

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

ME Therapeutics Holdings Inc. (the “Company” or “MET”)
177 Robson Street
Vancouver, BC V6B 0N3

Item 2. Date of Material Change

October 23, 2023

Item 3. News Release

The News Release dated October 23, 2023 was disseminated by Stockwatch and Market News on October 23, 2023.

Item 4. Summary of Material Change

The Company announced that it is receiving advisory services and up to \$50,000 in research and development funding from the National Research Council of Canada Industrial Research Assistance Program (“NRC IRAP”) to support the preclinical testing of our myeloid targeted prodrug candidates. The funding will support the manufacture and testing of the prodrug candidates in selected mouse cancer models.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company is receiving advisory services and up to \$50,000 in research and development funding from the NRC IRAP to support the preclinical testing of our myeloid targeted prodrug candidates. The funding will support the manufacture and testing of the prodrug candidates in selected mouse cancer models. We are extremely pleased that NRC IRAP has chosen to support this project as it provides an opportunity for the Company to continue to expand the scope of our prodrug candidate development program by allowing for their testing in more preclinical in vivo cancer models.

ME Therapeutics novel small molecule prodrug candidates are designed to specifically target suppressive myeloid cells in the tumour environment. The active component of these prodrug candidates has been shown to interfere with several key pathways involved in immune suppression and cancer growth. Since the prodrug candidates target the immune system rather than the cancer cells, the Company believes they may be useful for several distinct cancer types. Testing of these candidates in multiple in vivo cancer models will help the Company determine which cancers may be amenable to treatment with the prodrug candidates.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Please contact Dr. Salim Dhanji, Chief Executive Officer, at 1-236-516-7714.

Item 9. Date of Report

October 23, 2023