenneth Harder, Dr. John Priatel, Dr. Salim Zulifkar Dhanji and Karim Nanji.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors are encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

Dr. Kenneth Harder, Karim Nanji and Dr. John Priatel are "independent" in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from being shareholders of the Company. Dr. Salim Zulifkar Dhanji is the CEO of the Company.

Directorships

Certain of the Company's directors are also currently directors of other reporting issuers as follows:

Name	Reporting Issuer	Market	Position	From	To
Karim Nanji	Marble Financial Inc.	Canadian Securities Exchange	Director	October 2019	Present

Orientation and Continuing Education

It is the intention that the Board will consider and determine an orientation process for new members of the Board and continuing education and development for incumbent members of the Board, including specific education for members, if necessary. In addition, the Board will oversee the arrangement for its members to annually participate in a continuing education event addressing current developments and best practices in corporate governance, if deemed to be appropriate and beneficial.

Each of Dr. Dhanji and Dr. Priatel completed the Public Companies: Financing, Governance and Compliance course through Simon Fraser University in May of 2023. The Company may explore additional education for its directors in the future.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Board may choose to adopt a written Code of Conduct in the future, which will apply to all employees, officers, directors and advisors of the Company and its affiliates. The purpose of such Code of Business Conduct and Ethics will be to create a culture in the Company and its affiliates that values high ethical standards, honesty and compliance with laws, rules and regulations. Such Code of Conduct will contain prohibitions on discrimination and harassment as well as provisions that require the directors, officers and other employees of the Company and its affiliates to avoid situations where their personal interests conflict, or appear to conflict, with the interests of the Company and/or its affiliates.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

The Board as a whole will be responsible for annually identifying and recommending to the Board an annual slate of nominees for membership on the Board. In recommending the annual slate of nominees, the Board will identify and screen individuals to determine potential candidates, taking into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

The Board conducts reviews with regard to directors' and officers' compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see "*Executive Compensation*" herein.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

The Board will monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and process of the Board and the Audit Committee. During the year-end audit, both the Board and the Audit Committee will review the information contained within the financial statements, express any opinions which they may have and make self-assessments regarding whether the information is accurate and representative of clear communications between the Board and management of the Company.

RISK FACTORS

An investment in the securities of the Company is speculative and involves a high degree of risk due to the nature of the Company's business. An investment in the Company's securities should only be made by persons who can afford the total loss of their investment. The following risks, as well as risks currently unknown to the Company, could adversely affect the Company's current or future business, operations, results, cash flows and financial condition and could cause future results, cash flows, financial condition, events or circumstances to differ materially from those currently expected, including the estimates and projections contained in this Prospectus. Prospective investors should carefully consider the risks described below and elsewhere in this Prospectus. The risks described below and elsewhere in this Prospectus do not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the Company or not currently perceived as being material may have an adverse effect on the Company.

Risks Related to the Company

Management of the Company defines risk as the evaluation of probability that an event might happen in the future that could negatively affect the financial condition and/or results of operations of the Company. The following section describes specific and general risks that could affect the Company. The following descriptions of risk do not include all possible risks as there may be other risks of which management is currently unaware. Moreover, the likelihood that a risk will occur or the nature and extent of its consequences if it does occur, is not possible to predict with certainty, and the actual effect of any risk or its consequences on the business could be materially different from those described below and elsewhere in this Prospectus.

Discretion in the use of available funds.

Although the use of the Company's funds has generally been provided for in this Prospectus, the Company cannot specify with certainty the amount of available funds which will be available or will be

allocated for each purpose. Accordingly, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult at this time to definitively project the total funds necessary to achieve the business objectives of the Company. For these reasons, management of the Company will have a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the determined by the Company.

The Company is a development stage company with little operating history, a history of losses and the Company cannot assure profitability.

As the Company is in the pre-revenue phase, it is extremely difficult to make accurate predictions and forecasts of its finances. This is compounded by the fact the Company will operate in the pharmaceutical industry, which is rapidly transforming. There is no guarantee that the Company's products or services will be attractive to potential consumers.

In addition, the Company may encounter unforeseen expenses, difficulties, complications, delays, and other known and unknown obstacles. The Company will eventually need to transition from a company with a research and development focus to a company capable of supporting commercial activities. The Company may not be successful in such a transition.

As the Company continues to build its business, the financial condition and operating results of the Company may fluctuate significantly from quarter to quarter and year to year due to a variety of factors, many of which are beyond our control. Accordingly, prospective investors should not rely upon the results of any particular quarterly or annual period as indications of future operating performance.

We operate in a relatively new industry and this industry may not succeed in the long term.

There is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the industry and market could have a material adverse effect on our business, financial condition and results of operations.

Lack of operating cash flow.

The Company does not currently have a source of operating cash flow and this trend is expected to continue for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further research and preclinical or clinical development of the Company's therapies and products will require the commitment of substantial financial resources. It may be several years before the Company may generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

Uncertainty about the Company and the Company's ability to continue as a going concern.

The Company is in the development stage and will seek additional capital, joint ventures, partnerships and other business arrangements to expand its business opportunities in the life sciences industry. The Company's ability to continue as a going concern is dependent upon its ability in the future to execute on its business opportunities and achieve profitable operations and, in the meantime, to obtain the

necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available on acceptable terms. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.

The Company's actual financial position and results of operations may differ materially from management's expectations. As a result, the Company's potential future revenue, net income and cash flow, if any, may differ materially from the Company's any future projected revenue, net income and cash flow. Currently, as a result of the current stage of the Company's business, it does not have a process for estimating the Company's potential future revenue, net income and cash flow and any process will require the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used the Company intends to use in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

If any of the Company's drug candidates reach the clinical trial stage, the Company may experience delays or difficulties in the enrollment of volunteers or patients in future clinical trials and receipt of necessary regulatory approvals could be delayed or prevented.

Clinical trials for treatment candidates require identification and enrollment of a large number of volunteers or eligible patients. The Company may not be able to enroll sufficient volunteers or eligible patients to complete clinical trials in a timely manner or at all. Patient enrollment is a function of many factors, including the following: design of the protocol, size of the patient population, eligibility criteria for the study in question, perceived risks and benefits of the drug under study, availability of competing therapies, efforts to facilitate timely enrollment in clinical trials, patient referral practices of physicians, and availability of clinical trial sites. If the Company has difficulty enrolling sufficient volunteers or patients to conduct its clinical trials as planned, it may need to delay, forego or terminate ongoing clinical trials. This may have a material adverse effect on the Company's financial condition or results of operations.

If serious adverse or intolerable side effects are identified during the development of the drug candidates, the Company may need to abandon or limit the development and expected commercial value of some of its drugs candidates.

The Company's potential drug candidates are still in preclinical development and as such, they have a high risk of failure. If poor efficacy or serious adverse or intolerable side effects are identified during the development of the drug candidates, the Company may need to abandon their development or limit development to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk benefit perspective. It is impossible to predict when or if any of the Company's drug candidates will prove effective or safe in humans or will receive regulatory approval.

If serious adverse or intolerable side effects are identified post-approval, the Company may need to recall its products and depending on the serious adverse event or intolerable side effects, the Company

may have to abandon the product completely and could be subject to substantial product liability claims. The Company may be able to limit sales to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective.

If the Company pursues the strategy of partnership at the preclinical stage, it may be subject to the risk of delayed or limited commercialization of its products due to a failure in securing an industry partner.

If the Company decides to pursue the strategy of engaging a large industry partner during the preclinical stage and it unable to do so, it may face significant challenges in bringing its proposed products to market. Without such a partner or the ability to raise additional funds, the Company could have limited resources to fund further development and clinical trials, which could delay or even prevent commercialization. In addition, should the Company pursue this strategy, the lack of a partner may limit the Company's ability to access the necessary expertise and resources to successfully navigate the complex regulatory approval process, which could further delay a path to market for any of the Company's potential products. As a result, the Company's financial position and future prospects could be materially and adversely affected if it is unable to secure an industry partner at this stage.

Other clinical trials or studies may have negative results or reveal adverse safety events.

From time to time, studies or clinical trials on various aspects of pharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the pharmaceutical products that are the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to our drug candidates, or the therapeutic areas in which our drug candidates compete, could adversely affect our share price and ability to finance future development of our drug candidates, and could materially and adversely affect our business and financial results.

Lack of supporting clinical data.

The clinical effectiveness and safety of any of our drug candidates in early-stage development is not yet supported by clinical data and the medical community has not yet developed a large body of peer reviewed literature that supports the safety and efficacy of our drug candidates. If future studies call into question the safety or efficacy of our drug candidates, the Company's business, financial condition, and results of operations could be adversely affected.

The Company has an unproven market for ME Therapeutics' drug candidates.

The Company believes that the anticipated market for its potential products and technologies, if successfully developed, will continue to exist and expand. These assumptions may prove to be incorrect for a variety of reasons, including competition from other products and the degree of commercial viability of the potential product.

Preclinical studies and initial clinical trials are not necessarily predictive of future results.

Preclinical tests and Phase I/II clinical trials of therapeutics are primarily designed to test safety, to study Pharmacokinetics and Pharmacodynamics, establish optimal dosing regimens, and to understand the side effects of potential product candidates at various doses and schedules. Preclinical tests and clinical

trials of diagnostic technologies are designed to test effectiveness. Success in preclinical and early clinical trials does not ensure that later large-scale efficacy trials will be successful nor does it predict final results. Favorable results in early trials may not be repeated in later trials.

A number of companies in the pharmaceutical industry have suffered significant setbacks in advanced clinical trials, even after positive results in earlier trials. Clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be delayed, repeated or terminated. Any preclinical data and the clinical results obtained by the Company may not predict results from studies in larger numbers of subjects drawn from more diverse populations or in the commercial setting, and also may not predict the ability of these products to achieve their intended goals, or to do so safely.

If development of any of our drug candidates does not produce favorable results, we and our collaborators, if any, may be unable to commercialize these drug candidates.

To receive regulatory approval for the commercialization of any drug candidates that we may develop, adequate and well-controlled clinical trials must be conducted to demonstrate safety and efficacy in humans to the satisfaction of the FDA, the EMA and comparable foreign authorities. In order to support marketing approval, these agencies typically require successful results in one or more Phase III clinical trials, which our current drug candidates have not yet reached and may never reach. The development process is expensive, can take many years and has an uncertain outcome. Failure can occur at any stage of the process. We may experience numerous unforeseen events during, or as a result of, the development process that could delay or prevent approval and commercialization of our current or future drug candidates, any of which may be exacerbated by unforeseen impacts related to the ongoing COVID-19 pandemic. These events may include the following:

- preclinical studies conducted with drug candidates for potential clinical development to evaluate their toxicology, carcinogenicity and pharmacokinetics and optimize their formulation, among other things, may produce unfavorable results;

- patient recruitment and enrollment in clinical trials may be slower than we anticipate;

- clinical trials may produce negative or inconclusive results;

- costs of development may be greater than we anticipate;

- the potential advantages of our drug candidates may not materialize and thus would confer no benefits to patients over other parties' products that may emerge;

- the potential that our competitors develop myeloid drug products for the same indications or for other indications with off-label use;

- our drug candidates may cause undesirable side effects that delay or preclude regulatory approval or limit their commercial use or market acceptance, if approved;

- collaborators who may be responsible for the development of our drug candidates may not devote sufficient resources to the preclinical studies or clinical trials studies of these candidates or conduct them in a timely manner; or

- we may face delays in obtaining regulatory approvals to commence one or more clinical trials.

Success in early development does not mean that later development will be successful because, for example, drug candidates in later-stage clinical trials may fail to demonstrate sufficient safety and efficacy despite having progressed through initial clinical trials.

We or any potential future collaborative partner will be responsible for establishing the targeted endpoints and goals for development of our drug candidates. These targeted endpoints and goals may be inadequate to demonstrate the safety and efficacy levels required for regulatory approvals. Even if we believe data collected during the development of our drug candidates are promising, such data may not be sufficient to support marketing approval by the FDA, the EMA or comparable foreign authorities. Further, data generated during development can be interpreted in different ways, and the FDA, the EMA or comparable foreign authorities may interpret such data in different ways than we or our collaborators. Our failure to adequately demonstrate the safety and efficacy of any of our drug candidates would prevent our receipt of regulatory approval, and such failure would ultimately prevent the potential commercialization of these drug candidates.

Since we do not currently possess the resources necessary to independently develop and commercialize our drug candidates or any other drug candidates that we may develop, we will seek to enter into collaborative agreements to assist in the development and potential future commercialization of some or all of these drug candidates as a component of our strategic plan. Our discussions with potential collaborators, however, may not lead to the establishment of collaborations on acceptable terms, if at all, or it may take longer than expected to establish new collaborations, leading to development and potential commercialization delays, which would adversely affect our business, financial condition and results of operations.

The Company is highly dependent on the key personnel of ME Therapeutics.

Although the Company has experienced senior management and personnel, the Company will be substantially dependent upon the services of a few key technical personnel, particularly the Company's directors and CEO as well as certain other medical research professionals engaged for the successful operation of our businesses.

The loss of the services of any of these personnel could have a material adverse effect on the business of the Company. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If the Company loses any of these persons, or is unable to attract and retain qualified personnel, the business, financial condition, results of operations may be materially and adversely affected and results of research and development.

The Company may not succeed in completing the development of its products, commercializing its products or generating significant revenues or any revenue at all.

Since commencing operations, ME Therapeutics has focused on the research and development of a G-CSF antibody candidate and myeloid targeted prodrug candidates. The Company's ability to generate revenues and achieve profitability depends on the Company's ability to successfully complete the development of its products, obtain market and regulatory approval and generate revenues. The future success of the Company's business cannot be determined at this time, and the Company does not anticipate generating revenues from product sales for the foreseeable future. In addition, the Company

will face a number of challenges with respect to its future commercialization efforts, including, among others, that:

- the G-CSF Antibody candidate and myeloid prodrug candidates may prove to be ineffective during future animal efficacy studies;
- the Company may not have adequate financial or other resources to complete the development of its various products or medical therapies, including two stages of clinical development that are necessary in order to commercialize such products or medical therapies;
- ME Therapeutics may not be able to manufacture its products in commercial quantities, at an adequate quality or at an acceptable cost;
- ME Therapeutics may never receive FDA, the EMA or comparable foreign authorities approval for its intended products or medical therapies;
- the Company may not be able to establish adequate sales, marketing and distribution channels;
- healthcare professionals and patients may not accept the Company's drug candidates;
- technological breakthroughs in IO treatments may reduce the demand for the Company's drug candidates;
- changes in the market for IO treatment, new alliances between existing market participants and the entrance of new market participants may interfere with the Company's market penetration efforts;
- third-party payors may not agree to reimburse patients for any or all of the purchase price of our potential products, which may adversely affect patients' willingness to purchase the Company's drug candidates;
- uncertainty as to market demand may result in inefficient pricing of the Company's drug candidates;
- the Company may face third-party claims of intellectual property infringement;
- ME Therapeutics may fail to obtain or maintain regulatory approvals for possible product candidates in the Company's target markets or may face adverse regulatory or legal actions relating to the Company's drug candidates even if regulatory approval is obtained; and
- the Company is dependent upon the results of ongoing preclinical studies relating to ME Therapeutics' drug candidates and products of our competitors. ME Therapeutics may fail in obtaining positive results.

If the Company is unable to meet any one or more of these challenges successfully, the Company's ability to effectively commercialize its drug candidates could be limited, which in turn could have a material adverse effect on the Company's business, financial condition and results of operations.

We may expend our limited resources to pursue a particular drug candidate or indication and fail to capitalize on drug candidates or indications that may be more profitable or for which there is a greater likelihood of success.

Because we have limited financial and managerial resources, we will initially develop our lead drug candidates for particular diseases. As a result, we may forego or delay pursuit of opportunities in other diseases that may prove to have greater treatment potential. Likewise, we may forego or delay the pursuit of opportunities with other potential drug candidates that may prove to have greater commercial potential.

Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and drug candidates for specific indications may not yield any commercially viable drug candidates. If we do not accurately evaluate the commercial potential or target market for a particular drug candidate, we may relinquish valuable rights to that drug candidate through collaboration, licensing or other similar arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to the drug candidate.

Probable lack of business diversification.

Because the Company will be focused on developing its business ancillary to the pharmaceuticals industry, and potentially directly in the life sciences and pharmaceuticals industry, the prospects for the Company's success will be dependent upon the future performance and market acceptance of the Company's intended products, processes, and services. Unlike certain entities that have the resources to develop and explore numerous product lines, operating in multiple industries or multiple areas of a single industry, the Company does not anticipate the ability to immediately diversify or benefit from the possible spreading of risks or offsetting of losses. Again, the prospects for the Company's success may become dependent upon the development or market acceptance of a very limited number of products, processes or services.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company's planned efforts to grow its business may be costlier than the Company expects, and the Company may not be able to increase any potential future revenue enough to offset its higher operating expenses. The Company may incur significant losses in the future for a number of reasons, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If the Company is unable to achieve and sustain profitability, the market price of the Common Shares may significantly decrease.

The Company may be subject to additional regulatory burden resulting from its public listing on the CSE.

The Company has yet to be subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE. The Company will work with its legal, accounting and financial advisors to identify those areas in which changes should be made to the Company's intended financial management control systems to manage its obligations should it become a public company listed on the CSE. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. The Company will make changes in these and other areas, including the Company's internal controls over financial reporting. However, the Company is not able to assure holders of Common Shares that these and other measures that the Company might take will be sufficient to allow us to satisfy the Company's obligations as a public company listed on the CSE on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies listed on the CSE will create additional costs for the Company and will require the time and attention of management. The Company is not able to predict the amount of the additional costs that the Company might incur, the timing of such costs or the impact that management's attention to these matters will have on the Company's business.

The Company may be unable to adequately protect its proprietary and intellectual property rights.

The Company's ability to compete may depend on the superiority, uniqueness and value of any intellectual property and technology that it may develop or license. To the extent the Company is able to do so, to protect any proprietary rights of the Company, the Company intends to rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, any of the following occurrences may reduce the value of any of the Company's intellectual property:

- issued patents, trademarks and copyright registrations may not provide the Company with competitive advantages;

- the Company's efforts to protect the current intellectual property rights of ME Therapeutics may not be effective in preventing misappropriation of any its products or intellectual property rights by third parties;

- the Company's efforts may not prevent the development and design by others of products or marketing strategies similar to or competitive with, or superior to those the Company develops;

- another party may assert a blocking patent and the Company would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products; or

- the expiration of patent or other intellectual property protections for any assets owned or licensed by the Company or ME Therapeutics could result in significant competition, potentially at any time and without notice, resulting in a significant reduction in sales. The effect of the loss of these protections on the Company and its financial results will depend, among other things, upon the nature of the market and the position of the Company's products in the market from time to time, the growth of the market, the complexities and economics of manufacturing a competitive product and regulatory approval requirements but the impact could be material and adverse.

The Company's intellectual property rights may provide only limited protection for its technology and may not be sufficient to provide the Company with a competitive advantage. Despite the Company's efforts to protect its intellectual property or proprietary rights, unauthorized parties may attempt to infringe its intellectual property rights, including by copying aspects of our technology or obtaining and using information that the Company considers proprietary or confidential. Policing the Company's intellectual property and proprietary rights is difficult and may not always be effective.

The Company may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Company relating to intellectual property rights.

Litigation before the courts or proceedings before other governmental authorities and administrative bodies in Canada or any jurisdiction in which the Company operates may be necessary to enforce and protect its intellectual property rights and to determine the validity and scope of the intellectual property and proprietary rights of others. The Company's efforts to enforce or protect its intellectual property and proprietary rights may be ineffective and could result in substantial costs and diversion of resources and could harm its business. Furthermore, the Company's efforts to enforce its intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of its intellectual property rights and may result in the invalidation or cancellation of such rights.

If the Company's products are found to infringe on the proprietary rights of others, it may be required to change our business practices and may also become subject to significant costs and monetary penalties.

The pharmaceutical and life science industries are characterized by the existence of a large number of patents and frequent claims and related litigation regarding patents, copyright, trademark, and other intellectual property rights. Third parties may in the future assert that the Company's products and practices infringe, misappropriate or otherwise violate their intellectual property or other proprietary rights. Such claims may be made by the Company's competitors seeking to obtain a competitive advantage or by other parties. The risk of infringement claims may increase as the number of products that the Company and its market competitors offer increases and overlaps between such products occur. In addition, to the extent that the Company gains greater visibility and market exposure, we face a higher risk of being the subject of intellectual property infringement claims.

As the Company continues to develop and expand its product portfolio, it may become increasingly subject to infringement claims from third parties. Any claims, whether with or without merit, could:

- be expensive and time consuming to defend;
- cause the Company to cease making or marketing products that infringes the third party intellectual property rights;
- require the Company to design around the third party intellectual property rights;
- require the Company to indemnify its partners, licensees, etc.;
- divert management's attention and resources; and

- require the Company to enter into royalty or licensing agreements in order to obtain the right to use necessary technology.

Any one or more of the foregoing outcomes could have a material adverse effect on the Company's business, financial condition and results of operations. Additionally, the Company may be liable for damages for past infringement if a court determines that its products infringe upon a third party's intellectual property rights, including patents.

The Company may become subject to litigation, including for possible product liability claims, which may have a material adverse effect on the Company's reputation, business, results from operations, and financial condition.

The Company may be named as a defendant in a lawsuit or regulatory action. The Company may also incur uninsured losses for liabilities which arise in the ordinary course of business, or which are unforeseen, including, but not limited to, employment liability and business loss claims. Any such losses could have a material adverse effect on the Company's business, results of operations, sales, cash flow or financial condition.

The Company will face competition from other companies where it will conduct business that may have higher capitalization, more experienced management or may be more mature as a business.

An increase in the companies competing in this industry could limit the ability of the Company's potential of expanding its operations. Current and new competitors may have better capitalization, a longer operating history, more expertise and able to develop higher quality equipment or products, at the same or a lower cost. The Company will not be able to provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures that the Company may face could have a material adverse effect on its business, operating results and financial condition.

The industry of the Company is experiencing rapid growth and consolidation that may cause the Company to lose key relationships and intensify competition.

The pharmaceutical industry and businesses ancillary to and directly involved with pharmaceutical businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, future revenues and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results.

The Company cannot guarantee that it will meet its business objectives and obtain future financing.

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Any collaboration arrangement that we may enter into in the future may not be successful, which could adversely affect our ability to develop and commercialize our current and potential future drug candidates.

We may seek collaboration arrangements with pharmaceutical companies for the development or commercialization of our current and potential future drug candidates. To the extent that we decide to enter into collaboration agreements, we will face significant competition in seeking appropriate collaborators. Moreover, collaboration arrangements are complex and time consuming to negotiate, execute and implement. We may not be successful in our efforts to establish and implement collaborations or other alternative arrangements should we choose to enter into such arrangements, and the terms of the arrangements may not be favorable to us. If and when we collaborate with a third party for development and commercialization of a drug candidate, we can expect to relinquish some or all of the control over the future success of that drug candidate to the third party. The success of our collaboration arrangements will depend heavily on the efforts and activities of our collaborators. Collaborators generally have significant discretion in determining the efforts and resources that they will apply to these collaborations. As such, our inability to control our collaborators, and the potentially adverse results of our collaborators, may materially and adversely affect our drug candidates and we may not be able to conduct our program in the manner or on the time schedule it currently contemplates, which could negatively impact our business.

If our potential future collaborations do not result in the successful development and commercialization of drugs or if one of our collaborators terminates our agreement with us, we may not receive any future research funding or milestone or royalty payments under the collaboration. If we do not receive the funding we expect under these agreements, our development of our program technology and drug candidates could be delayed and we may need additional resources to develop drug candidates and our technology.

Disagreements between parties to a collaboration arrangement can lead to delays in developing or commercializing the applicable drug candidate and can be difficult to resolve in a mutually beneficial manner. In some cases, collaborations with pharmaceutical companies and other third parties are terminated or allowed to expire by the other party. Any such termination or expiration could adversely affect our business, financial condition and results of operations.

Reliance on the Collaborative Research Agreement and other potential agreements may leave the Company exposed if any of such agreements are terminated or the Company is unable to negotiate future agreements.

Since commencing the Collaborative Research Agreement, ME Therapeutics has established a strong working relationship with INT in an effort to further progress and develop its novel myeloid cell targeted prodrug candidates. In the event the agreement with INT is terminated prior to its completion, ME Therapeutics would be adversely impacted and the achievement of its stated business objectives and milestones, at all, or within the timeframe estimated in this Prospectus would most likely be delayed.

There may also be a risk associated with the signing of a development agreement for the prodrugs once the initial testing is complete. The Company could be required to find a new collaborative research partner which, in turn, could cause significant delays and additional costs. There is no guarantee that ME Therapeutics will be able to successfully negotiate and enter into such an agreement or other agreements, as necessary.

If the Company is unable to negotiate a future agreement to work with INT, specifically, it could lead to direct competition with INT or other third parties.

If the Company is unable to negotiate future agreements or arrangements with INT, then each of the Company and INT would have rights to the prodrug candidates and could independently develop the same prodrug and become competitors with one another. In turn, INT may also license their ownership (50%) to another third party which would create a competitor as well. The Company will be reliant on fostering a good working relationship and future agreement or agreements with INT.

If the Company were ever to stop working with INT, it could lead to direct competition with either INT or a third party, potential issues relating to Intellectual Property rights or other materially adverse consequences, all of which could harm the Company's operating results and negatively impact the Company's achievement of business objectives.

New issuances of equity or convertible debt securities may significantly dilute current ownership and have different rights for the new shareholders.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. The Company and by extension the Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company will have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Stock Option Plan. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

The Company's officers and directors may be engaged in a range of business activities that could result in conflicts of interest.

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in the industries in which the Company may operate and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each director is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in applicable laws.

Our officers, directors and certain significant shareholders will continue to own a substantial number of our Common Shares and, as a result, may be able to exercise control over us, including the outcome of shareholder votes.

Upon Listing, our executive officers, directors, 10% holders and their affiliates will represent beneficial ownership, in the aggregate, of approximately 53.7% of our total issued and outstanding Common Shares. As a result, these parties may be able to determine all matters requiring shareholder approval. For example, these shareholders may be able to exert control over our business, including significant corporate actions such as mergers, schemes of arrangement, sales of substantially all of our assets, and election, re-election and removal of directors. This may prevent or discourage unsolicited acquisition proposals or offers for our Common Shares, or other such changes in control, that you may feel are in your best interest. The interests of this group of shareholders may not always coincide with your interests or the interests of other shareholders and they may act in a manner that advances their best interests and not necessarily those of who purchase Common Shares in this offering, including seeking a premium value for their Common Shares, and might affect the prevailing market price for our Common Shares.

The Company's employees, contractors and consultants could engage in fraudulent or illegal activity.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates government regulations or laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company.

In certain circumstances, the Company's reputation could be damaged.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its proposed activities, whether true or not. Although the Company plans to operate in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company will ultimately not have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Development of the Company's products dependent upon regulatory approvals.

Successful development of the Company's products is dependent upon the Company or its development partners obtaining several key regulatory approvals.

Provided that the Company continues to develop a full preclinical package and efficacy in animal models, in the event that key IND regulatory approval is not granted to ME Therapeutics or its regional partners, ME Therapeutics will take the following action: (1) if the failure to obtain approval was due to an error or omission in filing, the filing will be resubmitted after correcting that error or omission; alternatively ME Therapeutics could switch to a new contractor to assist in filing; (2) if the failure to obtain approval is due to a deficiency in the IND filing package of data, ME Therapeutics will work with its partners or CROs to obtain the missing data and refile; and (3) if the failure relates to specific regulations in a certain country, ME Therapeutics will consider utilizing another country's clinical trials mechanisms to obtain approval for the therapeutic.

In the event that ME Therapeutics and/or its regional partners are ultimately unable to obtain the needed approvals, the development of the corresponding product would be unable to proceed in that jurisdiction.

Upon successful development of one of our drug candidates, we, or any future collaborators, may not be able to obtain Orphan Drug designation or orphan drug exclusivity for our drug candidates.

Regulatory authorities in some jurisdictions, including the United States and Europe, may designate drugs for relatively small patient populations as orphan drugs. Under the *Orphan Drug Act*, the FDA may designate a drug as an Orphan Drug if it is a drug intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States. In the United States and Europe, obtaining orphan drug approval may allow us to obtain financial incentives, such as an extended period of exclusivity during which only we are allowed to market the orphan drug for the orphan indications that we are developing. While we may seek orphan drug designation from the FDA for any of our drug candidates, we, or any future collaborators, may not be granted orphan drug designations for our drug candidates in the United States or in other jurisdictions.

Even if we or any future collaborators obtain orphan drug designation for a drug candidate, we or such collaborators may not be able to obtain orphan drug exclusivity for that drug candidate. Generally, a drug with orphan drug designation only becomes entitled to orphan drug exclusivity if it receives the first marketing approval for the indication for which it has such designation, in which case the FDA or the EMA will be precluded from approving another marketing application for the same drug for that indication for the applicable exclusivity period. The applicable exclusivity period is seven years in the United States and ten years in Europe. The European exclusivity period can be reduced to six years if a drug no longer meets the criteria for orphan drug designation or if the drug is sufficiently profitable so that market exclusivity is no longer justified. Orphan drug exclusivity may be lost if the FDA or the EMA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug to meet the needs of patients with the rare disease or condition.

Even if we or any future collaborators obtain orphan drug exclusivity for a drug, that exclusivity may not effectively protect the drug from competition because the FDA has taken the position that, under certain circumstances, another drug with the same active chemical and pharmacological characteristics, or moiety, can be approved for the same condition. Specifically, the FDA's regulations provide that it can approve another drug with the same active moiety for the same condition if the FDA concludes that the

later drug is clinically superior in that it is shown to be safer, more effective or makes a major contribution to patient care.

If we seek and obtain a Fast Track or Breakthrough Therapy designation or accelerated approval by the FDA for any of our drug candidates, such designations may not actually lead to a faster development or regulatory review or approval process or any other material benefits.

We may in the future seek Fast Track designation for some of our drug candidates that reach the regulatory review process. If a drug candidate is intended for the treatment of a serious or life-threatening condition and the drug candidate demonstrates the potential to address unmet medical needs for this condition, the sponsor may apply to the FDA for a Fast Track designation for the drug candidate. If Fast Track designation is obtained, the FDA may initiate review of sections of an NDA before the application is complete. This "rolling review" is available if the applicant provides and the FDA approves a schedule for the remaining information. In addition, a Fast Track product may be eligible for accelerated approval, as described below. The FDA has broad discretion over whether to grant a Fast Track designation and, as a result, even our drug candidates that may be eligible for such a designation may not receive it. Even if we were to receive Fast Track designation for any of our drug candidates, the designation may not result in a materially faster development process, review or approval compared to conventional FDA procedures. The FDA can withdraw a Fast Track designation if it believes that the designation is no longer supported by data from the clinical development program.

Additionally, we may in the future seek a Breakthrough Therapy designation for our drug candidates. The Food and Drug Administration Safety and Innovation Act established the Breakthrough Therapy designation for drugs intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening disease or condition, and that, as indicated by preliminary clinical evidence, may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. Drugs designated as breakthrough therapies by the FDA are eligible for accelerated approval and increased interaction and communication with the FDA designed to expedite the development and review process.

As with Fast Track designation, designation as a Breakthrough Therapy is within the discretion of the FDA. Accordingly, even if we believe one of our drug candidates meets the criteria for designation as a Breakthrough Therapy, the FDA may disagree and may determine not to grant such a designation. Even if we receive a Breakthrough Therapy designation for any of our drug candidates, the designation may not result in a materially faster development process, review or approval compared to conventional FDA procedures. Further, obtaining a Breakthrough Therapy designation does not assure or increase the likelihood of the FDA's approval of the applicable drug candidate. The FDA can determine that a drug candidate no longer meet the conditions for the designation or determine not to shorten the time period for FDA review or approval.

We may also in the future seek accelerated approval for some of our drug candidates. Under the FDA's accelerated approval regulations, the FDA may approve a drug for a serious or life-threatening disease or condition that provides meaningful therapeutic benefit to patients over existing treatments and demonstrates an effect based upon a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity, or prevalence of the condition and the availability or lack

of alternative treatments. In clinical trials, a surrogate endpoint is a marker, such as a laboratory measurement, radiographic image, physical sign, or other measure that is thought to predict clinical benefit, but is not itself a measure of clinical benefit. Surrogate endpoints can often be measured more easily or sooner than clinical endpoints. As with Fast Track designation and Breakthrough Therapy designation, the FDA has broad discretion over whether to grant approval based on a surrogate endpoint. Accordingly, even if we believe one of our drug candidates meets the criteria for accelerated approval, the FDA may disagree and may determine not to grant such approval.

In addition, a drug candidate approved on such an accelerated basis is subject to rigorous post-marketing compliance requirements, including the completion of Phase IV or post-approval clinical trials to confirm the effect on the clinical endpoint. Failure to conduct required post-approval studies, or to validate the surrogate endpoint or otherwise confirm a clinical benefit during post-marketing studies, would allow the FDA to withdraw the drug from the market on an expedited basis.

If any of our drug candidates obtain regulatory approval, additional competitors could enter the market with generic versions of such drugs, which may result in a material decline in sales of affected drugs.

Under the *Hatch-Waxman Act*, a pharmaceutical manufacturer may file an abbreviated new drug application, or ANDA, seeking approval of a generic copy of an approved, small-molecule innovator drug. A manufacturer may also submit an NDA under Section 505(b)(2) of the FDCA that references the FDA's prior approval of the innovator drug. A 505(b)(2) NDA drug may be for a new or improved version of the original innovator drug. The *Hatch-Waxman Act* also provides for certain periods of regulatory exclusivity, which preclude FDA approval (or in some circumstances, FDA filing and reviewing) of an ANDA or 505(b)(2) NDA. These include, subject to certain exceptions, the period during which an FDA-approved drug is subject to orphan drug exclusivity. For example, a drug that is granted regulatory approval may be eligible for five years of marketing exclusivity in the United States following regulatory approval if that drug is classified as a new chemical entity, or NCE. A drug can be classified as a NCE if the FDA has not previously approved any other drug containing the same active moiety.

In addition to the benefits of regulatory exclusivity, an innovator NDA holder may have patents claiming the active ingredient, drug formulation or an approved use of the drug, which would be listed with the drug in the FDA publication, "Approved Drug Products with Therapeutic Equivalence Evaluations," known as the "Orange Book." If there are patents listed in the Orange Book, a generic or 505(b)(2) applicant that seeks to market its drug before expiration of the patents must include in the ANDA a "Paragraph IV certification," challenging the validity or enforceability of, or claiming non-infringement of, the listed patent or patents. Appropriate notice of the certification must be given to the innovator, too, and if within 45 days of receiving such notice the innovator sues to protect its patents, approval of the ANDA is stayed for 30 months, or as lengthened or shortened by the court.

Accordingly, if any of our drug candidates are approved, competitors could file ANDAs for generic versions of our drugs or 505(b)(2) NDAs that reference our drugs, respectively. If there are patents listed for our drugs in the Orange Book, those ANDAs and 505(b)(2) NDAs would be required to include a certification as to each listed patent indicating whether the ANDA applicant does or does not intend to challenge the patent. We cannot predict which, if any, patents in our current portfolio or patents we may obtain in the future will be eligible for listing in the Orange Book, how any generic competitor would address such patents, whether we would sue on any such patents, or the outcome of any such suit.

We may not be successful in securing or maintaining proprietary patent protection for products and technologies we develop or license. Moreover, if any of our owned or in-licensed patents that are listed in the Orange Book are successfully challenged by way of a Paragraph IV certification and subsequent litigation, the affected drug could immediately face generic competition and its sales would likely decline rapidly and materially.

We are subject to a multitude of manufacturing risks, any of which could substantially increase our costs and limit supply of our drug candidates.

The process of manufacturing our drug candidates is complex, highly regulated, and subject to several risks. For example, the process of manufacturing our drug candidates is extremely susceptible to product loss due to contamination, equipment failure or improper installation or operation of equipment, or vendor or operator error. Even minor deviations from normal manufacturing processes for any of our drug candidates could result in reduced production yields, product defects, and other supply disruptions. If microbial, viral, or other contaminations are discovered in our drug candidates or in the manufacturing facilities in which our drug candidates are made, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination. In addition, the manufacturing facilities in which our drug candidates are made could be adversely affected by equipment failures, labor shortages, natural disasters, power failures and numerous other factors. It may be difficult or impossible to find cGMP grade manufacturers, manufacturing may be cost prohibitive, we or our third-party manufacturers may not be able to manufacture drug candidates in a timely manner, or manufacturing may not be available to fulfill regulatory requirements. In addition, we or our third-party manufacturers may not be able to manufacture our drug candidates in a timely manner.

Product manufacturers and distributors are sometimes required to recall or initiate returns of their products for various reasons, including product defects such as contaminations, unintended harmful side effects or interactions with other products, packaging safety and inadequate or inaccurate labeling disclosure. Should the Company reach the commercialization stage and any of its future products are recalled, we could incur unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. We may lose any potential revenue due to loss of sales and may not be able to compensate for or replace that revenue.

In addition, any adverse developments affecting manufacturing operations for our drug candidates may result in shipment delays, inventory shortages, lot failures, withdrawals or recalls, or other interruptions in the supply of our drug candidates. We also may need to take inventory write-offs and incur other charges and expenses for drug candidates that fail to meet specifications, undertake costly remediation efforts or seek costlier manufacturing alternatives.

We rely, and will continue to rely, predominantly, on third parties to manufacture our preclinical and clinical drug supplies and our business, financial condition and results of operations could be harmed if those third parties fail to provide us with sufficient quantities of drug product, or fail to do so at acceptable quality levels, prices, or timelines.

We do not currently have, nor do we plan to acquire, the infrastructure or capability internally to manufacture our clinical drug supplies for use in our preclinical studies or clinical trials, and we lack the resources and the capability to manufacture any of our drug candidates on a clinical or commercial scale. We will rely on our manufacturers to purchase from third-party suppliers the materials necessary

to produce our drug candidates for our preclinical studies and clinical trials. There are a limited number of suppliers for raw materials that we use to manufacture our drug candidates, and there may be a need to identify alternate suppliers to prevent a possible disruption of the manufacture of the materials necessary to produce our drug candidates for our preclinical studies and clinical trials, and, if approved, ultimately for commercial sale. We do not have any control over the process or timing of the acquisition of these raw materials by our manufacturers. Any significant delay or discontinuity in the supply of a drug candidate, or the raw material components thereof, for an ongoing clinical trial due to the need to replace a third-party manufacturer could considerably delay completion of our preclinical studies or clinical trials and potential regulatory approval of our drug candidates, which could harm our business, financial condition and results of operations.

The Company plans to engage CROs to perform its preclinical studies and it cannot control how these studies will be performed and this could pose risks to our operations.

The Company plans to rely on third-party CROs to conduct its preclinical studies on its drug candidates and it will not be able to control the operations of a third-party CRO. Any failures or delays by a third-party CRO could adversely affect our drug candidate development timelines and our ability to obtain regulatory approval. In addition, these third-party CROs may not conduct the preclinical studies in accordance with our specifications, resulting in the need for additional studies or delays in our development programs. We have limited control over the activities, methodologies, and personnel employed by these contract labs and research scientists.

While we believe outsourcing research and development is the best method for the Company at this stage, investors should be aware that our reliance on CROs could lead to materially negative consequences for the Company and could impact our operations, financial position and financial performance.

Our estimates of the costs of its outsourced studies may exceed our projections and we may need to conduct more testing and studies than anticipated which could significantly impact our financial resources.

Our reliance on outsourced contract research organizations introduces inherent challenges in accurately estimating study costs. Factors beyond our control, such as research complexity, unforeseen technical issues, regulatory changes, and unanticipated delays, may contribute to higher expenses than initially anticipated. As a result, the actual costs incurred for these studies may surpass our estimates, potentially straining our financial resources and negatively impacting our business.

Moreover, to achieve our goals and fulfill regulatory requirements, there may be a need to conduct additional studies beyond our initial plans. The necessity for these additional studies can arise due to evolving regulatory standards, market conditions, competitive pressures, or emerging scientific knowledge. Accurately predicting the extent and cost of these additional studies may create additional challenges and further uncertainties.

If we are unable to enter into agreements with third parties to sell and market our drug candidates, it may be necessary to develop our own commercial organization.

We do not have a sales and marketing organization, and we have no experience as a company in the sales, marketing and distribution of pharmaceutical products. If any of our drug candidates are approved for commercialization and we are unable to make arrangements with a third party to perform sales and

marketing services, we may be required to develop our own sales, marketing and distribution capabilities. Developing a sales force for any drug is expensive and time consuming and could delay any drug launch. We may be unable to establish and manage an effective sales force in a timely or cost-effective manner, if at all, and any sales force we do establish may not be capable of generating sufficient demand for our drug candidates. To the extent that we enter into arrangements with collaborators or other third parties to perform sales and marketing services, we anticipate that our revenues would likely to be lower than if we marketed and sold any of our potential drug candidates independently. If we are unable to establish adequate sales and marketing capabilities, independently or with others, we may not be able to generate any revenues and may not become profitable.

Our business and operations would suffer in the event of computer system failures, cyber-attacks or deficiencies in our cyber security or cyber security of our collaborators or partners.

Given our limited operating history, we are still in the process of implementing our internal security measures. Our computer systems, and those of current and future third parties on which we rely, may fail and are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war, pandemics and telecommunications and electrical failure. In addition, any information technology or other internal infrastructure systems we may put in place in the future, including corporate firewalls, servers, leased lines and connection to the Internet, face the risk of systemic failure that could disrupt our operations. While we have not, to our knowledge, experienced any such material system failure or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our development programs and our business operations. For example, the loss of clinical trial data from completed or future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability, our competitive position could be harmed and the further development and commercialization of our drug candidates or any future candidates could be hindered or delayed. Furthermore, we may incur additional costs to remedy the damage caused by these disruptions or security breaches.

Business disruptions such as natural disasters could seriously harm our future revenues and financial condition and increase our costs and expenses.

We and our suppliers may experience a disruption in our and their business as a result of natural disasters. A significant natural disaster, such as an earthquake, hurricane, flood or fire, could severely damage or destroy our headquarters or facilities or the facilities of our manufacturers or suppliers, which could have a material and adverse effect on our business, financial condition and results of operations. In addition, terrorist acts or acts of war could cause damage or disruption to us, our employees, facilities, partners and suppliers, which could have a material adverse effect on our business, financial condition and results of operations.

A pandemic, epidemic, or outbreak of an infectious disease, such as the COVID-19 pandemic, may materially and adversely affect our business, including our preclinical studies, clinical trials, third parties on whom we rely, our supply chain, our ability to raise capital, our ability to conduct regular business and our financial results.

We are subject to risks related to public health crises such as the COVID-19 pandemic. The COVID-19 pandemic originated in Wuhan, China in December 2019 and has since spread to a large number of countries, including the United States and most European countries. The pandemic and policies and regulations implemented by governments in response to the pandemic, often directing businesses and governmental agencies to cease non-essential operations at physical locations, prohibiting certain nonessential gatherings and ceasing non-essential travel have had a significant impact, both direct and indirect, on businesses and commerce, as worker shortages have occurred, supply chains have been disrupted, facilities and production have been suspended, and demand for certain goods and services, such as medical service and supplies, has spiked, while demand for other goods and services, such as travel, has fallen. The full extent to which COVID-19 will ultimately impact our business will depend on future developments, which are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of COVID-19 and the actions to contain COVID-19 or treat its impact, among others. Global health concerns, such as the COVID-19 pandemic, could also result in social, economic, and labor instability in the countries in which we or the third parties with whom we engage operate.

We may engage in strategic transactions that could impact our liquidity, increase our expenses and present significant distractions to our management.

From time to time, we may consider strategic transactions, such as spin-offs, strategic partnerships, joint ventures, restructurings, divestitures, business combinations and investments. Additional potential transactions that we may consider include a variety of different business arrangements, including acquisitions of companies, asset purchases and out-licensing or in-licensing of drugs, drug candidates or technologies. Any such transaction may require us to incur non-recurring or other charges, may increase our near- and long-term expenditures and may pose significant integration challenges or disrupt our management or business, which could adversely affect our business, financial condition and results of operations. For example, these transactions may entail numerous operational and financial risks, including:

- exposure to unknown liabilities;
- disruption of our business and diversion of our management's time and attention in order to develop acquired drugs, drug candidates or technologies;
- incurrence of substantial debt or dilutive issuances of equity securities to pay for any of these transactions;
- higher-than-expected transaction and integration costs;
- write-downs of assets or goodwill or impairment charges;
- increased amortization expenses;
- difficulty and cost in combining the operations and personnel of any acquired businesses or product lines with our anticipated future operations and personnel;
- impairment of relationships with key suppliers or customers of any acquired businesses or product lines due to changes in management and ownership; and

- inability to retain key employees of any acquired businesses.

Accordingly, although there can be no assurance that we will undertake or successfully complete any transactions of the nature described above, any transactions that we do complete may be subject to the foregoing or other risks, and could have a material adverse effect on our business, financial condition and results of operations.

Liability claims may become an inherent risk of the Company's business, and if the Company's clinical trial and product liability insurance prove inadequate, product liability claims may harm its business.

If the Company's prodrug candidates reach clinical trial, the Company will need insurance. Although the Company plans to have adequate liability and clinical trial insurance, there can be no assurance that the Company will be able to maintain obtain insurance as required, on acceptable terms, with adequate coverage in the future against potential liabilities or at all. Insurance covering product liability claims becomes increasingly expensive as a drug candidate moves through the development pipeline to commercialization. An inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential liability claims could have a material adverse effect on the Company's business.

Risks Related to the Company's Securities

No established market.

There is currently no market through which the Company's securities may be sold. Although the Company has applied for approval from the CSE for the listing of the Common Shares, the final Listing is subject to the Company fulfilling all of the listing requirements. There is no guarantee that the CSE will provide final approval for the listing of the Common Shares.

The Company will not be able to assure you that a market will continue to develop or exist for the Common Shares or what the market price of the Common Shares will be.

The Company will not be able to assure that a market will continue to develop or be sustained once the Common Shares are listed on the CSE. If a market does not continue to develop or is not sustained, it may be difficult for investors to sell the Common Shares at an attractive price or at all. Company will not be able to predict the prices at which the Common Shares will trade.

The market price for the Company's shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control.

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which will be beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;

- our ability to conduct and achieve positive outcomes from our preclinical studies and clinical studies;

- contracting with third parties such as academic institutions and various CROs who will perform such studies, or the potential lack of performance of such organizations;

- acceptance of INDs by the FDA or similar regulatory filing by comparable foreign regulatory authorities for the conduct of clinical trials of our drug candidates and our proposed design of future clinical trials;

- acceptance of INDs by the FDA or similar regulatory filing by comparable foreign regulatory authorities for the conduct of clinical trials of our drug candidates and our proposed design of future clinical trials;

- failure of drug candidates to demonstrate acceptable efficacy in preclinical studies;

- the inherently uncertain outcomes of clinical trials;

- recommendations by securities research analysts;

- changes in the economic performance or market valuations of companies in the industry in which the Company will operate;

- addition or departure of the Company's executive officers and other key personnel;

- release or expiration of lock-up or other transfer restrictions on outstanding Common Shares;

- sales or perceived sales of additional Common Shares;

- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or the Company's competitors;

- operating and share price performance of other companies that investors deem comparable to us;

- fluctuations to the costs of vital production materials and services;

- changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility;

- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies;

- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets; and

- regulatory changes in the industry.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects do not change. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses. There can be no assurance that continuing fluctuations in price and

volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely affected and the trading price of the Common Shares might be materially adversely affected.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our share price and trading volume could decline.

The trading market for our Common Shares depends, in part, on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our Common Shares or publish inaccurate or unfavorable research about our business, the trading price of our Common Shares would likely decline. In addition, if our operating results fail to meet the forecast of analysts, the trading price of our Common Shares would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Common Shares could decrease, which might cause the trading price of our Common Shares and trading volume to decline.

The Company does not anticipate paying cash dividends.

The Company's policy will be to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in the Company. Therefore, the Company does not anticipate paying cash dividends on the Company's shares in the foreseeable future. The Company's dividend policy will be reviewed from time to time by the Company's board in the context of its earnings, financial condition and other relevant factors. Until the time that the Company pays dividends, which the Company might never do, shareholders of the Company will not be able to receive a return on their Common Shares unless they sell them.

Future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of the Common Shares. Additional Common Shares may be available for sale into the public market, subject to applicable securities laws, which could reduce the market price for Common Shares. Holders of Stock Options will have an immediate income inclusion for tax purposes when they exercise their Stock Options (that is, tax is not deferred until they sell the underlying Common Shares). As a result, these holders may need to sell Common Shares purchased on the exercise of Stock Options in the same year that they exercise their options. This might result in a greater number of Common Shares being sold in the public market, and fewer long-term holds of Common Shares by the Company's management and employees.

The Common Shares do not trade on any exchange and may experience substantial volatility.

Securities of small-cap companies such as the Company may experience substantial volatility that is unrelated to such company's financial condition or operations. The fact that no market currently exists for the Common Shares may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. The market price of the Common Shares will be affected by many other variables which may be unrelated to the Company's success and are, therefore, not within their control. The effect of these and other factors on

the market price of the Common Shares is expected to make the price of the Common Share volatile in the future, which may result in losses to investors.

Please see "*Management's Discussion and Analysis*" for a more detailed description of additional risks affecting the Company and ME Therapeutics, as applicable.

PROMOTERS

Dr. Salim Zulifkar Dhanji, the Chief Executive Officer and a director of the Company, took the initiative in the primary organization and financing of ME Therapeutics, the operating subsidiary, primary business of the Company and completing the Transaction, and accordingly, is considered to be a "promoter" of the Company, as that term is defined in the *Securities Act* (British Columbia). Dr. Dhanji beneficially owns or controls, directly or indirectly, an aggregate of 4,175,143 Common Shares which is 17.9% of the issued and outstanding Common Shares and 800,000 Stock Options, which is 31.4% of the issued Stock Options.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

To the knowledge of the Company, there are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

To the knowledge of the Company, there have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, since the incorporation of the Company on November 9, 2021, no director, executive officer or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Company or any associate or affiliate of the foregoing has, or has had, any material interest, direct or indirect, in any transaction prior to the date of this Prospectus or any proposed transaction that has materially affected, or is reasonably expected to materially affect, the Company or any of its affiliates.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The auditor of each of ME Therapeutics and the Company is Davidson & Company LLP, Chartered Professional Accountants, located at 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Davidson & Company LLP is independent of the Company within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of British Columbia.

Transfer Agent

The registrar and transfer agent of the Company's Common Shares is Odyssey Trust Company, located at 323 – 409 Granville Street, Vancouver, British Columbia V6C 1T2.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Company and its wholly-owned subsidiary within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Securities Exchange Agreement October 4, 2022, as amended October 21, 2022 and March 7, 2023, among the Company, ME Therapeutics and the ME Securityholders. See "*Description of The Business*" for further particulars.

2. Escrow Agreement dated ♦, 2023, among the Company, Escrow Agent and the principals of the Company. See "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*" for further particulars.

3. Collaborative Research Agreement dated February 10, 2022 between ME Therapeutics and INT. See "*Economic Dependence – Material Transfer and Collaborative Research Agreement*" for further particulars.

4. Patents Assignment Agreement dated December 20, 2017 between ME Therapeutics and UBC. See "*Historical Developments of ME Therapeutics Inc*." for further particulars.

EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus, holds any beneficial interest, direct or indirect, in any securities or property of the Company no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company.

Davidson & Company LLP, Chartered Professional Accountants, the auditors of ME Therapeutics and the Company, are independent of the Company in accordance with the Code of Professional Conduct for British Columbia Chartered Professional Accountants.

SCHEDULE A

AUDITED FINANCIAL STATEMENTS OF ME THERAPEUTICS HOLDINGS INC. FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 9, 2021 TO SEPTEMBER 30, 2022 AND AUDITOR REVIEWED FINANCIAL STATEMENTS FOR THE THREE MONTH PERIOD ENDED DECEMBER 31, 2022

[See Attached]

ME Therapeutics Holdings Inc.

(formerly Metx Research Corp.)

Financial Statements

For the period from incorporation on

November 9, 2021 to September 30, 2022

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Opinion

We have audited the accompanying financial statements of ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) (the "Company"), which comprise the statement of financial position as at September 30, 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on November 9, 2021 to September 30, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor’s report is Grant P. Block.

Vancouver, Canada Chartered Professional Accountants

DATE

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)
Statement of Financial Position
(Expressed in Canadian dollars)

As at September 30, 2022

	Note	September 30, 2022 $
Assets		
Current assets		
Cash		397,912
Total assets		**397,912**
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities		34,175
Due to related party	5	1,195
Total liabilities		**35,370**
Shareholders' equity		
Share capital	3	255,001
Share subscriptions received	3	165,000
Deficit		(57,459)
Total shareholders' equity		**362,542**
Total liabilities and shareholders' equity		**397,912**
Nature of operations and going concern	1	
Proposed transaction	9	
Events after the reporting period	10	

Approved on behalf of the Board of Directors on March XX, 2023:

"Kenneth Harder" **Director** *"Salim Dhanji"* **Director**

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

For the period from incorporation on November 9, 2021 to September 30, 2022

	Number of shares # 	Share capital $ 	Share subscriptions received $ 	Deficit $ 	Total shareholders' equity $
November 9, 2021 (date of incorporation)	-	-	-	-	-
Incorporation share	1	1	-	-	1
Private placements - unit offerings	6,450,000	255,000	-	-	255,000
Share subscriptions received	-	-	165,000	-	165,000
Loss and comprehensive loss for the period	-	-	-	(57,459)	(57,459)
September 30, 2022	6,450,001	255,001	165,000	(57,459)	362,542

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

For the period from incorporation on November 9, 2021 to September 30, 2022

	Note	September 30, 2022 $
Expenses		
General and administration expenses		96
Professional fees		60,187
Loss from operating expenses		**(60,283)**
Interest income		2,824
Loss and comprehensive loss for the period		**(57,459)**
Loss per share		
Weighted average number of common shares outstanding		
- basic #	4	**4,992,001**
- diluted #	4	**4,992,001**
Basic loss per share $	4	**(0.01)**
Diluted loss per share $	4	**(0.01)**

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Statement of Cash Flows

(Expressed in Canadian dollars)

For the period from incorporation on November 9, 2021 to September 30, 2022

	Note	September 30, 2022 $
Operating activities		
Loss for the period		(57,459)
Net change in non-cash working capital items	6	35,370
		(22,089)
Financing activities		
Incorporation share issued		1
Private placments - unit offerings		255,000
Share subscriptions received		165,000
		420,001
Net increase in cash		**397,912**
Cash, beginning of period		**-**
Cash, end of period		**397,912**
Supplemental cash flow information	6	

The accompanying notes are an integral part of these financial statements.

1. Nature of operations and going concern

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on November 9, 2021. The Company's head office and records officer is located at 900 – 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3H1. The Company is a private corporation and has not had any active business operations from incorporation to September 30, 2022. Subsequent to September 30, 2022, the Company has entered into a proposed transaction (note 9) and changed its name to ME Therapeutics Holdings Inc. (note 10).

These financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The Company does not have revenues and has operating losses from incorporation. As at September 30, 2022, the Company had working capital of $362,542 and shareholders' equity of $362,542. Management has assessed that this working capital, in conjunction with the financings closed subsequent to September 30, 2022 (note 10), is sufficient for the Company to continue as a going concern beyond one year. If the going concern assumption were not appropriate for these financial statements, it would be necessary to restate the Company's assets and liabilities on a liquidation basis.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak has adversely affected workforces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. Significant accounting policies

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively, "IFRS"), as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared on a historical cost basis, except for financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently by the Company.

All amounts on these financial statements are presented in Canadian dollars, which is the functional currency of the Company.

Estimates and critical judgments by management

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues, and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities.

The areas which require management to make critical judgments include:

- *Deferred income taxes*

  The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carryforwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

- *Going concern*

  The assessment of the Company's ability to continue as a going concern, as discussed in note 1, involves judgment regarding future funding available for its operating and working capital requirements.

2. Significant accounting policies (continued)

Financial instruments

All financial instruments are recognized initially at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

Classification and measurement of financial assets and liabilities

The Company classifies its financial instruments based on the purpose for which they were acquired, in one of the following categories: amortized cost; fair value through other comprehensive income (loss) ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured at FVTPL (an irrevocable election at the time of recognition). Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method. Interest expense is recorded to profit or loss. For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income (loss). The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company classifies its financial instruments in the following categories based on the purpose for which the asset was acquired: FVTPL, amortized cost, FVOCI, and other financial liabilities. The Company's financial assets and financial liabilities are classified and measured as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost

Impairment

Financial assets

An 'expected credit loss' ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company does not have financial assets measured at amortized cost and subject to the ECL model.

The financial assets, other than those classified at FVTPL, are assessed for indicators of impairment at each reporting date. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset (a "loss event"), and that loss event has an impact on the estimated future cash flows of that asset. Objective evidence may include significant financial difficulty of obligor and/or delinquency in payment. When impairment has occurred, the cumulative loss is recognized in profit or loss.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. Impairment losses may be reversed in subsequent periods.

2. Significant accounting policies (continued)

Non-financial assets

Non-financial assets are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value less costs to sell and its value in use. Value in use is based on the estimated cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. If the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Cash

Cash is comprised of deposits in financial institutions.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within the non-financial assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

Income taxes

Income tax expense is comprised of current and deferred income taxes. Current income tax and deferred income tax are recognized in profit or loss, except to the extent that they relate to items recognized directly in equity or equity investments.

Current income tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax liabilities and assets, and they relate to income taxes levied by the same tax authority for the same taxable entity. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related income tax benefit will be realized.

2. Significant accounting policies (continued)

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share purchase warrants, and options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a unit private placement to be the more easily measurable component. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Loss per share

The Company presents basic and diluted loss per share ("LPS") data for its common shares. Basic LPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year, adjusted for own shares held. Diluted LPS is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for own shares held, and for the effects of all potential dilutive common shares related to outstanding stock options and warrants issued by the Company for the years presented, except if their inclusion proves to be anti-dilutive.

Standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended September 30, 2022, and have not been applied in preparing the financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares are fully paid. From incorporation to September 30, 2022, no preferred shares have been issued.

Transactions for the issue of share capital during the period from incorporation on November 9, 2021, to September 30, 2022:

On November 9, 2021, the Company issued 1 common share on incorporation for consideration of $1 ($1.00 per share).

On January 13, 2022, the Company completed a private placement whereby a total of 2,250,000 units were sold at $0.02 per unit for gross proceeds of $45,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.20 for a period of three years expiring January 13, 2025. No value was attributed to the warrant component of the units sold.

On January 26, 2022, the Company completed a private placement whereby a total of 4,200,000 units were sold at $0.05 per unit for gross proceeds of $210,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.25 for a period of three years expiring January 26, 2025. No value was attributed to the warrant component of the units sold.

Share subscriptions received

As at September 30, 2022, the Company has received $165,000 towards a private placement that closed on October 21, 2022 (note 10).

(Expressed in Canadian dollars)

3. Share capital (continued)

Warrants

As an incentive to complete private placements, the Company may issue units which consist of common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to private placement units.

A summary of the status of the Company's warrants as at September 30, 2022, and changes during the period then ended is as follows:

	Period ended September 30, 2022	
	Warrants #	Weighted Avg. Exercise price $
Warrants outstanding, beginning of period	-	-
Granted	6,450,000	0.23
Warrants outstanding, end of period	**6,450,000**	**0.23**

As at September 30, 2022, the Company has warrants outstanding and exercisable as follows:

Warrants outstanding #	Warrants exercisable #	Exercise price $	Weighted average remaining life (years)	Expiry date
2,250,000	2,250,000	0.20	2.29	January 13, 2025
4,200,000	4,200,000	0.25	2.33	January 26, 2025
6,450,000	**6,450,000**		**2.31**	

Reserves

Reserves, when applicable, includes the accumulated fair value of warrants issued on private placements, as well as stock options granted. Reserves is increased by the fair value of the warrants and options and is reduced by corresponding amounts when the warrants or options expire, are exercised, or cancelled.

4. Loss per share

The calculation of basic and diluted loss per share for the period from incorporation on November 9, 2021, to September 30, 2022 is based on the loss attributable to common shareholders of $57,459 and a weighted average number of common shares outstanding of 4,992,001.

5. Related party payables and transactions

The Company's related parties include key management personnel and Directors, and companies in which they have control or significant influence over the financial or operating policies of those entities. There were no loans to key management personnel or Directors, or entities over which they have control or significant influence during the period from incorporation on November 9, 2021, to September 30, 2022.

There were no other transactions involving related parties during the period from incorporation on November 9, 2021 to September 30, 2022.

As at September 30, 2022, a total of $1,195 is owing to the Company's sole Officer and Director.

(Expressed in Canadian dollars)

6. Supplemental cash flow information

Changes in non-cash operating working capital during the period from incorporation on November 9, 2021, to September 30, 2022:

	September 30, 2022 $
Accounts payable and accrued liabilities	34,175
Due to related party	1,195
Net change	**35,370**

There were no non-cash financing or investing activities during the period from incorporation on November 9, 2021, to September 30, 2022.

During the period from incorporation on November 9, 2021, to September 30, 2022, no amounts were paid for interest or income tax expenses.

7. Financial risk management

Capital management

The Company is a private company and considers items included in shareholders' equity as capital. The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure as at September 30, 2022 is comprised of shareholders' equity of $362,542.

The Company currently has no source of revenues. In order to fund future projects and pay for operating costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to borrow or raise additional financing from equity markets (see note 1).

Financial instruments - fair value

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, and due to related party. The carrying value of accounts payable and accrued liabilities, and due to related party approximate their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at Level 1 of the fair value hierarchy.

(Expressed in Canadian dollars)

7. Financial risk management (continued)

Financial instruments - risk

The Company's financial instruments can be exposed to certain financial risks, including credit risk, interest rate risk, and liquidity risk.

(a) Credit risk

The Company is exposed to credit risk by holding cash. All of the Company's cash is held in financial institutions in Canada, and management believes the exposure to credit risk with respect to such institutions is not significant.

(b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates. For the period from incorporation on November 9, 2021, to September 30, 2022, every 1% fluctuation in interest rates up or down would have had a nominal impact on profit or loss.

(c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources. See note 1 for further details.

8. Income taxes

Income tax recovery varies from the amount that would be computed from applying the combined federal and provincial income tax rate to loss before income taxes as follows:

	September 30, 2022 $
Loss for the period before income taxes	(57,459)
Statutory Canadian corporate tax rate	27.00%
Anticipated income tax recovery	16,000
Change in tax resulting from:	
Tax benefits unrecognized	(16,000)
Income tax recovery	**-**

The significant components of the Company's unrecognized deferred income tax assets are as follows:

	September 30, 2022 $
Non-capital loss carry forwards	16,000
Tax benefits unrecognized	(16,000)
Net deferred tax assets	**-**

As at September 30, 2022, the Company has unused non-capital losses of approximately $57,000, all of which expire in 2042.

Income tax attributes are subject to review, and potential adjustments, by tax authorities.

9. Proposed transaction

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Inc. ("METI"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, the Company will acquire all of the issued and outstanding common shares of METI (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of METI will be as follows:

a) 14,999,994 common shares in the capital of the Company (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of METI's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares of METI on closing of the Transaction.

On closing of the Transaction, METI will own approximately 64.4% of the common shares of the combined entity, and METI's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by the Company. Further, METI's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

10. Events after the reporting period

a) On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025. As at September 30, 2022, $165,000 of the proceeds had been received and accounted for as share subscriptions received on the statement of financial position.

b) On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

c) On March 9, 2023, the Company completed the transaction with METI (note 9).

d) On March 31, 2023, the Company granted an aggregate of 2,175,000 stock options to Directors, Officers, and a consultant. The stock options vest over a period of 9 months, and are exercisable at a price of $0.45 for a period of 3 years expiring on March 31, 2026.

e) On June 7, 2023, the Company granted 250,000 stock options to a Director. The stock options vest over a period of 9 months, are exercisable at a price of $0.45 for a period of 3 years expiring on June 7, 2026.

ME Therapeutics Holdings Inc.

(formerly Metx Research Corp.)

Condensed Interim Financial Statements

For the three months ended

December 31, 2022

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Condensed Interim Statements of Financial Position

Unaudited – Prepared by Management

As at December 31, 2022 and September 30, 2022

	Note	December 31, 2022 $	September 30, 2022 $
Assets			
Current assets			
Cash		500,398	397,912
Total assets		**500,398**	397,912
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities		76,229	34,175
Due to related party	5	1,195	1,195
Total liabilities		**77,424**	35,370
Shareholders' equity			
Share capital	3	545,001	255,001
Share subscriptions received	3	-	165,000
Deficit		(122,027)	(57,459)
Total shareholders' equity		**422,974**	362,542
Total liabilities and shareholders' equity		**500,398**	397,912
Nature of operations and going concern	1		
Proposed transaction	8		
Events after the reporting period	9		

Approved on behalf of the Board of Directors on March XX, 2023:

"Kenneth Harder" **Director** *"Salim Dhanji"* **Director**

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Condensed Interim Statements of Changes in Shareholders' Equity

Unaudited – Prepared by Management

For the three months ended December 31, 2022 and the period from incorporation on November 9, 2021 to September 30, 2022

	Number of shares #	Share capital $	Share subscriptions received $	Deficit $	Total shareholders' equity $
November 9, 2021 (date of incorporation)	-	-	-	-	-
Incorporation share	1	1	-	-	1
Private placements - unit offerings	6,450,000	255,000	-	-	255,000
Share subscriptions received	-	-	165,000	-	165,000
Loss and comprehensive loss for the period	-	-	-	(57,459)	(57,459)
September 30, 2022	6,450,001	255,001	165,000	(57,459)	362,542
October 1, 2022	6,450,001	255,001	165,000	(57,459)	362,542
Private placement - unit offering	1,160,000	290,000	(165,000)	-	125,000
Loss and comprehensive loss for the period	-	-	-	(64,568)	(64,568)
December 31, 2022	**7,610,001**	**545,001**	**-**	**(122,027)**	**422,974**

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Condensed Interim Statements of Loss and Comprehensive Loss

Unaudited – Prepared by Management

For the three months ended December 31, 2022

	Note	December 31, 2022 $
Expenses		
General and administration expenses		4
Professional fees		68,227
Loss from operating expenses		**(68,231)**
Interest income		3,663
Loss and comprehensive loss for the period		**(64,568)**
Loss per share		
Weighted average number of common shares outstanding		
- basic #	4	**7,345,218**
- diluted #	4	**7,345,218**
Basic loss per share $	4	**(0.01)**
Diluted loss per share $	4	**(0.01)**

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.)

Condensed Interim Statements of Cash Flows

Unaudited – Prepared by Management

For the three months ended December 31, 2022

	Note	December 31, 2022 $
Operating activities		
Loss for the period		(64,568)
Net change in non-cash working capital items	6	42,054
		(22,514)
Financing activities		
Private placment - unit offering		125,000
		125,000
Net increase in cash		**102,486**
Cash, beginning of period		**397,912**
Cash, end of period		**500,398**
Supplemental cash flow information	6	

The accompanying notes are an integral part of these condensed interim financial statements.

1. Nature of operations and going concern

ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on November 9, 2021. The Company's head office and records officer is located at 900 – 885 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3H1. The Company is a private corporation and has not had any active business operations from incorporation to December 31, 2022. See note 8 for details of a proposed transaction involving the Company, which closed subsequently (note 9). Concurrently with the closing of the transaction, the Company changed its name to ME Therapeutics Holdings Inc. (note 9).

These condensed interim financial statements (the "financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The Company does not have revenues and has operating losses from incorporation. As at December 31, 2022, the Company had working capital of $ 422,974 (September 30, 2022 - $362,542) and shareholders' equity of $422,974 (September 30, 2022 - $362,542). Management has assessed that this working capital is sufficient for the Company to continue as a going concern beyond one year. If the going concern assumption were not appropriate for these financial statements, it would be necessary to restate the Company's assets and liabilities on a liquidation basis.

2. Significant accounting policies

(a) Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies expected in the Company's annual audited financial statements for the period ended September 30, 2022, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited financial statements.

These financial statements have been prepared on an historical cost basis, except for financial instruments, which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All amounts on these financial statements are presented in Canadian dollars which is the functional currency of the Company.

(b) Significant accounting policies

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited financial statements and are those the Company expects to adopt in its financial statements for the year ended September 30, 2023. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual audited financial statements.

(c) New accounting policies

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2022. The Company has reviewed these updates and determined that none of these updates are applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies.

3. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares are fully paid. From incorporation to December 31, 2022, no preferred shares have been issued.

Transactions for the issue of share capital during the three months ended December 31, 2022:

On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025. No value was attributed to the warrant component of the units sold.

Transactions for the issue of share capital during the period from incorporation on November 9, 2021, to September 30, 2022:

On November 9, 2021, the Company issued 1 common share on incorporation for consideration of $1 ($1.00 per share).

On January 13, 2022, the Company completed a private placement whereby a total of 2,250,000 units were sold at $0.02 per unit for gross proceeds of $45,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.20 for a period of three years expiring January 13, 2025. No value was attributed to the warrant component of the units sold.

On January 26, 2022, the Company completed a private placement whereby a total of 4,200,000 units were sold at $0.05 per unit for gross proceeds of $210,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.25 for a period of three years expiring January 26, 2025. No value was attributed to the warrant component of the units sold.

Share subscriptions received

As at September 30, 2022, the Company had received $165,000 towards a private placement that closed on October 21, 2022. This amount was reclassified to share capital on closing of the financing during the three months ended December 31, 2022.

Warrants

As an incentive to complete private placements, the Company may issue units which consist of common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to private placement units.

A summary of the status of the Company's warrants as at December 31, 2022 and September 30, 2022, and changes during the periods then ended are as follows:

	Period ended December 31, 2022		Period ended September 30, 2022	
	Warrants #	Weighted Avg. Exercise price $	Warrants #	Weighted Avg. Exercise price $
Warrants outstanding, beginning of period	6,450,000	0.23	-	-
Granted	1,160,000	0.40	6,450,000	0.23
Warrants outstanding, end of period	**7,610,000**	**0.26**	6,450,000	0.23

3. Share capital (continued)

Warrants (continued)

As at December 31, 2022, the Company has warrants outstanding and exercisable as follows:

Warrants outstanding #	Warrants exercisable #	Exercise price $	Weighted average remaining life (years)	Expiry date
2,250,000	2,250,000	0.20	2.04	January 13, 2025
4,200,000	4,200,000	0.25	2.07	January 26, 2025
1,160,000	1,160,000	0.40	2.81	October 21, 2025
7,610,000	**7,610,000**		**2.18**	

Reserves

Reserves, when applicable, includes the accumulated fair value of warrants issued on private placements, as well as stock options granted. Reserves is increased by the fair value of the warrants and options and is reduced by corresponding amounts when the warrants or options expire, are exercised, or cancelled.

4. Loss per share

The calculation of basic and diluted loss per share for the three months ended December 31, 2022 is based on the loss attributable to common shareholders of $64,568 and a weighted average number of common shares outstanding of 7,345,218.

5. Related party payables and transactions

The Company's related parties include key management personnel and Directors, and companies in which they have control or significant influence over the financial or operating policies of those entities. There were no loans to key management personnel or Directors, or entities over which they have control or significant influence during the three months ended December 31, 2022.

There were no transactions involving related parties during the three months ended December 31, 2022.

As at December 31, 2022, a total of $1,195 is owing to the Company's sole Officer and Director (September 30, 2022 - $1,195).

6. Supplemental cash flow information

Changes in non-cash operating working capital during the three months ended December 31, 2022 were as follows:

	December 31, 2022 $
Accounts payable and accrued liabilities	42,054
Net change	**42,054**

There were no non-cash financing or investing activities during the three months ended December 31, 2022.

During the three months ended December 31, 2022, no amounts were paid for interest or income tax expenses.

7. Financial risk management

Capital management

The Company is a private company and considers items included in shareholders' equity as capital. The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure as at December 31, 2022 is comprised of shareholders' equity of $422,974.

The Company currently has no source of revenues. In order to fund future projects and pay for operating costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to borrow or raise additional financing from equity markets (see note 1).

Financial instruments - fair value

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, and due to related party. The carrying value of accounts payable and accrued liabilities, and due to related party approximate their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the condensed interim statements of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at Level 1 of the fair value hierarchy.

Financial instruments - risk

The Company's financial instruments can be exposed to certain financial risks, including credit risk, interest rate risk, and liquidity risk.

(a) Credit risk

The Company is exposed to credit risk by holding cash. All of the Company's cash is held in financial institutions in Canada, and management believes the exposure to credit risk with respect to such institutions is not significant.

(b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates. For the three months ended December 31, 2022, every 1% fluctuation in interest rates up or down would have had a nominal impact on profit or loss.

(c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources. See note 1 for further details.

8. Proposed transaction

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Inc. ("METI"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, the Company will acquire all of the issued and outstanding common shares of METI (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of METI will be as follows:

a) 14,999,994 common shares in the capital of the Company (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of METI's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares of METI on closing of the Transaction.

On closing of the Transaction, METI will own approximately 64.4% of the common shares of the combined entity, and METI's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by the Company. Further, METI's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

9. Events after the reporting period

a) On March 1, 2023, the Company completed a private placement whereby a total of 694,444 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

b) On March 9, 2023, the Company completed the transaction with METI (note 8).

c) On March 31, 2023, the Company granted an aggregate of 2,175,000 stock options to Directors, Officers, and a consultant. The stock options vest over a period of 9 months, and are exercisable at a price of $0.45 for a period of 3 years expiring on March 31, 2026.

d) On June 7, 2023, the Company granted 250,000 stock options to a Director. The stock options vest over a period of 9 months, are exercisable at a price of $0.45 for a period of 3 years expiring on June 7, 2026.

SCHEDULE B

MANAGEMENT'S DISCUSSION AND ANALYSIS OF ME THERAPEUTICS HOLDINGS INC.

[See Attached]

ME THERAPEUTICS HOLDINGS INC.

Management's Discussion and Analysis
for the period from incorporation on November 9, 2021 to
September 30, 2022
(including Subsequent Events to March 31, 2023)

The following discussion and analysis of the results of operations and financial condition of ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) ("METX" or the "Company") for the period from incorporation on November 9, 2021 to September 30, 2022 should be read in conjunction with the METX audited financial statements and related notes for the period from incorporation on November 9, 2021 to September 30, 2022, which are prepared in accordance with the International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

The METX financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the METX profile at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are statements that are not historical facts, and include but are not limited to: estimates and their underlying assumptions; statements regarding plans; objectives and expectations with respect to the effectiveness of the METX business model; future operations, products and services; the impact of regulatory initiatives on METX operations; the size of and opportunities related to the market for METX products; general industry and macroeconomic growth rates; expectations related to possible joint or strategic ventures; and statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of METX. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. METX undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws.

There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

DESCRIPTION OF BUSINESS

The Company is a private corporation and has not had any active business operations from incorporation to September 30, 2022. Subsequent to September 30, 2022, the Company entered into a proposed transaction (see discussion below).

OVERALL PERFORMANCE

As at September 30, 2022, METX has no debt and working capital of $362,542 (including related party payables of $1,195). Further, subsequent to September 30, 2022, the Company completed two financings as follows:

- On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025. As at September 30, 2022, $165,000 of the proceeds had been received and accounted for as share subscriptions received on the statement of financial position.

- On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

Management has assessed that this working capital, in conjunction with the financings closed subsequent to September 30, 2022, is sufficient for the Company to continue as a going concern beyond one year. If the going concern assumption were not appropriate for these financial statements, it would be necessary to restate the Company's assets and liabilities on a liquidation basis.

During 2020, there was a global outbreak of COVID-19 which has had a significant impact on businesses through the restrictions put in place by the American, Canadian, provincial, and municipal governments regarding travel, business operations and isolation/quarantine orders. The continued impact of the COVID-19 pandemic could include significant COVID-19 specific costs, logistical challenges and delays, additional travel restrictions, and workforce interruptions. Depending on the duration and extent of the impact of COVID-19, this could materially impact the Company's results of operations, cash flows and financial condition.

SELECTED ANNUAL INFORMATION

The financial information presented below has been derived from the METX audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022.

	September 30, 2022
Revenues	Nil
Net Loss	($57,459)
Net Loss per Share - Basic and Diluted	($0.01)
Total Assets	$397,912
Total Long-term Financial Liabilities	Nil
Cash Dividends Declared per Share	Nil

As the Company was only incorporated on November 9, 2021, there is no additional annual financial information to report.

SUMMARY OF QUARTERLY RESULTS

The following table shows the results for the last quarter compared to those from the previous seven quarters.

Period Ending	Revenues	Net Loss	Net Loss per Share
September 30, 2022	Nil	($34,661)	($0.01)
June 30, 2022	Nil	($12,705)	($0.01)
March 31, 2022	Nil	($8,253)	($0.00)
December 31, 2021	Nil	($1,840)	($0.00)

RESULTS OF OPERATIONS AND FOURTH QUARTER RESULTS

METX is a private corporation and has not had any active business operations from incorporation to September 30, 2022.

The net loss for the three months ended September 30, 2022 was $34,661, which predominantly consisted of professional fees incurred (legal, accounting, tax).

LIQUIDITY AND CAPITAL RESOURCES

1. Working Capital

Working capital totaled $362,542 as at September 30, 2022.

2. Financings

On January 13, 2022, the Company completed a private placement whereby a total of 2,250,000 units were sold at $0.02 per unit for gross proceeds of $45,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.20 for a period of three years expiring January 13, 2025.

On January 26, 2022, the Company completed a private placement whereby a total of 4,200,000 units were sold at $0.05 per unit for gross proceeds of $210,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.25 for a period of three years expiring January 26, 2025.

On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025. As at September 30, 2022, $165,000 of the proceeds had been received and accounted for as share subscriptions received on the statement of financial position.

On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

There were no transactions with related parties during the period from incorporation on November 9, 2021 to September 30, 2022.

As at September 30, 2022, a total of $1,195 is owing to the Company's former sole Officer and Director.

RISKS AND UNCERTAINTIES

In conducting its business, METX faces a number of risks and uncertainties related to the biotechnology industry. Some of these risk factors include risks associated with biotechnology, the requirement and ability to raise additional capital through future financings and price volatility of the Company's securities (subsequent to listing).

Cyber security risk

Cyber security risk is the risk of negative impact on the operations and financial affairs of the Company due to cyber-attacks, destruction or corruption of data, and breaches of its electronic systems. Management believes that it has taken reasonable and adequate steps to mitigate the risk of potential damage to the Company from such risks. The Company also relies on third-party service providers for the storage and processing of various data.

A cyber security incident against the Company or its contractors and service providers could result in the loss of business sensitive, confidential or personal information as well as violation of privacy and security laws, litigation and regulatory enforcement and costs. The Company has not experienced any material losses relating to cyber-attacks or other information security breaches, however there can be no assurance that it will not incur such losses in the future.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As the Company is at the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Operating History and Expected Losses

The Company expects to make significant investments in the near future on its acquired assets. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Regulatory Risks

The Company is subject to a number of technological challenges and requirements and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

CRITICAL ACCOUNTING ESTIMATES AND FINANCIAL INSTRUMENTS

The Company prepares its financial statements in conformity with IFRS. METX lists its significant accounting policies and its financial instruments in Notes 2 and 7, respectively, to its annual audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022. Of the accounting policies, METX considers the following policy to be the most critical to the reader's full understanding and evaluation of METX's reported financial results.

Financial instruments

All financial instruments are recognized initially at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

Classification and measurement of financial assets and liabilities

The Company classifies its financial instruments based on the purpose for which they were acquired, in one of the following categories: amortized cost; fair value through other comprehensive income (loss) ("FVOCI") or fair value through profit or loss ("FVTPL").

The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured at FVTPL (an irrevocable election at the time of recognition). Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method. Interest expense is recorded to profit or loss. For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income (loss). The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company classifies its financial instruments in the following categories based on the purpose for which the asset was acquired: FVTPL, amortized cost, FVOCI, and other financial liabilities. The Company's financial assets and financial liabilities are classified and measured as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes to the METX management or board of directors during the period from incorporation on November 9, 2021 to September 30, 2022.

INVESTOR RELATIONS

All investor relations activities are performed by METX management.

PROPOSED TRANSACTION

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Inc. ("METI"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, the Company will acquire all of the issued and outstanding common shares of METI (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of METI will be as follows:

a) 14,999,994 common shares in the capital of the Company (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of METI's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares of METI on closing of the Transaction.

On closing of the Transaction, METI will own approximately 64.4% of the common shares of the combined entity, and METI's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by the Company. Further, METI's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

SUBSEQUENT EVENTS

On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025. As at September 30, 2022, $165,000 of the proceeds had been received and accounted for as share subscriptions received on the statement of financial position.

On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

On March 9, 2023, the Company completed the transaction with METI. Pursuant to which, the Company issued 14,999,994 common shares and granted the 121,670 replacement stock options.

SHARE CAPITAL

The authorized share capital of METX consists of an unlimited number of common shares without par value, and an unlimited number of preferred shares without par value. As of March 31, 2023, there were 23,304,438 issued and outstanding common shares.

Stock Options

As at March 31, 2023, the only stock options granted by the Company were in respect of the replacement stock options issued to METI option holders.

Warrants

As of March 31, 2023, METX had 7,957,220 share purchase warrants outstanding, 2,250,000 of which have an exercise price of $0.20 and an expiry date of January 13, 2025, 4,200,000 of which have an exercise price of $0.25 and an expiry date of January 26, 2025, 1,160,000 of which have an exercise price of $0.40 and an expiry date of October 21, 2025, and 347,220 of which have an exercise price of $1.00 and an expiry date of March 1, 2026.

ME THERAPEUTICS HOLDINGS INC.
177 Robson Street
Vancouver, B.C. V6B 0N3

CORPORATE INFORMATION

Salim Dhanji, Vancouver, B.C.	**Chief Executive Officer, Director**
Kenneth Harder, Vancouver, B.C.	**Director**
John Priatel, Vancouver, B.C.	**Director**
Quinn Martin, Port Moody, B.C.	**Chief Financial Officer**
Jamil Kassam, Vancouver, B.C.	**Corporate Secretary**

Auditors
Davidson & Company LLP
1200 – 609 Granville Street
Vancouver, B.C. V7Y 1G6

ME THERAPEUTICS HOLDINGS INC.

Management's Discussion and Analysis
for the Three Months ended December 31, 2022
(including Subsequent Events to June 30, 2023)

The following discussion and analysis of the results of operations and financial condition of ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) ("METX" or the "Company") for the three months ended December 31, 2022, and should be read in conjunction with the METX unaudited condensed interim financial statements and related notes for the three months ended December 31, 2022, which are prepared in accordance with the International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

The METX financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the METX profile at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are statements that are not historical facts, and include but are not limited to: estimates and their underlying assumptions; statements regarding plans; objectives and expectations with respect to the effectiveness of the METX business model; future operations, products and services; the impact of regulatory initiatives on METX operations; the size of and opportunities related to the market for METX products; general industry and macroeconomic growth rates; expectations related to possible joint or strategic ventures; and statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of METX. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. METX undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws.

There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

DESCRIPTION OF BUSINESS

The Company is a private corporation and has not had any active business operations during the three months ended December 31, 2022. During the three months ended December 31, 2022, the Company entered into a proposed transaction (see discussion below).

OVERALL PERFORMANCE

As at December 31, 2022, METX has no debt and working capital of $422,974 (including related party payables of $1,195) (September 30, 2022 - $362,542). Further, during the three months ended December 31, 2022, and subsequently, the Company completed two financings as follows:

- On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025.

- On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

Management has assessed that this working capital, in conjunction with the financings closed during the three months ended December 31, 2022, and subsequently, is sufficient for the Company to continue as a going concern beyond one year. If the going concern assumption were not appropriate for these financial statements, it would be necessary to restate the Company's assets and liabilities on a liquidation basis.

During 2020, there was a global outbreak of COVID-19 which has had a significant impact on businesses through the restrictions put in place by the American, Canadian, provincial, and municipal governments regarding travel, business operations and isolation/quarantine orders. The continued impact of the COVID-19 pandemic could include significant COVID-19 specific costs, logistical challenges and delays, additional travel restrictions, and workforce interruptions. Depending on the duration and extent of the impact of COVID-19, this could materially impact the Company's results of operations, cash flows and financial condition.

SELECTED ANNUAL INFORMATION

The financial information presented below has been derived from the METX audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022.

	September 30, 2022
Revenues	Nil
Net Loss	($57,459)
Net Loss per Share - Basic and Diluted	($0.01)
Total Assets	$397,912
Total Long-term Financial Liabilities	Nil
Cash Dividends Declared per Share	Nil

As the Company was only incorporated on November 9, 2021, there is no additional annual financial information to report.

SUMMARY OF QUARTERLY RESULTS

The following table shows the results for the last quarter compared to those from the previous seven quarters.

Period Ending	Revenues	Net Loss	Net Loss per Share
December 31, 2022	Nil	($64,568)	($0.01)
September 30, 2022	Nil	($34,661)	($0.01)
June 30, 2022	Nil	($12,705)	($0.01)
March 31, 2022	Nil	($8,253)	($0.00)
December 31, 2021	Nil	($1,840)	($0.00)

RESULTS OF OPERATIONS

METX is a private corporation and has not had any active business operations during the three months ended December 31, 2022.

The net loss for the three months ended December 31, 2022 was $64,568, which predominantly consisted of professional fees incurred (legal, accounting, tax).

LIQUIDITY AND CAPITAL RESOURCES

1. Working Capital

Working capital totaled $422,974 as at December 31, 2022.

2. Financings

On January 13, 2022, the Company completed a private placement whereby a total of 2,250,000 units were sold at $0.02 per unit for gross proceeds of $45,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.20 for a period of three years expiring January 13, 2025.

On January 26, 2022, the Company completed a private placement whereby a total of 4,200,000 units were sold at $0.05 per unit for gross proceeds of $210,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.25 for a period of three years expiring January 26, 2025.

On October 21, 2022, the Company completed a private placement whereby a total of 1,160,000 units were sold at $0.25 per unit for gross proceeds of $290,000. Each unit is comprised of one common share and one share purchase warrant, with each warrant being exercisable into an additional common share at a price of $0.40 for a period of three years expiring October 21, 2025.

On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

There were no transactions with related parties during the three months ended December 31, 2022.

As at December 31, 2022, a total of $1,195 is owing to the Company's former sole Officer and Director (September 30, 2022 - $1,195).

RISKS AND UNCERTAINTIES

In conducting its business, METX faces a number of risks and uncertainties related to the biotechnology industry. Some of these risk factors include risks associated with biotechnology, the requirement and ability to raise additional capital through future financings and price volatility of the Company's securities (subsequent to listing).

Cyber security risk

Cyber security risk is the risk of negative impact on the operations and financial affairs of the Company due to cyber-attacks, destruction or corruption of data, and breaches of its electronic systems. Management believes that it has taken reasonable and adequate steps to mitigate the risk of potential damage to the Company from such risks. The Company also relies on third-party service providers for the storage and processing of various data.

A cyber security incident against the Company or its contractors and service providers could result in the loss of business sensitive, confidential or personal information as well as violation of privacy and security laws, litigation and regulatory enforcement and costs. The Company has not experienced any material losses relating to cyber-attacks or other information security breaches, however there can be no assurance that it will not incur such losses in the future.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As the Company is at the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Operating History and Expected Losses

The Company expects to make significant investments in the near future on its acquired assets. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Regulatory Risks

The Company is subject to a number of technological challenges and requirements and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

CRITICAL ACCOUNTING ESTIMATES AND FINANCIAL INSTRUMENTS

The Company prepares its financial statements in conformity with IFRS. METX lists its significant accounting policies and its financial instruments in Notes 2 and 7, respectively, to its annual audited financial statements for the period from incorporation on November 9, 2021 to September 30, 2022. Of the accounting policies, METX considers the following policy to be the most critical to the reader's full understanding and evaluation of METX's reported financial results.

Financial instruments

All financial instruments are recognized initially at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

Classification and measurement of financial assets and liabilities

The Company classifies its financial instruments based on the purpose for which they were acquired, in one of the following categories: amortized cost; fair value through other comprehensive income (loss) ("FVOCI") or fair value through profit or loss ("FVTPL").

The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured at FVTPL (an irrevocable election at the time of recognition). Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method. Interest expense is recorded to profit or loss. For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income (loss). The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company classifies its financial instruments in the following categories based on the purpose for which the asset was acquired: FVTPL, amortized cost, FVOCI, and other financial liabilities. The Company's financial assets and financial liabilities are classified and measured as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes to the METX management or board of directors during the three months ended December 31, 2022.

INVESTOR RELATIONS

All investor relations activities are performed by METX management.

PROPOSED TRANSACTION

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Inc. ("METI"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, the Company will acquire all of the issued and outstanding common shares of METI (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of METI will be as follows:

a) 14,999,994 common shares in the capital of the Company (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of METI's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares of METI on closing of the Transaction.

On closing of the Transaction, METI will own approximately 64.4% of the common shares of the combined entity, and METI's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by the Company. Further, METI's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

SUBSEQUENT EVENTS

On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

On March 9, 2023, the Company completed the transaction with METI. Pursuant to which, the Company issued 14,999,994 common shares and granted the 121,670 replacement stock options.

On March 31, 2023, the Company granted an aggregate of 2,175,000 stock options to Directors, Officers, and a consultant. The stock options vest over a period of 9 months, and are exercisable at a price of $0.45 for a period of 3 years expiring on March 31, 2026.

On June 7, 2023, the Company granted 250,000 stock options to a Director. The stock options vest over a period of 9 months, are exercisable at a price of $0.45 for a period of 3 years expiring on June 7, 2026.

SHARE CAPITAL

The authorized share capital of METX consists of an unlimited number of common shares without par value, and an unlimited number of preferred shares without par value. As of June 30, 2023, there were 23,304,438 issued and outstanding common shares.

Stock Options

As at June 30, 2023, METX had 2,546,670 stock options outstanding, 121,670 of which have an exercise price of $0.40 and an expiry date of March 9, 2028, 2,175,000 of which have an exercise price of $0.45 and an expiry date of March 31, 2026, and 250,000 of which have an exercise price of $0.45 and an expiry date of June 7, 2026.

Warrants

As of June 30, 2023, METX had 7,957,220 share purchase warrants outstanding, 2,250,000 of which have an exercise price of $0.20 and an expiry date of January 13, 2025, 4,200,000 of which have an exercise price of $0.25 and an expiry date of January 26, 2025, 1,160,000 of which have an exercise price of $0.40 and an expiry date of October 21, 2025, and 347,220 of which have an exercise price of $1.00 and an expiry date of March 1, 2026.

ME THERAPEUTICS HOLDINGS INC.
177 Robson Street
Vancouver, B.C. V6B 0N3

CORPORATE INFORMATION

Salim Dhanji, Vancouver, B.C.	**Chief Executive Officer, Director**
Kenneth Harder, Vancouver, B.C.	**Director**
John Priatel, Vancouver, B.C.	**Director**
Karim Nanji, Vancouver, B.C.	**Director**
Quinn Martin, Port Moody, B.C.	**Chief Financial Officer**
Jamil Kassam, Vancouver, B.C.	**Corporate Secretary**

Auditors
Davidson & Company LLP
1200 – 609 Granville Street
Vancouver, B.C. V7Y 1G6

SCHEDULE C

AUDITED ANNUAL FINANCIAL STATEMENTS OF ME THERAPEUTICS INC. FOR THE YEARS ENDED AUGUST 31, 2020, AUGUST 31, 2021 AND AUGUST 31, 2022, AND AUDITOR REVIEWED FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED FEBRUARY 28, 2023

[See Attached]

ME Therapeutics Inc.

Financial Statements

August 31, 2022

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
ME Therapeutics Inc.

Opinion

We have audited the accompanying financial statements of ME Therapeutics Inc. (the "Company"), which comprise the statements of financial position as at August 31, 2022, 2021 and 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2022, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that as of August 31, 2022, the Company's working capital deficit was $71,728 and the Company's total shareholder's deficiency was $131,482. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Vancouver, Canada

Chartered Professional Accountants

DATE

ME Therapeutics Inc.

Statements of Financial Position

As at August 31, 2022, 2021, and 2020

	Note	August 31, 2022 $	August 31, 2021 $	August 31, 2020 $
Assets				
Current assets				
Cash		77,377	73,062	49,703
Government assistance receivable	11	17,000	-	18,912
Sales tax receivable		5,631	2,083	1,066
Prepaid expenses		2,208	-	-
		102,216	75,145	69,681
Non-current assets				
Equipment	3	245	306	382
Intangible asset	4	1	1	1
Total assets		**102,462**	75,452	70,064
Liabilities and shareholders' equity (deficiency)				
Current liabilities				
Accounts payable and accrued liabilities		24,816	27,009	4,455
Due to related party	6	16,591	6,087	1,308
Convertible debentures	5	132,537	-	-
		173,944	33,096	5,763
Non-current liabilities				
Government loans	11	60,000	60,000	40,000
Total liabilities		**233,944**	93,096	45,763
Shareholders' equity (deficiency)				
Share capital	5	513,082	513,082	513,082
Convertible debentures - equity component	5	18,263	-	-
Reserves	5	57,649	43,966	15,153
Deficit		(720,476)	(574,692)	(503,934)
Total shareholders' equity (deficiency)		**(131,482)**	(17,644)	24,301
Total liabilities and shareholders' equity (deficiency)		**102,462**	75,452	70,064
Nature of operations and going concern	**1**			
Proposed transaction	**12**			
Events after the reporting period	**13**			

Approved on behalf of the Board of Directors on March XX, 2023

"Salim Dhanji" **Director** *"Kenneth Harder"* **Director**

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Inc.

Statements of Changes in Shareholders' Equity (Deficiency)

For the years ended August 31, 2022, 2021, and 2020

	Common shares #	Share capital $	Convertible debentures $	Reserves $	Deficit $	Total shareholders' equity (deficiency) $
September 1, 2019	6,023,475	483,082	-	17,037	(470,757)	29,362
Shares issued - cash	60,000	30,000	-	-	-	30,000
Share-based compensation	-	-	-	16,549	-	16,549
Fair value reversal - options cancelled	-	-	-	(18,433)	18,433	-
Loss and comprehensive loss for the year	-	-	-	-	(51,610)	(51,610)
August 31, 2020	6,083,475	513,082	-	15,153	(503,934)	24,301
September 1, 2020	6,083,475	513,082	-	15,153	(503,934)	24,301
Share-based compensation	-	-	-	28,813	-	28,813
Loss and comprehensive loss for the year	-	-	-	-	(70,758)	(70,758)
August 31, 2021	6,083,475	513,082	-	43,966	(574,692)	(17,644)
September 1, 2021	6,083,475	513,082	-	43,966	(574,692)	(17,644)
Share-based compensation	-	-	-	13,683	-	13,683
Convertible debentures - equity portion	-	-	18,263	-	-	18,263
Loss and comprehensive loss for the year	-	-	-	-	(145,784)	(145,784)
August 31, 2022	**6,083,475**	**513,082**	**18,263**	**57,649**	**(720,476)**	**(131,482)**

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Inc.

Statements of Loss and Comprehensive Loss

For the years ended August 31, 2022, 2021, and 2020

	Note	**2022** **$**	2021 $	2020 $
Operating expenses				
Depreciation	3	61	76	96
General and administrative		2,459	1,972	4,917
Insurance		92	72	825
Interest/accretion - convertible debentures	5	10,800	-	-
Professional fees		81,017	39,747	17,329
Research costs		54,672	-	13,282
Salaries and benefits		-	78	51,644
Share-based compensation	5	13,683	28,813	16,549
Loss from operating expenses		**(162,784)**	(70,758)	**(104,642)**
Government assistance	11	17,000	-	53,032
Loss and comprehensive loss for the year		**(145,784)**	(70,758)	**(51,610)**
Loss per share				
Weighted average number of common shares				
- Basic #		**6,083,475**	6,083,475	**6,079,530**
- Diluted #		**6,083,475**	6,083,475	**6,079,530**
Basic loss per share $		**(0.02)**	(0.01)	**(0.01)**
Diluted loss per share $		**(0.02)**	(0.01)	**(0.01)**

The accompanying notes are an integral part of these financial statements.

ME Therapeutics Inc.

Statements of Cash Flows

For the years ended August 31, 2022, 2021, and 2020

	Note	**2022** **$**	2021 $	2020 $
Operating activities				
Loss for the year		(145,784)	(70,758)	(51,610)
Adjustments for non-cash items:				
Depreciation		61	76	96
Interest/accretion - convertible debentures		10,800	-	-
Share-based compensation		13,683	28,813	16,549
Working capital adjustments:				
Government assistance receivable		(17,000)	18,912	62,639
Sales tax receivable		(3,548)	(1,017)	3,199
Prepaid expenses		(2,208)	-	825
Accounts payable and accrued liabilities		(2,193)	22,554	(53,267)
Due from/to related party		10,504	4,779	(12,279)
		(135,685)	3,359	(33,848)
Financing activities				
Shares issued for cash	5	-	-	30,000
Proceeds from convertible debentures	5	140,000	-	-
Government loan proceeds	11	-	20,000	40,000
		140,000	20,000	70,000
Net change in cash		**4,315**	23,359	36,152
Cash, beginning of year		**73,062**	49,703	13,551
Cash, end of year		**77,377**	73,062	49,703
Supplemental cash flow information	9			

The accompanying notes are an integral part of these financial statements.

1. Nature of operations and going concern

ME Therapeutics Inc. (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on September 16, 2014. The Company's head office is located at 425 Westholme Road, West Vancouver, British Columbia, Canada, V7V 2M9. Its records office is located at 2900 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 0A3. The Company is a preclinical stage biotechnology company working on novel cancer fighting drugs in the field of Immuno Oncology. See note 12 for details of a proposed transaction.

These financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The Company does not have revenues and has recurring operating losses from incorporation. As at August 31, 2022, the Company had a working capital deficit of $71,728 (August 31, 2021 – working capital of $42,049, August 31, 2020 – working capital of $63,918) and shareholders' deficiency of $131,482 (August 31, 2021 – $17,644, August 31, 2020 – shareholders' equity of $24,301). This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with equity financings, or loans from related parties. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statements of financial position.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak has adversely affected workforces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. During the year ended August 31, 2020, the Company qualified for and received a $40,000 loan from the Government of Canada (note 10). During the year ended August 31, 2021, the Company qualified for an received an additional $20,000 loan from the Government of Canada (note 11).

2. Significant accounting policies

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively, "IFRS"), as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared on an historical cost basis, except for financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently by the Company.

All amounts on these financial statements are presented in Canadian dollars, which is the functional currency of the Company.

Estimates and critical judgments by management

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues, and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities.

2. Significant accounting policies (continued)

Estimates and critical judgments by management (continued)

The areas which require management to make critical judgments include:

- *Deferred income taxes*

  The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

- *Going concern*

  The assessment of the Company's ability to continue as a going concern, as discussed in note 1, involves judgment regarding future funding available for its operating and working capital requirements.

The areas which require management to make significant estimates and assumptions include:

- *Share-based payments*

  The determination of the fair value of stock options using stock pricing models requires the input of highly subjective variables, including expected price volatility. Wide fluctuations in the variables could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

Financial instruments

All financial instruments are recognized initially at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

Classification and measurement of financial assets and liabilities

The Company classifies its financial instruments based on the purpose for which they were acquired, in one of the following categories: amortized cost; fair value through other comprehensive income (loss) ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured at FVTPL (an irrevocable election at the time of recognition). Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method. Interest expense is recorded to profit or loss. For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income (loss). The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

2. Significant accounting policies (continued)

Financial instruments (continued)

The Company classifies its financial instruments in the following categories based on the purpose for which the asset was acquired: FVTPL, amortized cost, FVOCI, and other financial liabilities. The Company's financial assets and financial liabilities are classified and measured as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost

Impairment

Financial assets

An 'expected credit loss' ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company does not have financial assets measured at amortized cost and subject to the ECL model.

The financial assets, other than those classified at FVTPL, are assessed for indicators of impairment at each reporting date. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset (a "loss event"), and that loss event has an impact on the estimated future cash flows of that asset. Objective evidence may include significant financial difficulty of obligor and/or delinquency in payment. When impairment has occurred, the cumulative loss is recognized in profit or loss.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. Impairment losses may be reversed in subsequent periods.

Non-financial assets

Non-financial assets comprise of equipment and are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value less costs to sell and its value in use. Value in use is based on the estimated cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. If the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Cash

Cash is comprised of deposits in financial institutions.

2. Significant accounting policies (continued)

Equipment

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is calculated on a declining balance basis, with one-half year rule applied to any additions in the year, using the following terms and methods:

- Computer equipment 20%

The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting year, with the effect of any changes in estimates accounted for on a prospective basis. The determination of appropriate useful lives and residual values are based on management's judgement; therefore, the resulting depreciation is subject to estimation uncertainty.

Items of equipment are derecognized upon disposal or when no future economic benefits are expected to arise from their continued use. Any gain or loss arising from disposal or retirement is determined as the difference between the consideration received and the carrying amount of the asset and is recognized in profit or loss.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within the non-financial assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

Income taxes

Income tax expense is comprised of current and deferred income taxes. Current income tax and deferred income tax are recognized in profit or loss, except to the extent that they relate to items recognized directly in equity or equity investments.

Current income tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax liabilities and assets, and they relate to income taxes levied by the same tax authority for the same taxable entity. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related income tax benefit will be realized.

2. Significant accounting policies (continued)

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share purchase warrants, and options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a unit private placement to be the more easily measurable component. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Share-based payment transactions

The Company has a stock option plan that provides for the granting of options to Officers, Directors, employees, and consultants to acquire shares of the Company.

Options granted to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. Fair value is determined using the Black-Scholes option pricing model considering the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of options that are expected to vest. Each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis.

Options granted to non-employees are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

Over the vesting period, share-based payments are recorded as an expense and as reserves. When options are exercised the consideration received is recorded as share capital and the related share-based payments originally recorded as reserves are transferred to share capital. When an option is cancelled or expires, the initial recorded value is reversed from reserves and credited to deficit.

Loss per share

The Company presents basic and diluted loss per share ("LPS") data for its common shares. Basic LPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year, adjusted for own shares held. Diluted LPS is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for own shares held, and for the effects of all potential dilutive common shares related to outstanding stock options and warrants issued by the Company for the years presented, except if their inclusion proves to be anti-dilutive.

Government assistance

Government assistance consisting of investment tax credits are recorded separately within profit or loss when they relate to an item(s) of expense. Amounts are recognized when the grant is received, or when there is reasonable assurance that the Company has met the requirements of the approved grant program and there is reasonable assurance that the grant will be received.

2. Significant accounting policies (continued)

Research costs

Expenditures on research and development activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss (research) as incurred. Investment tax credits related to current expenditures are included in the determination of profit or loss as the expenditures are incurred when there is reasonable assurance they will be realized. The Company expenses legal fees incurred on application costs relating to its pending patents as incurred.

Intangible assets

Intangible assets with finite lives are measured at cost less accumulated amortization and impairment losses. These intangible assets are amortized on a straight-line basis over their estimated useful lives. Useful lives, residual values, and amortization methods for intangible assets with finite useful lives are reviewed at least annually.

Indefinite life intangible assets are measured at cost less any impairment losses. These intangible assets are tested for impairment on an annual basis or more frequently if there are indicators that intangible assets may be impaired. The Company does not have any intangible assets with indefinite lives.

Standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended August 31, 2022, and have not been applied in preparing the financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Equipment

As at August 31, 2022, the Company owns computer equipment with a cost of $829 (August 31, 2021 - $829, August 31, 2020 - $829) and a net book value of $245 (August 31, 2021 - $306, August 31, 2020 - $382).

Depreciation charges of $61 were recorded during the year ended August 31, 2022 (2021 - $76, 2020 - $96).

4. Intangible asset

As at August 31, 2022, 2021, and 2020, the Company has recognized a nominal amount of $1 in respect of capitalized intangible asset costs, representing the Company's work with respect to its novel antibody sequences.

The Company has expensed all patent application costs to date, in accordance with its stated significant accounting policy.

5. Share capital

The authorized share capital of the Company consists of unlimited common shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the year ended August 31, 2022:

There were no issuances of common shares during the year ended August 31, 2022.

Transactions for the issue of share capital during the year ended August 31, 2021:

There were no issuances of common shares during the year ended August 31, 2021.

Transactions for the issue of share capital during the year ended August 31, 2020:

On September 25, 2019, the Company completed a financing whereby 60,000 shares were issued at a price of $0.50 per share for gross proceeds of $30,000.

5. Share capital (continued)

Warrants

As an incentive to complete private placements the Company may issue units which include common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to the units sold in completed private placements.

The Company has not issued any warrants from incorporation to August 31, 2022.

Stock options

The Company has an incentive stock option plan (the "Plan"), under which the maximum number of stock options issued cannot exceed 866,179, unless there is an adjustment approved by the Board of Directors. The exercise period for any options granted under the Plan cannot exceed ten years. The exercise price of options granted under the Plan cannot be less than the "market value of the shares as of the award date". The market value is determined by the Board of Directors and benchmarked off of the last financing completed involving arm's length subscribers.

A summary of the status of the Company's stock options as at August 31, 2022, August 31, 2021, and August 31, 2020, and changes during the years then ended is as follows:

	Year ended August 31, 2022		Year ended August 31, 2021		Year ended August 31, 2020	
	Options #	Weighted Avg. Exercise price $	Options #	Weighted Avg. Exercise price $	Options #	Weighted Avg. Exercise price $
Options outstanding, beginning of year	121,670	0.75	60,835	0.50	75,000	0.30
Granted	-	-	60,835	1.00	60,835	0.50
Cancelled	-	-	-	-	(75,000)	0.30
Options outstanding, end of year	**121,670**	**0.75**	121,670	0.75	60,835	0.50

As at August 31, 2022, the Company has stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Exercise price $	Weighted average remaining life (years)	Expiry date
60,835	60,835	0.50	7.71	May 14, 2030
60,835	60,835	1.00	8.71	May 14, 2031
121,670	**121,670**			

During the year ended August 31, 2018, 75,000 stock options were granted to employees of the Company (the "2018 Options"), with a combined fair value of $21,521 ($0.29 per option). Share-based compensation was calculated using the Black-Scholes Option Pricing Model with the following weighted average assumptions: expected life of options - ten years, expected stock price volatility – 125.00%, no dividend yield, and a risk-free interest rate yield – 2.0%.

During the year ended August 31, 2020, 60,835 stock options were granted to an employee of the Company (the "2020 Options"), with a fair value of $29,094 ($0.48 per option). Share-based compensation was calculated using the Black-Scholes Option Pricing Model with the following assumptions: expected life of options - ten years, expected stock price volatility – 125.00%, no dividend yield, and a risk-free interest rate yield – 2.0%.

During the year ended August 31, 2021, an additional 60,835 stock options were granted to an employee of the Company (the "2021 Options"), with a fair value of $28,555 ($0.47 per option). Share-based compensation was calculated using the Black-Scholes Option Pricing Model with the following assumptions: expected life of options - ten years, expected stock price volatility – 125.00%, no dividend yield, and a risk-free interest rate yield – 2.0%.

5. Share capital (continued)

Stock options (continued)

During the year ended August 31, 2022, the Company recognized share-based compensation expense associated with the 2021 Options of $13,683, which only includes the options that vested during the period (2021 - $14,872 associated with the 2021 Options and $13,941 associated with the 2020 Options, 2020 - $15,153 associated with the 2020 Options and $1,396 associated with the 2018 Options).

Convertible debentures

Between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consists of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01 (subsequently amended – see note 12).

As the debentures are convertible into common shares, the liability and equity components are presented separately on the statements of financial position. The initial carrying amount of the financial liability was determined by discounting the stream of future payments of interest and principal at a market interest rate of 15% totaling $121,737. Using the residual method, the carrying amount of the conversion feature is the difference between the principal amount and the initial carrying value of the financial liability. The equity component is recorded within equity on the statements of financial position totaling $18,263. The debentures, net of the equity component are accreted using the effective interest method over the term of the debentures, such that the carrying amount of the financial liability will equal the principal balance at maturity.

The Company recorded interest/accretion expense of $10,800 related to the convertible debentures during the year ended August 31, 2022 (2021 - $nil, 2020 - $nil).

6. Related party transactions and balances

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

There were no transactions with related parties during the years ended August 31, 2022, August 31, 2021, or August 31, 2020. As at August 31, 2022, $16,591 is owing to a Director and Officer of the Company (August 31, 2021 - $6,087, August 31, 2020 - $1,308).

7. Income taxes

Income tax recovery for the years ended August 31, 2022, August 31, 2021, and August 31, 2020, varies from the amount that would be computed from applying the combined federal and provincial income tax rate to loss before income taxes as follows:

	August 31, 2022	August 31, 2021	August 31, 2020
	$	$	$
Loss before income taxes	(145,784)	(70,758)	(51,610)
Statutory Canadian corporate tax rate	27.0%	27.0%	27.0%
Anticipated income tax recovery	39,000	19,000	14,000
Change in statutory tax rates, adjustments to prior years, other	(19,000)	-	(33,000)
Permanent differences	(3,000)	(8,000)	(7,000)
Change in unrecognized deductible temporary differences	(17,000)	(11,000)	26,000
Net deferred income tax recovery	**-**	-	-

7. Income taxes (continued)

The significant components of the Company's unrecognized deferred income tax asset are as follows:

	August 31, 2022	August 31, 2021	August 31, 2020
	$	$	$
Scientific Research and Experimental Development credits	33,000	24,000	24,000
Non-capital losses available for future periods	107,000	116,000	105,000
Equipment and intangible asset	17,000	-	-
Unreocgnized deferred income tax assets	(157,000)	(140,000)	(129,000)
Net deferred income tax asset	-	-	-

As at August 31, 2022, the Company has non-capital loss carry forwards of approximately $395,000 (August 31, 2021 - $431,000, August 31, 2020 - $389,000) of which $13,000 will expire in 2035, $30,000 in 2036, $58,000 in 2037, $70,000 in 2038, $80,000 in 2039, $16,000 in 2040, $42,000 in 2041, and $86,000 in 2042.

As at August 31, 2022, the Company also has a Scientific Research and Experimental Development pool balance of approximately $122,000 (August 31, 2021 - $74,000, August 31, 2020 - $74,000) which have not been claimed for income tax purposes. The balance does not have an expiry date.

Income tax attributes are subject to review, and potential adjustments, by tax authorities.

8. Capital management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to maintain operations. The Board of Directors which comprises members of management, does not establish quantitative return on capital criteria, but rather relies on their expertise to sustain future development of the business. The Company defines capital that it manages as shareholders' equity (deficiency).

The Company does not expect to enter into additional debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new units or common shares. The Company's capital structure as at August 31, 2022, is comprised of shareholders' deficiency of $131,482 (August 31, 2021 – $17,644, August 31, 2020 – shareholders' equity of $24,301).

The Company is not subject to any externally imposed capital requirements and there were no changes to the Company's approach to managing capital during the year ended August 31, 2022.

9. Supplemental cash flow information

The Company did not incur any non-cash financing or investing activities during the years ended August 31, 2022, August 31, 2021, and August 31, 2020.

During the years ended August 31, 2022, August 31, 2021, and August 31, 2020, the Company did not pay any amounts pertaining to interest or income taxes.

10. Financial risk management and financial instruments

Fair value of financial instruments

IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured using Level 1 inputs. The carrying values of accounts payable and accrued liabilities, and due from/to related party approximate their respective fair values due to the short-term nature of these instruments. The carrying value of convertible debentures (liability component) approximates its fair value.

Financial instruments - risk

The Company is exposed to varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of a potential loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit exposure to the Company is the carrying amount of cash. All of the Company's cash is held with a major Canadian financial institution, and management believes the exposure to credit risk with respect to the financial institution is not significant. The Company has minimal receivables exposure as its refundable credits are due from the Canadian Government.

(b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates on its cash balances held on deposit in the financial institution. Further, the Government loans (note 10) and convertible debentures (note 5) do not bear interest. Accordingly, management does not feel as though the Company's exposure to interest rate risk is significant.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities as they come due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. As at August 31, 2022, the Company has $77,377 of cash to settle current liabilities in the amount of $173,944. The Company will require additional funding to meet its ongoing obligations, as discussed in note 1.

11. Government assistance

Scientific Research and Experimental Development ("SRED")

SRED is a federal tax incentive program designed to encourage Canadian businesses of all sizes and in all sectors to conduct research and development in Canada.

During the year ended August 31, 2022, the Company accrued $17,000 (2021 - $nil, 2020 - $18,912) in government assistance proceeds associated with the SRED program, which is presented within profit or loss as government assistance.

The Company received a SRED refund of $18,912 during the year ended August 31, 2021, which had been accrued as receivable as at August 31, 2020. Further, the Company had received a SRED refund of $81,551 during the year ended August 31, 2020, which had been accrued as receivable as at August 31, 2019.

11. Government assistance (continued)

Canadian Emergency Business Account ("CEBA")

During the year ended August 31, 2020, the Company qualified for a government-guaranteed line of credit (government loan) of $40,000 which is free of interest and to be repaid by December 31, 2023, at which time a 25% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

During the year ended August 31, 2021, the Company qualified for an additional government-guaranteed line of credit (government loan) of $20,000 which is free of interest and to be repaid by December 31, 2023, at which time a 50% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

12. Proposed transaction

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with Metx Research Corp. ("METX"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, METX will acquire all of the issued and outstanding common shares of the Company (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of the Company will be as follows:

a) 14,999,994 common shares in the capital of METX (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of the Company's outstanding convertible debentures will be adjusted from $0.01 to $0.03 (note 5), with the debentures being automatically converted to common shares on closing of the Transaction.

On closing of the Transaction, the Company will own approximately 64.4% of the common shares of the combined entity, and the Company's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by METX. Further, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

13. Events after the reporting period

On March 9, 2023, the Company completed the transaction with METX, (note 12), and METX completed a name change to ME Therapeutics Holdings Inc.

ME Therapeutics Inc.

Condensed Interim Financial Statements

For the six months ended

February 28, 2023

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

ME Therapeutics Inc.

Condensed Interim Statements of Financial Position

Unaudited – Prepared by Management

As at February 28, 2023 and August 31, 2022

	Note	February 28, 2023 $	August 31, 2022 $
Assets			
Current assets			
Cash		21,852	77,377
Government assistance receivable	10	-	17,000
Sales tax receivable		4,631	5,631
Prepaid expenses		26,690	2,208
		53,173	102,216
Non-current assets			
Equipment	3	220	245
Intangible asset	4	1	1
Total assets		**53,394**	102,462
Liabilities and shareholders' deficiency			
Current liabilities			
Accounts payable and accrued liabilities		42,851	24,816
Due to related parties	6	13,623	16,591
Convertible debentures	5	140,000	132,537
Government loans	10	60,000	-
		256,474	173,944
Non-current liabilities			
Government loans	10	-	60,000
Total liabilities		**256,474**	233,944
Shareholders' deficiency			
Share capital	5	513,082	513,082
Commitment to issue shares	5	6,917	-
Convertible debentures - equity component	5	18,263	18,263
Reserves	5	57,649	57,649
Deficit		(798,991)	(720,476)
Total shareholders' deficiency		**(203,080)**	(131,482)
Total liabilities and shareholders' deficiency		**53,394**	102,462
Nature of operations and going concern	**1**		
Proposed transaction	**11**		
Events after the reporting period	**12**		

Approved on behalf of the Board of Directors on XX, 2023:

"Salim Dhanji" **Director** *"Kenneth Harder"* **Director**

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Inc.

Condensed Interim Statements of Changes in Shareholders' Deficiency

Unaudited – Prepared by Management

For the six months ended February 28, 2023 and February 28, 2022

	Common shares #	Share capital $	Commitment to issue shares $	Convertible debentures $	Reserves $	Deficit $	Total shareholders' deficiency $
September 1, 2021	6,083,475	513,082	-	-	43,966	(574,692)	(17,644)
Share-based compensation	-	-	-	-	11,898	-	11,898
Convertible debentures - equity potion	-	-	-	18,263	-	-	18,263
Loss and comprehensive loss for the period	-	-	-	-	-	(34,520)	(34,520)
February 28, 2022	6,083,475	513,082	-	18,263	55,864	(609,212)	(22,003)
September 1, 2022	6,083,475	513,082	-	18,263	57,649	(720,476)	(131,482)
Commitment to issue shares	-	-	6,917	-	-	-	6,917
Loss and comprehensive loss for the period	-	-	-	-	-	(78,515)	(78,515)
February 28, 2023	**6,083,475**	**513,082**	**6,917**	**18,263**	**57,649**	**(798,991)**	**(203,080)**

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Inc.

Condensed Interim Statements of Loss and Comprehensive Loss

Unaudited – Prepared by Management

For the three and six months ended February 28,

		Three months ended		Six months ended	
		February 28, 2023	February 28, 2022	**February 28, 2023**	February 28, 2022
	Note	**$**	$	**$**	$
Operating expenses					
Consulting		1,250	-	1,250	-
Depreciation	3	13	15	25	31
General and administrative		443	173	5,542	938
Interest/accretion - convertible debentures	5	2,909	1,598	7,462	1,598
Professional fees	6	31,549	2,635	62,138	17,699
Research costs		2,102	2,356	2,302	2,356
Share-based compensation	5	-	4,164	-	11,898
Loss from operating expenses		**(38,266)**	(10,941)	**(78,719)**	(34,520)
Interest income		204	-	204	-
Loss and comprehensive loss for the period		**(38,062)**	(10,941)	**(78,515)**	(34,520)
Loss per share					
Weighted average number of common shares outstanding					
- Basic #		**6,083,475**	6,083,475	**6,083,475**	6,083,475
- Diluted #		**6,083,475**	6,083,475	**6,083,475**	6,083,475
Basic loss per share $		**(0.01)**	(0.00)	**(0.01)**	(0.01)
Diluted loss per share $		**(0.01)**	(0.00)	**(0.01)**	(0.01)

The accompanying notes are an integral part of these condensed interim financial statements.

ME Therapeutics Inc.

Condensed Interim Statements of Cash Flows

Unaudited – Prepared by Management

For the six months ended February 28,

	Note	**2023** **$**	2022 $
Operating activities			
Loss for the period		(78,515)	(34,520)
Adjustments for non-cash items:			
Depreciation		25	31
Interest/accretion - convertible debentures		7,462	1,598
Share-based compensation		-	11,898
Commitment to issue shares - services		6,917	-
Working capital adjustments:			
Government assistance receivable		17,000	-
Sales tax receivable		1,000	(42)
Prepaid expenses		(24,482)	-
Accounts payable and accrued liabilities		18,036	(25,345)
Due to related parties		(2,968)	(1,840)
		(55,525)	(48,220)
Financing activities			
Proceeds from convertible debentures		-	140,000
		-	140,000
Net change in cash		**(55,525)**	91,780
Cash, beginning of period		**77,377**	73,062
Cash, end of period		**21,852**	164,842
Supplemental cash flow information	8		

The accompanying notes are an integral part of these condensed interim financial statements.

1. Nature of operations and going concern

ME Therapeutics Inc. (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on September 16, 2014. The Company's head office is located at 177 Robson Street, Vancouver, British Columbia, Canada, V6B 0N3. Its records office is located at 2900 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 0A3. The Company is a preclinical stage biotechnology company working on novel cancer fighting drugs in the field of Immuno Oncology. See note 11 for details of a proposed transaction.

These condensed interim financial statements (the "financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The Company does not have revenues and has recurring operating losses from incorporation. As at February 28, 2023, the Company had a working capital deficiency of $203,301 (August 31, 2022 – $71,728) and shareholders' deficiency of $203,080 (August 31, 2022 – $131,482). This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with equity financings, or loans from related parties. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statements of financial position.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. During the year ended August 31, 2020, the Company qualified for and received a $40,000 loan from the Government of Canada (note 10). During the year ended August 31, 2021, the Company qualified for an received an additional $20,000 loan from the Government of Canada (note 10).

2. Significant accounting policies

Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited financial statements for the year ended August 31, 2022, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited financial statements.

These financial statements have been prepared on a historical cost basis, except for financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently by the Company.

All amounts on these financial statements are presented in Canadian dollars, which is the functional currency of the Company.

Estimates and critical judgments by management

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues, and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities.

2. Significant accounting policies (continued)

Estimates and critical judgments by management (continued)

The areas which require management to make critical judgments include:

- *Deferred income taxes*

  The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

- *Going concern*

  The assessment of the Company's ability to continue as a going concern, as discussed in note 1, involves judgment regarding future funding available for its operating and working capital requirements.

The areas which require management to make significant estimates and assumptions include:

- *Share-based payments*

  The determination of the fair value of stock options using stock pricing models requires the input of highly subjective variables, including expected price volatility. Wide fluctuations in the variables could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

New accounting policies

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited financial statements and are those the Company expects to adopt in its financial statements for the year ended August 31, 2023. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual audited financial statements.

Standards issued but not yet effective

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2022. The Company has reviewed these updates and determined that many of these updates are not applicable to or inconsequential to the Company and have been excluded from discussion within these significant accounting policies.

3. Equipment

As at February 28, 2023, the Company owns computer equipment with a cost of $829 (August 31, 2022 - $829) and a net book value of $220 (August 31, 2022 - $245).

Depreciation charges of $25 were recorded during the six months ended February 28, 2023 (2022 - $31).

4. Intangible asset

As at February 28, 2023, and August 31, 2022, the Company has recognized a nominal amount of $1 in respect of capitalized intangible asset costs, representing the Company's work with respect to its novel antibody sequences.

The Company has expensed all patent application costs to date, in accordance with its stated significant accounting policy.

5. Share capital

The authorized share capital of the Company consists of unlimited common shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the six months ended February 28, 2023:

There were no issuances of common shares during the six months ended February 28, 2023.

Transactions for the issue of share capital during the six months ended February 28, 2022:

There were no issuances of common shares during the six months ended February 28, 2022.

Warrants

As an incentive to complete private placements the Company may issue units which include common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to the units sold in completed private placements.

The Company has not issued any warrants from incorporation to February 28, 2023

Stock options

The Company has an incentive stock option plan (the "Plan"), under which the maximum number of stock options issued cannot exceed 866,179, unless there is an adjustment approved by the Board of Directors. The exercise period for any options granted under the Plan cannot exceed ten years. The exercise price of options granted under the Plan cannot be less than the "market value of the shares as of the award date". The market value is determined by the Board of Directors and benchmarked off of the last financing completed involving arm's length subscribers.

A summary of the status of the Company's stock options as at February 28, 2023 and August 31, 2022 and changes during the period/year then ended is as follows:

	Period ended February 28, 2023		Year ended August 31, 2022	
	Options #	Weighted Avg. Exercise price $	Options #	Weighted Avg. Exercise price $
Options outstanding, beginning of period/year	121,670	0.75	121,670	0.75
Granted	-	-	-	-
Options outstanding, end of period/year	**121,670**	**0.75**	121,670	0.75

5. Share capital (continued)

Stock options (continued)

As at February 28, 2023, the Company has stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Exercise price $	Weighted average remaining life (years)	Expiry date
60,835	60,835	0.50	7.21	May 14, 2030
60,835	60,835	1.00	8.21	May 14, 2031
121,670	**121,670**			

During the year ended August 31, 2020, 60,835 stock options were granted to an employee of the Company (the "2020 Options"), with a fair value of $29,094 ($0.48 per option). Share-based compensation was calculated using the Black-Scholes Option Pricing Model with the following assumptions: expected life of options - ten years, expected stock price volatility – 125.00%, no dividend yield, and a risk-free interest rate yield – 2.0%.

During the year ended August 31, 2021, an additional 60,835 stock options were granted to an employee of the Company (the "2021 Options"), with a fair value of $28,555 ($0.47 per option). Share-based compensation was calculated using the Black-Scholes Option Pricing Model with the following assumptions: expected life of options - ten years, expected stock price volatility – 125.00%, no dividend yield, and a risk-free interest rate yield – 2.0%.

During the six months ended February 28, 2023 the Company recognized share-based compensation expense associated with the 2021 Options of $nil, which only includes the options that vested during the period (2022 - $11,898).

Convertible debentures

Between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consisted of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01 (subsequently amended – see note 11).

As the debentures are convertible into common shares, the liability and equity components are presented separately on the condensed interim statement of financial position. The initial carrying amount of the financial liability was determined by discounting the stream of future payments of interest and principal at a market interest rate of 15% totaling $121,737. Using the residual method, the carrying amount of the conversion feature is the difference between the principal amount and the initial carrying value of the financial liability. The equity component is recorded within equity on the condensed interim statement of financial position totaling $18,263. The debentures, net of the equity component are accreted using the effective interest method over the term of the debentures, such that the carrying amount of the financial liability will equal the principal balance at maturity.

The Company recorded interest/accretion expense of $7,462 related to the convertible debentures during the six months ended February 28, 2023 (2022 - $1,598).

Commitment to issue shares

As at February 28, 2023, the Company has accrued $6,917 for amounts owing to a related party (note 6) that is payable through the issuance of common shares (August 31, 2022 - $nil).

6. Related party transactions and balances

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the six months ended February 28, 2023, the Company paid or accrued $13,833 in professional fees to DBM CPA Inc. ("DBM"), a company in which the Company's CFO is a principal and exerts significant influence. There were no transactions with related parties during the six months ended February 28, 2022.

As at February 28, 2023, $8,123 is owing to a Director and Officer of the Company (August 31, 2022 - $16,591), and $5,500 is owing to DBM (August 31, 2022 - $nil). Further, as at February 28, 2023, $6,917 is owing to DBM as a commitment to issue shares (August 31, 2022 - $nil).

7. Capital management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to maintain operations. The Board of Directors which comprises members of management, does not establish quantitative return on capital criteria, but rather relies on their expertise to sustain future development of the business. The Company defines capital that it manages as shareholders' equity (deficiency).

The Company does not expect to enter into additional debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new units or common shares. The Company's capital structure as at February 28, 2023, is comprised of shareholders' deficiency of $203,080 (August 31, 2022 – $131,482).

The Company is not subject to any externally imposed capital requirements and there were no changes to the Company's approach to managing capital during the six months ended February 28, 2023.

8. Supplemental cash flow information

The Company did not incur any non-cash financing or investing activities during the six months ended February 28, 2023 and February 28, 2022.

During the six months ended February 28, 2023, and February 28, 2022, the Company did not pay any amounts pertaining to interest or income taxes.

9. Financial risk management and financial instruments

Fair value of financial instruments

IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured using Level 1 inputs. The carrying values of accounts payable and accrued liabilities, and due to related parties approximate their respective fair values due to the short-term nature of these instruments. The carrying value of convertible debentures (liability component) approximates its fair value.

9. Financial risk management and financial instruments (continued)

Financial instruments - risk

The Company is exposed to varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of a potential loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit exposure to the Company is the carrying amount of cash. All of the Company's cash is held with a major Canadian financial institution, and management believes the exposure to credit risk with respect to the financial institution is not significant. The Company has minimal receivables exposure as its refundable credits are due from the Canadian Government.

(b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates on its cash balances held on deposit in the financial institution. Further, the Government loans (note 10) and convertible debentures (note 5) do not bear interest. Accordingly, management does not feel as though the Company's exposure to interest rate risk is significant.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities as they come due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. As at February 28, 2023, the Company has $21,852 of cash to settle current liabilities in the amount of $256,474. The Company will require additional funding to meet its ongoing obligations, as discussed in note 1.

10. Government assistance

Scientific Research and Experimental Development ("SRED")

SRED is a federal tax incentive program designed to encourage Canadian businesses of all sizes and in all sectors to conduct research and development in Canada.

During the six months ended February 28, 2023, the Company accrued $nil (2022 - $nil) in government assistance proceeds associated with the SRED program.

As at August 31, 2022, the Company had accrued $17,000 in government assistance proceeds associated with the SRED program. These funds were received during the six months ended February 28, 2023.

Canadian Emergency Business Account ("CEBA")

During the year ended August 31, 2020, the Company qualified for a government-guaranteed line of credit (government loan) of $40,000 which is free of interest and to be repaid by December 31, 2023, at which time a 25% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

During the year ended August 31, 2021, the Company qualified for an additional government-guaranteed line of credit (government loan) of $20,000 which is free of interest and to be repaid by December 31, 2023, at which time a 50% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

As at February 28, 2023, all amounts owing have been reclassified as a current liability, as their repayment is due within 12 months.

11. Proposed transaction

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with Metx Research Corp. ("METX"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, METX will acquire all of the issued and outstanding common shares of the Company (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of the Company will be as follows:

a) 14,999,994 common shares in the capital of METX (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of the Company's outstanding convertible debentures will be adjusted from $0.01 to $0.03 (note 5), with the debentures being automatically converted to common shares on closing of the Transaction.

On closing of the Transaction, the Company will own approximately 64.4% of the common shares of the combined entity, and the Company's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by METX. Further, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

12. Events after the reporting period

On March 9, 2023, the Company completed the transaction with METX (note 11), and METX completed a name change to ME Therapeutics Holdings Inc.

SCHEDULE D

MANAGEMENT'S DISCUSSION AND ANALYSIS OF ME THERAPEUTICS INC.

[See Attached]

ME THERAPEUTICS INC.

Management's Discussion and Analysis
for the Three and Twelve Months ended August 31, 2022
(including Subsequent Events to March 31, 2023)

The following discussion and analysis of the results of operations and financial condition of ME Therapeutics Inc. ("MET" or the "Company") for the three and twelve months ended August 31, 2022 should be read in conjunction with the MET audited financial statements and related notes for the years ended August 31, 2022, 2021, and 2020, which are prepared in accordance with the International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

The MET financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the MET profile at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are statements that are not historical facts, and include but are not limited to: estimates and their underlying assumptions; statements regarding plans; objectives and expectations with respect to the effectiveness of the MET business model; future operations, products and services; the impact of regulatory initiatives on MET operations; the size of and opportunities related to the market for MET products; general industry and macroeconomic growth rates; expectations related to possible joint or strategic ventures; and statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of MET. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. MET undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

DESCRIPTION OF BUSINESS

MET is a preclinical stage biotechnology company working on novel cancer fighting drugs in the field of Immuno-Oncology ("**IO**"). Since its incorporation on September 16, 2014, MET has primarily been conducting research in IO. The strategy of the Company is to develop drug candidates that can increase the efficacy of current IO drugs by targeting suppressive myeloid cells which are known to hinder the effectiveness of current IO treatments. The Company's lead candidate is a novel high affinity antibody drug that targets a key protein involved in the generation of suppressive myeloid cells. This antibody drug candidate is currently being developed to treat colorectal cancer; however, the Company believes it has the potential to be used in several distinct cancer types. In addition to its antibody drug candidate program, the Company is also developing a novel small molecule prodrug candidate designed to specifically target suppressive myeloid cells in the tumour environment. The active component of this prodrug candidate has been shown to interfere with several key pathways involved in immune suppression and cancer growth. Since the prodrug targets the immune system rather than the cancer cells, the Company believes it may be useful for several distinct cancer types. The Company intends to continue to discover and develop new drug candidates targeting suppressive myeloid cells that may be beneficial for the treatment of cancer and advance those drug candidates towards human clinical studies.

OVERALL PERFORMANCE

As of August 31, 2022, MET has non-current debt of $60,000, relating to Government loans received under the Canadian Emergency Business Account. Further, between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consists of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01 (subsequently amended – see Proposed Transaction section below).

The Company does not have sufficient working capital to cover its anticipated administration costs beyond twelve months and will continue to seek the funding necessary to enable it to continue as a going concern. Management cannot provide assurance that the Company will be able to raise additional debt and/or equity capital or conclude a corporate transaction. Furthermore, the Company continues to undertake cost saving measures where available.

During 2020, there was a global outbreak of COVID-19 which has had a significant impact on businesses through the restrictions put in place by the American, Canadian, provincial, and municipal governments regarding travel, business operations and isolation/quarantine orders. The continued impact of the COVID-19 pandemic could include significant COVID-19 specific costs, logistical challenges and delays, additional travel restrictions, and workforce interruptions. Depending on the duration and extent of the impact of COVID-19, this could materially impact the Company's results of operations, cash flows and financial condition.

SELECTED ANNUAL INFORMATION

The financial information presented below has been derived from the MET audited financial statements for the years ended August 31, 2022, 2021, and 2020.

	August 31, 2022	August 31, 2021	August 31, 2020
Revenues	Nil	Nil	Nil
Net Loss	($145,784)	($70,758)	($51,610)
Net Loss per Share - Basic and Diluted	($0.02)	($0.01)	($0.01)
Total Assets	$102,462	$75,452	$70,064
Total Long-term Financial Liabilities	$60,000	$60,000	$40,000
Cash Dividends Declared per Share	Nil	Nil	Nil

Total assets increased from 2021 to 2022 mainly due to an increase in current assets (namely, cash raised through the convertible debenture financing completed). All other asset categories remained consistent between periods.

During the year ended August 31, 2022, the Company expensed research-related costs of approximately $55,000. The majority of these costs, approximating $50,000, were associated with a Material Transfer and Collaborative Research Agreement between the Company and Integrated Nanotherapeutics Inc. ("INT") whereby INT has undertaken a defined research plan taking place over an estimated period of 6 months.

There were no research costs incurred during the year ended August 31, 2021, as the Company's operations were drastically reduced during the COVID-19 pandemic. This also impacted the Company's operating levels for the year ended August 31, 2020, where approximately $13,000 in research costs were incurred.

SUMMARY OF QUARTERLY RESULTS

The following table shows the results for the last quarter compared to those from the previous seven quarters.

Period Ending	Revenues	Net Loss	Net Loss per Share
August 31, 2022	Nil	($69,206)	($0.01)
May 31, 2022	Nil	($42,058)	($0.01)
February 28, 2022	Nil	($10,941)	($0.00)
November 30, 2021	Nil	($23,579)	($0.00)
August 31, 2021	Nil	($52,519)	($0.01)
May 31, 2021	Nil	($4,667)	($0.00)
February 28, 2021	Nil	($4,703)	($0.00)
November 30, 2020	Nil	($8,869)	($0.00)

RESULTS OF OPERATIONS AND FOURTH QUARTER RESULTS

MET is a research-stage company and has no operating revenues. Most of its expenditures are research related and are not capitalized for accounting purposes.

The net loss for the three months ended August 31, 2022 compared to the net loss for the three months ended August 31, 2021 increased by approximately $17,000. This was caused, by the most part, by an increase in research costs of approximately $27,000, an increase in professional fees of approximately $16,000, and an increase in interest on convertible debentures of approximately $5,000. This overall increase was partially offset by a decrease in share-based compensation expense of approximately $15,000, and an increase in government assistance (income) of approximately $17,000.

All other amounts remained consistent between periods.

LIQUIDITY AND CAPITAL RESOURCES

1. Working Capital

Working capital deficiency totaled $71,728 as at August 31, 2022 compared to a working capital surplus of $42,049 as at August 31, 2021.

2. Financing

Between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consists of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01. See Proposed Transaction section of this MD&A for details in respect of a revision to the conversion price.
On September 25, 2019, the Company completed a financing whereby 60,000 shares were issued at a price of $0.50 per share for gross proceeds of $30,000.

There were no other financings completed during the years ended August 31, 2022, 2021, or 2020.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

There were no transactions with related parties during the years ended August 31, 2022, August 31, 2021, or August 31, 2020.

As at August 31, 2022, $16,591 is owing to a Director and Officer of the Company (August 31, 2021 - $6,087, August 31, 2020 - $1,308).

RISKS AND UNCERTAINTIES

In conducting its business, MET faces a number of risks and uncertainties related to the biotechnology industry. Some of these risk factors include risks associated with biotechnology, the requirement and ability to raise additional capital through future financings and price volatility of the Company's securities (subsequent to listing).

History of losses and access to financing

The Company will be a preclinical stage company with a history of losses and the Company cannot assure profitability.

The Company does not have a source of operating cashflow and is dependent on future financings to support the development of its drug products. If the Company sustains losses over an extended period of time without any further financing support, it may be unable to continue its business.

Access to materials/supplies

An inability to obtain raw materials or product supply could have a material adverse impact on the Company's business, financial condition and results of operations. Currently, the Company relies on third party suppliers and manufacturers for its drug products and there may be situations where raw materials become unavailable due to unforeseen circumstances.

Reliance on key management

The Company is highly dependent on key personnel. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. Any loss of personnel or inability to recruit new personnel will have a material adverse impact on the Company.

Intellectual property

The Company may be unable to adequately protect its intellectual property or obtain intellectual property protection for new products. The Company intends to protect its intellectual property rights through the filing of patents, however, there is a chance that these patents may be deemed unenforceable by a patent office in a major jurisdiction which would adversely affect the business of the Company. There is also a possibility that Company patents infringe on the patent rights of a 3rd party which would require the Company to license 3rd party technology or modify its existing drug products so they no longer infringe on the 3rd party technology. In either case, this would have an adverse effect on the Company.

Reliance on contractors

The Company relies on the expertise and availability of contract research organizations to carry out preclinical testing. In the event that a contract research organization is unavailable or unwilling to carry out the studies necessary for the development of the Company's drug products, this will have an adverse effect on the Company's business.

The Company relies on Integrated Nanotherapeutics to carry out the design and manufacture of its lead prodrug candidate. Any negative impacts on the ability of Integrated Nanotherapeutics to continue this work would materially impact the Company's prodrug development program.

Stage of development

The Company's drug products are the preclinical stage of development and there is no way to know if any of the drug products will demonstrate acceptable efficacy in preclinical testing which would prevent the further development of those drug products and have an adverse effect on the Company.

Regulatory risks

The Company will rely on regulatory approval from various government agencies for future clinical development of its drug products. If any regulatory agency denies a clinical trial applications for a reason which cannot be remedied, this will have a material adverse effect on the Company.

CRITICAL ACCOUNTING ESTIMATES AND FINANCIAL INSTRUMENTS

The Company prepares its financial statements in conformity with IFRS. MET lists its significant accounting policies and its financial instruments in Notes 2 and 10, respectively, to its annual audited financial statements for the year ended August 31, 2022. Of the accounting policies, MET considers the following policy to be the most critical to the reader's full understanding and evaluation of MET's reported financial results.

Research costs

Expenditures on research and development activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss (research) as incurred. Investment tax credits related to current expenditures are included in the determination of profit or loss as the expenditures are incurred when there is reasonable assurance they will be realized. The Company expenses legal fees incurred on application costs relating to its pending patents as incurred.

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes to the MET management or board of directors during the year ended August 31, 2022. On September 14, 2022, the Company appointed Quinn Martin, CPA, CA as Chief Financial Officer.

INVESTOR RELATIONS

All investor relations activities are performed by MET management.

GOVERNMENT ASSISTANCE

Scientific Research and Experimental Development ("SRED")

SRED is a federal tax incentive program designed to encourage Canadian businesses of all sizes and in all sectors to conduct research and development in Canada.

During the year ended August 31, 2022, the Company accrued $17,000 (2021 - $nil, 2020 - $18,912) in government assistance proceeds associated with the SRED program, which is presented within profit or loss as government assistance.

The Company received a SRED refund of $18,912 during the year ended August 31, 2021, which had been accrued as receivable as at August 31, 2020. Further, the Company had received a SRED refund of $81,551 during the year ended August 31, 2020, which had been accrued as receivable as at August 31, 2019.

Canadian Emergency Business Account ("CEBA")

During the year ended August 31, 2020, the Company qualified for a government-guaranteed line of credit (government loan) of $40,000 which is free of interest and to be repaid by December 31, 2023, at which time a 25% balance forgiveness ($10,000) will apply if the loan is repaid by such date.
During the year ended August 31, 2021, the Company qualified for an additional government-guaranteed line of credit (government loan) of $20,000 which is free of interest and to be repaid by December 31, 2023, at which time a 50% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

PROPOSED TRANSACTION

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) ("METX"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, METX will acquire all of the issued and outstanding common shares of the Company (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of the Company will be as follows:

a) 14,999,994 common shares in the capital of METX (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of the Company's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares on closing of the Transaction.

On closing of the Transaction, the Company will own approximately 64.4% of the common shares of the combined entity, and the Company's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by METX. Further, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

SUBSEQUENT EVENTS

On March 9, 2023, the Company completed the transaction with METX.

SHARE CAPITAL

The authorized share capital of MET consists of an unlimited number of common shares without par value. Prior to the closing of the transaction with METX on March 9, 2023, there were 6,083,475 issued and outstanding common shares.

Stock Options

Prior to the closing of the transaction with METX on March 9, 2023, MET had 121,670 outstanding stock options, 60,835 of which have an exercise price of $0.50 and an expiry date of May 14, 2030, and 60,835 of which have an exercise price of $1.00 and an expiry date of May 14, 2031.

Warrants

From incorporation to date, MET has not issued any share purchase warrants.

ME THERAPEUTICS INC.
177 Robson Street
Vancouver, B.C. V6B 0N3
Web Site: www.metherapeutics.com

CORPORATE INFORMATION

Salim Dhanji, West Vancouver, B.C.	**President, Chief Executive Officer, Corporate Secretary, Director**
John Priatel, Vancouver, B.C.	**Director**
Kenneth Harder, Vancouver, B.C.	**Director**
Quinn Martin, Port Moody, B.C.	**Chief Financial Officer**

Auditors
Davidson & Company LLP
1200 – 609 Granville Street
Vancouver, B.C. V7Y 1G6

ME THERAPEUTICS INC.

Management's Discussion and Analysis
for the Six Months ended February 28, 2023
(including Subsequent Events to March 31, 2023)

The following discussion and analysis of the results of operations and financial condition of ME Therapeutics Inc. ("MET" or the "Company") as at and for the six months ended February 28, 2023 should be read in conjunction with the MET unaudited condensed interim financial statements and related notes as at and for the six months ended February 28, 2023 and February 28, 2022, which are prepared in accordance with the International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

The MET financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the MET profile at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are statements that are not historical facts, and include but are not limited to: estimates and their underlying assumptions; statements regarding plans; objectives and expectations with respect to the effectiveness of the MET business model; future operations, products and services; the impact of regulatory initiatives on MET operations; the size of and opportunities related to the market for MET products; general industry and macroeconomic growth rates; expectations related to possible joint or strategic ventures; and statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of MET. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. MET undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.

DESCRIPTION OF BUSINESS

MET is a preclinical stage biotechnology company working on novel cancer fighting drugs in the field of Immuno-Oncology ("**IO**"). Since its incorporation on September 16, 2014, MET has primarily been conducting research in IO. The strategy of the Company is to develop drug candidates that can increase the efficacy of current IO drugs by targeting suppressive myeloid cells which are known to hinder the effectiveness of current IO treatments. The Company's lead candidate is a novel high affinity antibody drug that targets a key protein involved in the generation of suppressive myeloid cells. This antibody drug candidate is currently being developed to treat colorectal cancer; however, the Company believes it has the potential to be used in several distinct cancer types. In addition to its antibody drug candidate program, the Company is also developing a novel small molecule prodrug candidate designed to specifically target suppressive myeloid cells in the tumour environment. The active component of this prodrug candidate has been shown to interfere with several key pathways involved in immune suppression and cancer growth. Since the prodrug targets the immune system rather than the cancer cells, the Company believes it may be useful for several distinct cancer types. The Company intends to continue to discover and develop new drug candidates targeting suppressive myeloid cells that may be beneficial for the treatment of cancer and advance those drug candidates towards human clinical studies.

OVERALL PERFORMANCE

As of February 28, 2023, MET has current debt of $60,000, relating to Government loans received under the Canadian Emergency Business Account. Further, between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consists of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01 (subsequently amended – see Proposed Transaction section below).

The Company does not have sufficient working capital to cover its anticipated administration costs beyond twelve months and will continue to seek the funding necessary to enable it to continue as a going concern. Management cannot provide assurance that the Company will be able to raise additional debt and/or equity capital or conclude a corporate transaction. Furthermore, the Company continues to undertake cost saving measures where available.

During 2020, there was a global outbreak of COVID-19 which has had a significant impact on businesses through the restrictions put in place by the American, Canadian, provincial, and municipal governments regarding travel, business operations and isolation/quarantine orders. The continued impact of the COVID-19 pandemic could include significant COVID-19 specific costs, logistical challenges and delays, additional travel restrictions, and workforce interruptions. Depending on the duration and extent of the impact of COVID-19, this could materially impact the Company's results of operations, cash flows and financial condition.

SELECTED ANNUAL INFORMATION

The financial information presented below has been derived from the MET audited financial statements for the years ended August 31, 2022, 2021, and 2020.

	August 31, 2022	August 31, 2021	August 31, 2020
Revenues	Nil	Nil	Nil
Net Loss	($145,784)	($70,758)	($51,610)
Net Loss per Share - Basic and Diluted	($0.02)	($0.01)	($0.01)
Total Assets	$102,462	$75,452	$70,064
Total Long-term Financial Liabilities	$60,000	$60,000	$40,000
Cash Dividends Declared per Share	Nil	Nil	Nil

Total assets increased from 2021 to 2022 mainly due to an increase in current assets (namely, cash raised through the convertible debenture financing completed). All other asset categories remained consistent between periods.

During the year ended August 31, 2022, the Company expensed research-related costs of approximately $55,000. The majority of these costs, approximating $50,000, were associated with a Material Transfer and Collaborative Research Agreement between the Company and Integrated Nanotherapeutics Inc. ("INT") whereby INT has undertaken a defined research plan taking place over an estimated period of 6 months.

There were no research costs incurred during the year ended August 31, 2021, as the Company's operations were drastically reduced during the COVID-19 pandemic. This also impacted the Company's operating levels for the year ended August 31, 2020, where approximately $13,000 in research costs were incurred.

SUMMARY OF QUARTERLY RESULTS

The following table shows the results for the last quarter compared to those from the previous seven quarters.

Period Ending	Revenues	Net Loss	Net Loss per Share
February 28, 2023	Nil	($38,061)	($0.01)
November 30, 2022	Nil	($40,453)	($0.01)
August 31, 2022	Nil	($69,206)	($0.01)
May 31, 2022	Nil	($42,058)	($0.01)
February 28, 2022	Nil	($10,941)	($0.00)
November 30, 2021	Nil	($23,579)	($0.00)
August 31, 2021	Nil	($52,519)	($0.01)
May 31, 2021	Nil	($4,667)	($0.00)

RESULTS OF OPERATIONS

MET is a research-stage company and has no operating revenues. Most of its expenditures are research related and are not capitalized for accounting purposes.

The net loss for the six months ended February 28, 2023 compared to the net loss for the six months ended February 28, 2022 increased by approximately $44,000. This was caused, by the most part, an increase in professional fees of approximately $44,000, an increase in interest/accretion on convertible debentures of approximately $6,000, and an increase in general and administrative costs of approximately $5,000. This overall increase was partially offset by a decrease in share-based compensation expense of approximately $12,000.

All other amounts remained consistent between periods.

LIQUIDITY AND CAPITAL RESOURCES

1. Working Capital

Working capital deficiency totaled $203,300 as at February 28, 2023 compared to a working capital deficiency of $71,728 as at August 31, 2022.

2. Financing

Between January 27, 2022 and February 10, 2022, the Company closed a convertible debenture offering whereby gross proceeds of $140,000 was raised. Each debenture consists of an interest-free, unsecured convertible debenture with a maturity of one year from the date of issuance. At the option of the holder, the debentures are convertible into common shares of the Company at a conversion price of $0.01. See Proposed Transaction section of this MD&A for details in respect of a revision to the conversion price.

On September 25, 2019, the Company completed a financing whereby 60,000 shares were issued at a price of $0.50 per share for gross proceeds of $30,000.

There were no other financings completed during the years ended August 31, 2022, 2021, or 2020, or the six months ended February 28, 2023.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the six months ended February 28, 2023, the Company paid or accrued $13,833 in professional fees to DBM CPA Inc. ("DBM"), a company in which the Company's CFO is a principal and exerts significant influence. There were no transactions with related parties during the six months ended February 28, 2022.

As at February 28, 2023, $8,123 is owing to a Director and Officer of the Company (August 31, 2022 - $16,591), and $5,500 is owing to DBM (August 31, 2022 - $nil). Further, as at February 28, 2023, $6,917 is owing to DBM as a commitment to issue shares (August 31, 2022 - $nil).

RISKS AND UNCERTAINTIES

In conducting its business, MET faces a number of risks and uncertainties related to the biotechnology industry. Some of these risk factors include risks associated with biotechnology, the requirement and ability to raise additional capital through future financings and price volatility of the Company's securities (subsequent to listing).

History of losses and access to financing

The Company will be a preclinical stage company with a history of losses and the Company cannot assure profitability.

The Company does not have a source of operating cashflow and is dependent on future financings to support the development of its drug products. If the Company sustains losses over an extended period of time without any further financing support, it may be unable to continue its business.

Access to materials/supplies

An inability to obtain raw materials or product supply could have a material adverse impact on the Company's business, financial condition and results of operations. Currently, the Company relies on third party suppliers and manufacturers for its drug products and there may be situations where raw materials become unavailable due to unforeseen circumstances.

Reliance on key management

The Company is highly dependent on key personnel. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. Any loss of personnel or inability to recruit new personnel will have a material adverse impact on the Company.

Intellectual property

The Company may be unable to adequately protect its intellectual property or obtain intellectual property protection for new products. The Company intends to protect its intellectual property rights through the filing of patents, however, there is a chance that these patents may be deemed unenforceable by a patent office in a major jurisdiction which would adversely affect the business of the Company. There is also a possibility that Company patents infringe on the patent rights of a 3rd party which would require the Company to license 3rd party technology or modify its existing drug products so they no longer infringe on the 3rd party technology. In either case, this would have an adverse effect on the Company.

Reliance on contractors

The Company relies on the expertise and availability of contract research organizations to carry out preclinical testing. In the event that a contract research organization is unavailable or unwilling to carry out the studies necessary for the development of the Company's drug products, this will have an adverse effect on the Company's business.

The Company relies on Integrated Nanotherapeutics to carry out the design and manufacture of its lead prodrug candidate. Any negative impacts on the ability of Integrated Nanotherapeutics to continue this work would materially impact the Company's prodrug development program.

Stage of development

The Company's drug products are the preclinical stage of development and there is no way to know if any of the drug products will demonstrate acceptable efficacy in preclinical testing which would prevent the further development of those drug products and have an adverse effect on the Company.

Regulatory risks

The Company will rely on regulatory approval from various government agencies for future clinical development of its drug products. If any regulatory agency denies a clinical trial applications for a reason which cannot be remedied, this will have a material adverse effect on the Company.

CRITICAL ACCOUNTING ESTIMATES AND FINANCIAL INSTRUMENTS

The Company prepares its financial statements in conformity with IFRS. MET lists its significant accounting policies and its financial instruments in Notes 2 and 10, respectively, to its annual audited financial statements for the year ended August 31, 2022. Of the accounting policies, MET considers the following policy to be the most critical to the reader's full understanding and evaluation of MET's reported financial results.

Research costs

Expenditures on research and development activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss (research) as incurred. Investment tax credits related to current expenditures are included in the determination of profit or loss as the expenditures are incurred when there is reasonable assurance they will be realized. The Company expenses legal fees incurred on application costs relating to its pending patents as incurred.

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes to the MET Board of Directors during the six months ended February 28, 2023. On September 14, 2022, the Company appointed Quinn Martin, CPA, CA as Chief Financial Officer. There were no other changes to management during the six months ended February 28, 2023.

INVESTOR RELATIONS

All investor relations activities are performed by MET management.

GOVERNMENT ASSISTANCE

Scientific Research and Experimental Development ("SRED")

SRED is a federal tax incentive program designed to encourage Canadian businesses of all sizes and in all sectors to conduct research and development in Canada.

During the six months ended February 28, 2023, the Company accrued $nil (2022 - $nil) in government assistance proceeds associated with the SRED program, which is presented within profit or loss as government assistance.

As at August 31, 2022, the Company had accrued $17,000 in government assistance proceeds associated with the SRED program. These funds were received during the six months ended February 28, 2023.

Canadian Emergency Business Account ("CEBA")

During the year ended August 31, 2020, the Company qualified for a government-guaranteed line of credit (government loan) of $40,000 which is free of interest and to be repaid by December 31, 2023, at which time a 25% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

During the year ended August 31, 2021, the Company qualified for an additional government-guaranteed line of credit (government loan) of $20,000 which is free of interest and to be repaid by December 31, 2023, at which time a 50% balance forgiveness ($10,000) will apply if the loan is repaid by such date.

As at February 28, 2023, all amounts have been classified as a current liability, as their repayment is due within 12 months.

PROPOSED TRANSACTION

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), the Company entered into a Securities Exchange Agreement (the "Agreement") with ME Therapeutics Holdings Inc. (formerly Metx Research Corp.) ("METX"), a private company incorporated under the laws of British Columbia. The Agreement superseded a Letter of Intent dated April 12, 2022. Pursuant to the Agreement, METX will acquire all of the issued and outstanding common shares of the Company (the "Transaction"). From there, the combined entity intends on applying for a public listing on a recognized stock exchange in North America (the "Listing").

Consideration for the acquisition of the Company will be as follows:

a) 14,999,994 common shares in the capital of METX (which will be held in escrow and released over a period of 27 months from the date of Listing); and
b) 121,670 replacement stock options, exercisable at a price of $0.40 and with an expiry of five years from the date of grant.

Pursuant to the Agreement, the conversion price of the Company's outstanding convertible debentures will be adjusted from $0.01 to $0.03, with the debentures being automatically converted to common shares on closing of the Transaction.

On closing of the Transaction, the Company will own approximately 64.4% of the common shares of the combined entity, and the Company's nominees will comprise the entirety of the Board of the combined entity with the exception of one Director being appointed by METX. Further, the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will remain as CEO and CFO of the combined entity.

SUBSEQUENT EVENTS

On March 9, 2023, the Company completed the transaction with METX.

SHARE CAPITAL

The authorized share capital of MET consists of an unlimited number of common shares without par value. Prior to the closing of the transaction with METX on March 9, 2023, there were 6,083,475 issued and outstanding common shares.

Stock Options

Prior to the closing of the transaction with METX on March 9, 2023, MET had 121,670 outstanding stock options, 60,835 of which have an exercise price of $0.50 and an expiry date of May 14, 2030, and 60,835 of which have an exercise price of $1.00 and an expiry date of May 14, 2031.

Warrants

From incorporation to date, MET has not issued any share purchase warrants.

ME THERAPEUTICS INC.
177 Robson Street
Vancouver, B.C. V6B 0N3
Web Site: www.metherapeutics.com

CORPORATE INFORMATION

Salim Dhanji, West Vancouver, B.C.	**President, Chief Executive Officer, Corporate Secretary, Director**
John Priatel, Vancouver, B.C.	**Director**
Kenneth Harder, Vancouver, B.C.	**Director**
Quinn Martin, Port Moody, B.C.	**Chief Financial Officer**

Auditors
Davidson & Company LLP
1200 – 609 Granville Street
Vancouver, B.C. V7Y 1G6

SCHEDULE E

AUDITOR REVIEWED PRO FORMA FINANCIAL STATEMENTS

[See Attached]

ME THERAPEUTICS HOLDINGS INC.

(formerly METX Research Corp.)

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited - Prepared by Management)

Expressed in Canadian Dollars

December 31, 2022

ME THERAPEUTICS HOLDINGS INC (formerly METX RESEARCH CORP.)
PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)
December 31, 2022

	ME Therapeutics Holdings Inc. As at December 31, 2022	ME Therapeutics Inc. As at February 28, 2023	Note	Pro forma Adjustments	Pro forma Consolidated
ASSETS	$	$		$	$
Current assets					
Cash	500,398	21,852	4(c)	312,500	
			4(d)	(100,000)	734,750
Sales tax receivable	-	4,631		-	4,631
Prepaid expenses	-	26,690		-	26,690
	500,398	53,173		212,500	766,071
Equipment	-	220		-	220
Intangible asset	-	1		-	1
Total assets	**500,398**	**53,394**		**212,500**	**766,292**
Liabilities and shareholders' equity					
Current liabilities					
Accounts payable and accrued liabilities	76,229	42,851		-	119,080
Due to related parties	1,195	13,623		-	14,818
Convertible debentures	-	140,000	4(a)	(140,000)	-
Government loans	-	60,000		-	60,000
Total liabilities	**77,424**	**256,474**		**(140,000)**	**193,898**
Shareholders' equity (deficiency)					
Share Capital	545,001	513,082	4(a)	158,263	
			4(b)	(545,001)	
			4(b)	3,424,500	
			4(c)	312,500	4,408,345
Commitment to issue shares	-	6,917		-	6,917
Convertible debentures - equity component	-	18,263	4(a)	(18,263)	-
Reserves	-	57,649	4(b)	-	57,649
Deficit	(122,027)	(798,991)	4(b)	(3,001,526)	
			4(b)	122,027	
			4(d)	(100,000)	(3,900,517)
Total shareholder's equity (deficiency)	**422,974**	**(203,080)**		**352,500**	**572,394**
Total liabilities and shareholders' equity (deficiency)	**500,398**	**53,394**		**212,500**	**766,292**

The accompanying notes are an integral part of these pro forma consolidated financial statements.

ME THERAPEUTICS HOLDINGS INC. (formerly METX RESEARCH CORP.)
PRO FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)
September 30, 2022

	ME Therapeutics Holdings Inc. Period from incorporation on November 9, 2021 to September 30, 2022	ME Therapeutics Inc. Year ended August 31, 2022	Note	Pro forma Adjustments	Pro forma Consolidated
	$	$		$	$
Operating expenses					
Depreciation	-	61		-	61
General and administrative	96	2,459		-	2,555
Insurance	-	92		-	92
Interest/accretion - convertible debentures	-	10,800		-	10,800
Professional fees	60,187	81,017	4(d)	100,000	241,204
Research costs	-	54,672		-	54,672
Share-based compensation	-	13,683		-	13,683
Loss from operating expenses	(60,283)	(162,784)		(100,000)	(323,067)
Interest income	2,824	-		-	2,824
Government assistance	-	17,000		-	17,000
Listing expense	-	-	4(b)	(3,001,526)	(3,001,526)
Loss and comprehensive loss for the period	**(57,459)**	**(145,784)**		**(3,101,526)**	**(3,304,769)**
Basic and diluted loss per share					**(0.14)**

The accompanying notes are an integral part of these pro forma consolidated financial statements.

ME THERAPEUTICS HOLDINGS INC. (formerly METX RESEARCH CORP.)
PRO FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)
December 31, 2022

	ME Therapeutics Holdings Inc. Three months ended December 31, 2022	ME Therapeutics Inc. Six months ended February 28, 2023	Note	Pro forma Adjustments	Pro forma Consolidated
	$	$		$	$
Operating expenses					
Consulting	-	1,250		-	1,250
Depreciation	-	25		-	25
General and administrative	4	5,542		-	5,546
Interest/accretion - convertible debentures	-	7,462		-	7,462
Professional fees	68,227	62,138	4(d)	100,000	230,365
Research costs	-	2,302		-	2,302
Loss from operating expenses	(68,231)	(78,719)		(100,000)	(246,950)
Interest income	3,663	204		-	3,867
Listing expense	-	-	4(b)	(3,001,526)	(3,001,526)
Loss and comprehensive loss for the period	**(64,568)**	**(78,515)**		**(3,101,526)**	**(3,244,609)**
Basic and diluted loss per share					**(0.14)**

The accompanying notes are an integral part of these pro forma consolidated financial statements.

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma consolidated financial statements of ME Therapeutics Holdings Inc. (formerly METX Research Corp.) ("METX" or "the Company") has been prepared by management in accordance with International Financial Reporting Standards ("IFRS") from information derived from the financial statements of METX and the financial statements of ME Therapeutics Inc. ("ME THERA") to show effect of the proposed transaction as discussed in Note 3. On March 9, 2023, METX had completed a name change to facilitate the proposed transaction.

These unaudited pro forma consolidated financial statements of the Company are compiled from and include:

a. METX's audited financial statements as at September 30, 2022, and for the period from incorporation on November 9, 2021, to September 30, 2022.
b. ME THERA's audited financial statements as at and for the year ended August 31, 2022.
c. METX's unaudited condensed interim financial statements as at and for the three months ended December 31, 2022.
d. ME THERA's unaudited condensed interim financial statements as at and for the six months ended February 28, 2023.
e. The additional information as set out in Note 3 and Note 4.

These unaudited pro forma consolidated financial statements should be read in conjunction with the audited financial statements of METX as at September 30, 2022, and for the period from incorporation on November 9, 2021, to September 30, 2022, and the audited financial statements of ME THERA as at and for the year ended August 31, 2022. Further, these unaudited pro forma consolidated financial statements should be read in conjunction with the unaudited condensed interim financial statements of METX as at and for the three months ended December 31, 2022, and the unaudited condensed interim financial statements of ME THERA as at and for the six months ended February 28, 2023.

These unaudited pro forma consolidated financial statements have been prepared as if the transactions had occurred on December 31, 2022.

These unaudited pro forma consolidated financial statements are not necessarily indicative of the financial position that would have been achieved if the proposed transactions had been completed on the dates indicated, nor do they purport to project the financial position or results of operations of the consolidated entities for any future period. In the opinion of the management of METX and ME THERA, the unaudited pro forma financial statements include all adjustments necessary for a fair presentation of the proposed transaction in Note 3.

The pro forma adjustments are based in part on estimates, including the fair values of the assets acquired and liabilities assumed, as applicable. For purposes of these unaudited pro forma consolidated financial statements, it is assumed that there are no tax consequences, and no income tax effect is being recorded. Both entities have incurred losses since inception and when combined are also not expected to generate profits in the immediate future, and therefore neither entity carries any deferred tax assets in its most recent financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of these unaudited pro forma consolidated financial statements are consistent with those set out in the audited financial statements of METX as at September 30, 2022, and for the period from incorporation on November 9, 2021, to September 30, 2022, and these audited financial statements of ME THERA as at and for the year ended August 31, 2022, which are applied in the preparation of the unaudited pro forma consolidated financial statements as at and for the period ended December 31, 2022.

3. REVERSE TAKEOVER AND PURCHASE PRICE ALLOCATION

Execution of the Securities Exchange Agreement

On October 4, 2022 (and as amended on October 12, 2022, and March 7, 2023), METX and ME THERA entered into a Securities Exchange Agreement (the "Agreement"), whereby METX would acquire all of the issued and outstanding shares of ME THERA, in exchange for 14,999,994 shares of METX (the "Transaction"). The purchase effectively results in a reverse takeover of METX by ME THERA, with ME THERA considered to be the accounting acquirer (collectively, the "Resulting Issuer").

As at December 31, 2022, METX has 7,610,001 common shares outstanding, which was increased based on METX's completion of the following financing:

- On March 1, 2023, the Company completed a private placement whereby a total of 694,443 units were sold at $0.45 per unit for gross proceeds of $312,500. Each unit is comprised of one common share and one half of one share purchase warrant, with each whole warrant being exercisable into an additional common share at a price of $1.00 for a period of three years expiring March 1, 2026.

The completion of the financing (the "March Financing") increased the number of common shares outstanding in METX to 8,304,444. Further, as at December 31, 2022, METX has 7,610,000 share purchase warrants outstanding, which was increased to 7,957,220 based on completion of the March Financing.

As at December 31, 2022, ME THERA has 6,083,475 common shares outstanding, which increased to 10,750,137 outstanding based on the conversion of convertible debentures outstanding (the "Conversion"). Further, as at December 31, 2022, ME THERA has 121,670 stock options outstanding. ME THERA shareholders will receive 14,999,994 shares of METX on completion of the Transaction.

Transaction accounting

On completion of the Transaction, the shareholders of ME THERA will obtain control of the Resulting Issuer by obtaining approximately 64.4% of the common shares of the Resulting Issuer and the resulting power to govern the financial and operating policies of the combined entities, as further supported by ME THERA holding 3 of the 4 Board positions of the Resulting Issuer. Further, the CEO and CFO of ME THERA will remain in their respective roles with the Resulting Issuer.

Although the Transaction results in a single entity, control passed to the former shareholders of ME THERA and the Transaction constitutes a reverse takeover of METX by ME THERA and has been accounted for as a reverse takeover transaction in accordance with the guidance provided in *IFRS 2 Share-based Payments* ("IFRS 2") and *IFRS 3 Business Combinations* ("IFRS 3"). As METX did not qualify as a business according to the definitions within IFRS 3, the reverse takeover does not constitute a business combination; rather the Transaction was accounted for as an asset acquisition and including METX's public listing. Accordingly, no goodwill or intangible assets were recorded with respect to the Transaction as it does not constitute a business.

For accounting purposes, ME THERA will be treated as the accounting parent company (legal subsidiary) and METX as the accounting subsidiary (legal parent).

The Transaction is measured at the fair value of the shares that ME THERA would have had to issue to shareholders of METX to give shareholders of METX the same percentage equity interest in the combined entity that results from the reverse takeover had it taken the legal form of ME THERA acquiring METX. The fair value of the common shares was determined to be $0.45 based on the offering price of the March Financing (see above) and is considered as a significant estimate and judgement.

The consideration paid comprises 7,610,001 METX common shares at a fair value of $3,424,500 ($0.45 per share), as well as the incremental fair value difference of 121,670 replacement stock options ($nil). The resulting listing expense of $3,001,526 has been charged to profit or loss to reflect the difference between the fair value of the consideration paid, and the fair value of the net assets acquired from METX in accordance with IFRS 2.

Upon completion of the Transaction, the historical shareholders' equity accounts of METX will be eliminated.

(Unaudited - Expressed in Canadian Dollars)

4. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The fair value of the net assets of METX as at December 31, 2022, immediately prior to the Transaction were:

Cash	$ 500,398
Accounts payable and accrued liabilities	(76,229)
Accounts payable to related parties	(1,195)
Net assets acquired	**$ 422,974**

The consideration paid comprises 7,610,001 METX common shares at a fair value of $3,424,500 ($0.45 per share), as well as the fair value of 121,670 replacement stock options, being $nil.

Consideration	$ 3,424,500
Net monetary assets acquired	(422,974)
Listing expense	**$ 3,001,526**

The unaudited pro forma consolidated financial statements reflect the following adjustments:

(a) To record the Conversion, which resulted in the elimination of the convertible debenture liability ($140,000), as well as the equity portion ($18,263), with the credit being applied to share capital ($158,263).

(b) To record the consideration of 7,610,001 METX common shares at a fair value of $0.45 per share, to record the incremental difference in the fair value of the 121,670 ME THERA replacement stock options ($nil), and to eliminate historical equity accounts of METX.

(c) To record the receipt of the funds from the March Financing completed by METX ($312,500).

(d) To record the expected costs associated with completion of the Transaction and the associated filings ($100,000).

(Unaudited - Expressed in Canadian Dollars)

5. PRO FORMA SHARE CAPITAL

Share capital as at December 31, 2022, after giving effect to the pro forma adjustments and assumptions in Note 4 is as follows:

	Number of Shares		Amount
Authorized			
Unlimited common shares without par value			
Unlimited preferred shares without par value			
Issued			
ME THERA common shares outstanding as at February 28, 2023	6,083,475	$	513,082
Conversion of convertible debentures (ME THERA)	4,666,662		158,263
METX common shares outstanding as at December 31, 2022	7,610,001		545,001
RTO adjustment – eliminate ME THERA common shares	(10,750,137)		-
RTO adjustment – eliminate METX share capital	-		(545,001)
March Financing completed	694,443		312,500
Issuance of METX common shares to acquire ME THERA	14,999,994		3,424,500
Total Resulting Issuer Shares	**23,304,438**	**$**	**4,408,345**

6. INCOME TAXES

The pro forma effective income tax rate that will be applicable to the operations of the Resulting Issuer is 27%.

SCHEDULE F

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee (the "**Audit Committee**"), or its Board of Directors (the "**Board**") in lieu thereof. The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financially Literacy*. All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Direct Responsibility for Overseeing Work of Auditors*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

(h) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(i) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(j) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(k) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

(l) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(m) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(n) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(o) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(p) *Other*. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(q) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(r) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

(a) *Auditor*. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *To Retain Independent Advisors*. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. Reporting

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.

SCHEDULE G

STOCK OPTION PLAN

ME THERAPEUTICS HOLDINGS INC.

INCENTIVE STOCK OPTION PLAN

PART 1
INTERPRETATION

1.1 Definitions. In this Plan, the following words and phrases shall have the following meanings:

(a) "**Affiliate**" means a company that is a parent or Subsidiary of the Company, or that is controlled by the same person as the Company;

(b) "**Board**" means the board of directors of the Company or any committee thereof duly empowered and authorized to grant Options under this Plan;

(c) "**Change of Control**" means the occurrence of any one of the following events:

(i) there is a report filed with any securities commission or securities regulatory authority in Canada, disclosing that any offeror (as the term "offeror" is defined in Section 1.1 of Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids*) has acquired beneficial ownership of, or the power to exercise control or direction over, or securities convertible into, any shares of capital stock of any class of the Company carrying voting rights under all circumstances (the "**Voting Shares**"), that, together with the offeror's securities would constitute Voting Shares of the Company representing more than 50% of the total voting power attached to all Voting Shares of the Company then outstanding,

(ii) there is consummated any amalgamation, consolidation, statutory arrangement, merger, business combination or other similar transaction involving the Company: (1) in which the Company is not the continuing or surviving corporation, or (2) pursuant to which any Voting Shares of the Company would be reclassified, changed or converted into or exchanged for cash, securities or other property, other than (in each case) an amalgamation, consolidation, statutory arrangement, merger, business combination or other similar transaction involving the Company in which the holders of the Voting Shares of the Company immediately prior to such amalgamation, consolidation, statutory arrangement, merger, business combination or other similar transaction have, directly or indirectly, more than 50% of the Voting Shares of the continuing or surviving corporation immediately after such transaction,

(iii) any person or group of persons shall succeed in having a sufficient number of its nominees elected as directors of the Company such that such nominees, when added to any existing directors of the Company, will constitute a majority of the directors of the Company, or

(iv) there is consummated a sale, transfer or disposition by the Company of all or substantially all of the assets of the Company,

provided that an event shall not constitute a Change of Control if its sole purpose is to change the jurisdiction of the Company's organization or to create a holding company, partnership or trust that will be owned in substantially the same proportions by the persons who held the Company's securities immediately before such event;

(d) "**Company**" means ME Therapeutics Holdings Inc.;

(e) "**Consultant**" means an individual or Consultant Company, other than an Employee, Director or Officer, that:

(i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate, other than services provided in relation to a distribution of securities,

(ii) provides such services under a written contract between the Company or an Affiliate,

(iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate, and

(iv) has a relationship with the Company or an Affiliate that enables the individual to be knowledgeable about the business and affairs of the Company;

(f) "**Consultant Company**" means for an individual Consultant, a company or partnership of which the individual is an employee, shareholder or partner;

(g) "**CSE**" means the Canadian Securities Exchange;

(h) "**Director**" means a director of the Company or a Subsidiary;

(i) "**Disability**" means any disability with respect to an Optionee which the Board, in its sole and unfettered discretion, considers likely to prevent the Optionee from permanently:

(i) being employed or engaged by the Company, an Affiliate or another employer, in a position the same as or similar to that in which he was last employed or engaged by the Company or an Affiliate, or

(ii) acting as a director or officer of the Company or an Affiliate,

and "**Date of Disability**" means the effective date of the Disability as determined by the Board in its sole and unfettered discretion;

(j) "**Eligible Person**" means a bona fide Director, Officer, Employee or Consultant, or a corporation wholly owned by such Director, Officer, Employee or Consultant;

(k) "**Employee**" means:

(i) an individual who is considered an employee of the Company or an Affiliate under the Income Tax Act (and for whom income tax, employment insurance and CPP deductions must be made at source);

(ii) an individual who works full-time for the Company or an Affiliate providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or

(iii) an individual who works for the Company or an Affiliate on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;

(l) "**Exchange**" means the CSE or any other stock exchange on which the Shares are listed for trading;

(m) "**Exchange Policies**" means the policies, bylaws, rules and regulations of the Exchange governing the granting of options by the Company, as amended from time to time;

(n) "**Exercise Price**" means the amount payable per Share on the exercise of an Option, as determined in accordance with the terms hereof;

(o) "**Expiry Date**" means 5:00 p.m. (Vancouver time) on the day on which an Option expires as specified in the Option Agreement therefor or in accordance with the terms of this Plan;

(p) "**Grant Date**" for an Option means the date of grant thereof by the Board;

(q) "**Income Tax Act**" means the *Income Tax Act* (Canada), as amended from time to time;

(r) "**Insider**" has the meaning ascribed thereto in the Securities Act;

(s) "**Investor Relations Activities**" means any activities or communications, by or on behalf of the Company or a shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include:

(i) the dissemination of information or preparation of records in the ordinary course of business of the Company:

(A) to promote the sale of products or services of the Company, or

(B) to raise public awareness of the Company,

that cannot reasonably be considered to promote the purchase or sale of

securities of the Company,

(ii) activities or communications necessary to comply with the requirements of:

(A) applicable Securities Laws,

(B) the Exchange, or

(C) the bylaws, rules or other regulatory instruments of any self-regulatory body or exchange having jurisdiction over the Company; or

(iii) activities or communications that may be otherwise specified by the Exchange;

(t) "**Option**" means the right to purchase Shares granted hereunder to an Eligible Person;

(u) "**Option Agreement**" means the stock option agreement between the Company and an Eligible Person whereby the Company provides notice of grant of an Option to such Eligible Person;

(v) "**Optioned Shares**" means Shares that may be issued in the future to an Eligible Person upon the exercise of an Option;

(w) "**Optionee**" means the recipient of an Option hereunder, their heirs, executors and administrators;

(x) "**Officer**" means any senior officer of the Company or an Affiliate;

(y) "**Plan**" means this incentive stock option plan, as amended from time to time;

(z) "**Securities Act**" means the *Securities Act* (British Columbia), as amended from time to time;

(aa) "**Securities Laws**" means the applicable acts, policies, bylaws, rules and regulations of the securities commissions governing the granting of Options by the Company, as amended from time to time;

(bb) "**Shares**" means the common shares in the capital of the Company, provided that, in the event of any adjustment pursuant to Section 4.7, "Shares" shall thereafter mean the shares or other property resulting from the events giving rise to the adjustment; and

(cc) "**Subsidiary**" has the meaning ascribed thereto in the Securities Act.

1.2 Gender. Throughout this Plan, whenever the singular or masculine or neuter is used, the same shall be construed as meaning the plural or feminine or body politic or corporate, and *vice-versa* as the context or reference may require.

1.3 Currency. Unless otherwise indicated, all dollar amounts referred to in this Plan are in Canadian funds.

1.4 Interpretation. This Plan will be governed by and construed in accordance with the laws of the Province of British Columbia without giving effect to any choice or conflict of law provision or rule that would cause the application of the domestic substantive laws of any other jurisdiction.

PART 2
PURPOSE

2.1 Purpose. The purpose of this Plan is to attract and retain Directors, Officers, Employees and Consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Options granted under this Plan.

PART 3
GRANTING OF OPTIONS

3.1 Establishment of Plan. This Plan is hereby established to recognize contributions made by Eligible Persons and to create an incentive for their continuing assistance to the Company and its Affiliates.

3.2 Eligibility. Options to purchase Shares may be granted hereunder to Eligible Persons from time to time by the Board.

3.3 Options Granted Under the Plan. All Options granted under the Plan will be evidenced by an Option Agreement in such form determined by the Board setting forth the number of Optioned Shares, the term of the Option, the vesting terms, if any, the Exercise Price and such other terms as determined by the Board.

3.4 Terms Incorporated. Subject to specific variations approved by the Board, all terms and conditions set out herein will be deemed to be incorporated into and form part of an Option Agreement made hereunder. In the event of any discrepancy between this Plan and an Option Agreement, the provisions of this Plan shall govern.

3.5 Limitations on Shares Available for Issuance. Unless authorized by the shareholders of the Company in accordance with applicable Securities Laws, the number of Shares reserved for issuance under this Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, shall not exceed 15% of the total number of issued Shares of the Company (calculated on a non-diluted basis) at the time an Option is granted.

3.6 Options Not Exercised. In the event an Option granted under the Plan expires unexercised, is terminated or is otherwise lawfully cancelled prior to exercise of the Option, the Optioned Shares that were issuable thereunder will be returned to the Plan and will be available again for an grant under this Plan.

3.7 Acceleration of Unvested Options. If there is a Change of Control, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall be exercisable in full.

3.8 Powers of the Board. The Board will be responsible for the general administration of the Plan and the proper execution of its provisions, the interpretation of the Plan and the determination of all questions arising hereunder. Without limiting the generality of the foregoing, the Board has the power to:

(a) allot Shares for issuance in connection with the exercise of Options;

(b) grant Options hereunder;

(c) subject to appropriate shareholder and regulatory approval, amend, suspend, terminate or discontinue the Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the Plan will, without the written consent of all applicable Optionees, alter or impair any Option previously granted under the Plan;

(d) delegate all or such portion of its powers hereunder as it may determine to one or more committees of the Board, either indefinitely or for such period of time as it may specify, and thereafter each such committee may exercise the powers and discharge the duties of the Board in respect of the Plan so delegated to the same extent as the Board is hereby authorized so to do; and

(e) may in its sole discretion amend this Plan (except for previously granted and outstanding Options) to reduce the benefits that may be granted to Eligible Persons (before a particular Option is granted) subject to the other terms hereof.

PART 4
TERMS AND CONDITIONS OF OPTIONS

4.1 Exercise Price. The Board shall establish the Exercise Price at the time each Option is granted, subject to the following conditions:

(a) if the Shares are listed on an Exchange, then the Exercise Price for the Options granted will not be less than the minimum prevailing price permitted by the Exchange;

(b) if the Shares are not listed, posted and trading on any stock exchange or quoted on any quotation system, then the Exercise Price for the Options granted will be determined by the Board at the time of granting; and

(c) in all other cases, the Exercise Price shall be determined in accordance with the applicable Securities Laws and Exchange Policies.

4.2 Term of Option. The Board shall establish the Expiry Date for each Option at the time such Option is granted, subject to the following conditions:

(a) the Option will expire upon the occurrence of any event set out in Section 4.6 and at the time period set out therein; and

(b) the Expiry Date cannot be longer than the maximum exercise period as determined by the applicable Securities Laws and Exchange Policies.

4.3 Automatic Extension of Term of Option. The Expiry Date will be automatically extended if the Expiry Date falls within a blackout period during which the Company prohibits Optionees from exercising their Options, provided that:

(a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed material information (as defined in applicable Securities Laws and Exchange Policies);

(b) the blackout period expires upon the general disclosure of the undisclosed material information and the expiry date of the affected Options is extended to no later than ten (10) business days after the expiry of the blackout period; and

(c) the automatic extension will not be permitted where the Optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.

4.4 Vesting of Options.

(a) No Option shall be exercisable until it has vested. The Board shall establish a vesting period or periods at the time each Option is granted to an Eligible Person, subject to the compliance with applicable Securities Laws and Exchange Policies.

(b) If no vesting schedule is specified at the time of grant and the Optionee is not performing Investor Relations Activities, the Option shall vest immediately.

4.5 Non Assignable. Subject to Section 4.6, all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

4.6 Termination of Option. Unless the Board determines otherwise, the Options will terminate in the following circumstances:

(a) Termination of Services For Cause. If the engagement of the Optionee as a Director, Officer, Employee or Consultant is terminated for cause (as determined by common law), any Option granted hereunder to such Optionee shall terminate and cease to be exercisable immediately upon the Optionee ceasing to be a Director, Officer, Employee or Consultant by reason of termination for cause;

(b) Termination of Services Without Cause or Upon by Resignation. If the engagement of the Optionee as a Director, Officer, Employee or Consultant of the Company is terminated for any reason other than cause (as determined by common law), disability or death, or if such Director, Officer, Employee, or Consultant resigns, as the case may be, the Optionee may exercise any Option granted hereunder to the extent that such Option was exercisable and had vested on the date of termination until the date that is the earlier of (i) the Expiry Date, and (ii) the date that is 30 days after the effective date of the Optionee ceasing to be a Director, Officer, Employee or Consultant for such reason or because of such resignation;

(c) Death. If the Optionee dies, the Optionee's lawful personal representatives, heirs or executors may exercise any Option granted hereunder to the Optionee to the extent

such Option was exercisable and had vested on the date of death until the earlier of (i) the Expiry Date, and (ii) one year after the date of death of such Optionee;

(d) Disability. If the Optionee ceases to be an Eligible Person due to his Disability, or, in the case of an Optionee that is a company, the Disability of the person who provides management or consulting services to the Company or to an Affiliate, the Optionee may exercise any Option granted hereunder to the extent that such Option was exercisable and had vested on the Date of Disability until the earlier of (i) the Expiry Date, and (ii) the date that is one year after the Date of Disability; and

(e) Changes in Status of Eligible Person. If the Optionee ceases to be one type of Eligible Person but concurrently is or becomes one or more other type of Eligible Person, the Option will not terminate but will continue in full force and effect and the Optionee may exercise the Option until the earlier of (i) the Expiry Date, and (ii) the applicable date set forth in Sections 4.6(a) to 4.6(d) above where the Optionee ceases to be any type of Eligible Person. If the Optionee is an Employee, the Option will not be affected by any change of the Optionee's employment where the Optionee continues to be employed by the Company or an Affiliate.

4.7 Adjustment of the Number of Optioned Shares. The number of Optioned Shares subject to an Option will be subject to adjustment in the events and in the manner following:

(a) Following the date an Option is granted, the exercise price for and the number of Optioned Shares which are subject to an Option will be adjusted, with respect to the then unexercised portion thereof, in the events and in accordance with the provisions and rules set out in this Section 4.7, with the intent that the rights of Optionees under their Options are, to the extent possible, preserved and maintained notwithstanding the occurrence of such events. Any dispute that arises at any time with respect to any adjustment pursuant to such provisions and rules will be conclusively determined by the Board, and any such determination will be binding on the Company, the Optionee and all other affected parties.

(b) If there is a change in the outstanding Shares by reason of any share consolidation or split, reclassification or other capital reorganization, or a stock dividend, arrangement, amalgamation, merger or combination, or any other change to, event affecting, exchange of or corporate change or transaction affecting the Shares, the Board shall make, as it shall deem advisable and subject to the requisite approval of the relevant regulatory authorities, appropriate substitution and/or adjustment in:

(i) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to this Plan;

(ii) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to any outstanding unexercised Options, and in the exercise price for such shares or other securities or property; and

(iii) the vesting of any Options, including the accelerated vesting thereof on conditions the Board deems advisable, and if the Company undertakes an arrangement or is amalgamated, merged or combined with another

corporation, the Board shall make such provision for the protection of the rights of Optionees as it shall deem advisable.

(c) If the outstanding Shares are changed into or exchanged for a different number of shares or into or for other securities of the Company or securities of another company or entity, in a manner other than as specified in Section 4.6(b), then the Board, in its sole discretion, may make such adjustment to the securities to be issued pursuant to any exercise of the Option and the exercise price to be paid for each such security following such event as the Board in its sole and absolute discretion determines to be equitable to give effect to the principle described in Section 4.7, and such adjustments shall be effective and binding upon the Company and the Optionee for all purposes.

(d) No adjustment provided in this Section 4.7 shall require the Company to issue a fractional share and the total adjustment with respect to each Option shall be limited accordingly.

(e) The grant or existence of an Option shall not in any way limit or restrict the right or power of the Company to effect adjustments, reclassifications, reorganizations, arrangements or changes of its capital or business structure, or to amalgamate, merge, consolidate, dissolve or liquidate, or to sell or transfer all or any part of its business or assets.

PART 5
COMMITMENT AND EXERCISE PROCEDURES

5.1 Option Agreement. Upon grant of an Option hereunder, an authorized director, officer or agent of the Company will deliver to the Optionee an Option Agreement detailing the terms of such Options and upon such delivery the Optionee will be subject to the Plan and have the right to purchase the Optioned Shares at the Exercise Price set out therein subject to the terms and conditions hereof.

5.2 Manner of Exercise. An Optionee who wishes to exercise his Option, in its entirety or any portion thereof, may do so by delivering:

(a) a notice of exercise to the Company specifying the number of Optioned Shares being acquired pursuant to the Option; and

(b) cash, a certified cheque or a bank draft payable to the Company for the aggregate Exercise Price for the Optioned Shares being acquired.

5.3 Subsequent Exercises. If an Optionee exercises only a portion of the total number of his Options, then the Optionee may, from time to time, subsequently exercise all or part of the remaining Options until the Expiry Date.

5.4 Delivery of Certificate and Hold Periods. As soon as practicable after receipt of the Notice of Exercise described in Section 5.2 and payment in full for the Optioned Shares being received by the Company, the Company will or will direct its transfer agent to issue a certificate to the Optionee for the appropriate number of Optioned Shares. Such certificate issued may bear a

legend stipulating any resale restrictions required under applicable Securities Laws and Exchange Policies.

5.5 Withholding. The Company may withhold from any amount payable to an Optionee, either under this Plan or otherwise, such amount as it reasonably believes is necessary to enable the Company to comply with the applicable requirements of any federal, provincial, local or foreign law, or any administrative policy of any applicable tax authority, relating to the withholding of tax or any other required deductions with respect to options (the "**Withholding Obligations**"). The Company may also satisfy any liability for the Withholding Obligations, on such terms and conditions as the Company may determine in its discretion, by:

(a) requiring an Optionee, as a condition to the exercise of any Options, to make such arrangements as the Company may require so that the Company can satisfy the Withholding Obligations including, without limitation, requiring the Optionee to remit to the Company in advance, or reimburse the Company for, the Withholding Obligations; or

(b) selling on the Optionee's behalf, or requiring the Optionee to sell, Optioned Shares acquired by the Optionee under the Plan, or retaining any amount which would otherwise be payable to the Optionee in connection with any such sale.

PART 6
AMENDMENTS

6.1 Amendment of the Plan. The Board reserves the right, in its absolute discretion, to at any time amend, modify or terminate the Plan with respect to all Shares in respect of Options which have not yet been granted hereunder. Any amendment to any provision of the Plan will be subject to shareholder approval, if applicable, and any necessary regulatory approvals. If this Plan is suspended or terminated, the provisions of this Plan and any administrative guidelines, rules and regulations relating to this Plan shall continue in effect for the duration of such time as any Option remains outstanding.

6.2 Amendment of Outstanding Options. The Board may amend any Option with the consent of the affected Optionee and the Exchange, if required, including any shareholder approval required by the Exchange Policies or applicable Securities Laws.

6.3 Amendment Subject to Approval. If the amendment of an Option requires shareholder or regulatory approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are given.

PART 7
GENERAL

7.1 Exclusion from Severance Allowance, Retirement Allowance or Termination Settlement. If the Optionee retires, resigns or is terminated from employment or engagement with the Company or Affiliate, the loss or limitation, if any, pursuant to the Option Agreement with respect to the right to purchase Optioned Shares, shall not give rise to any right to damages and shall not be included in the calculation of nor form any part of any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Optionee.

7.2 Employment and Services. Nothing contained in the Plan will confer upon or imply in favour of any Optionee any right with respect to office, employment or provision of services with the Company, or interfere in any way with the right of the Company to lawfully terminate the Optionee's office, employment or service at any time pursuant to the arrangements pertaining to same. Participation in the Plan by an Optionee is voluntary.

7.3 No Rights as Shareholder. Nothing contained in this Plan nor in any Option granted thereunder shall be deemed to give any Optionee any interest or title in or to any Shares or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in this Plan and pursuant to the exercise of any Option in accordance with the provisions of the Plan and the Option Agreement.

7.4 No Representation or Warranty. The Company makes no representation or warranty as to the future market value of Optioned Shares issued in accordance with the provisions of the Plan or to the effect of the *Income Tax Act* (Canada) or any other taxing statute governing the Options or the Optioned Shares issuable thereunder or the tax consequences to a Optionee. Compliance with applicable Securities Laws as to the disclosure and resale obligations of each Optionee is the responsibility of such Optionee and not the Company.

7.5 Other Arrangements. Nothing contained herein shall prevent the Board from adopting other or additional compensation arrangements, subject to any required approval.

7.6 No Fettering of Discretion. The awarding of Options under this Plan is a matter to be determined solely in the discretion of the Board. This Plan shall not in any way fetter, limit, obligate, restrict or constrain the Board with regard to the allotment or issue of any Shares or any other securities in the capital of the Company or any of its Affiliates other than as specifically provided for in this Plan.

PART 8
EFFECTIVE DATE OF PLAN

8.1 Effective Date. This Plan shall become effective upon its approval by the Board.

CERTIFICATE OF THE COMPANY

Dated: June 30, 2023

This amended and restated preliminary prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Province of British Columbia.

"Salim Zulifkar Dhanji"
SALIM ZULIFKAR DHANJI
Chief Executive Officer

"Quinn Martin"
QUINN MARTIN
Chief Financial Officer

On Behalf of the Board of Directors:

"John Priatel"
JOHN PRIATEL
Director

"Kenneth Harder"
KENNETH HARDER
Director

CERTIFICATE OF THE PROMOTER

Dated: June 30, 2023

This amended and restated preliminary prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Province of British Columbia.

"Salim Zulifkar Dhanji"
SALIM ZULIFKAR DHANJI