

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

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

January 25, 2024

**Item 3. News Release**

The News Release dated January 25, 2024 was disseminated by Stockwatch and Market News on January 25, 2024.

**Item 4. Summary of Material Change**

The Company announced that further to the Company’s disclosure in its final prospectus dated September 29, 2023 and its subsequently filed interim financial statements, the Company has issued an aggregate of 73,333 common shares in the capital of the Company (each, a “Share”) to Donaldson Brohman Martin CPA Inc. (“DBM”) in settlement (the “Debt Settlement”) of amounts owing for services performed by Quinn Martin, the Chief Financial Officer (“CFO”) of the Company, prior to the Company becoming listed on the Canadian Securities Exchange. Mr. Martin is a principal of DBM. The Shares issued to DBM are subject to a hold period of four months and one day pursuant to the policies of the Canadian Securities Exchange.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company issued 73,333 Shares to DBM.

The Debt Settlement with DBM is a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Debt Settlement is exempt from the valuation requirement of MI 61-101 by virtue of the exemptions contained in section 5.5(b) of MI 61-101 as the Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(1)(b) of MI 61-101 in that the fair market value of the Debt Settlement is less than \$2,500,000. As the material change report disclosing the Debt Settlement is being filed less than 21 days before the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, it is necessary to immediately close the Debt Settlement and therefore, such shorter period is reasonable and necessary in the circumstances to improve the Company’s financial position.

**Disclosure Required by MI 61-101**

Pursuant to MI 61-101, the Debt Settlement constituted a “related party transaction” as a company of which an officer of the Company is a principal of participated in the Debt Settlement.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

DBM, a company of which Quinn Martin, the CFO of the Company, is a principal of, was issued 73,333 Shares in settlement of \$33,000.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Debt Settlement on the percentage of securities of the Company beneficially owned or controlled by Mr. Martin:

Name and Position	Dollar Amount of Debt Settlement	Number of Securities to be Issued	No. of Securities Held prior to Closing of the Debt Settlement	Percentage of Issued and Outstanding Securities prior to Closing of the Debt Settlement	No. of Securities Held After Closing of the Debt Settlement	Percentage of Issued and Outstanding Securities After Closing of the Debt Settlement
Quinn Martin Chief Financial Officer	\$33,000	73,333 <sup>(1)</sup>	Undiluted: Nil	Undiluted: 0.00% <sup>(3)</sup>	Undiluted: 73,333 <sup>(1)</sup>	Undiluted: 0.31% <sup>(6)</sup>
			Diluted: 125,000 <sup>(2)</sup>	Diluted: 0.53% <sup>(4)</sup>	Diluted: 198,333 <sup>(5)</sup>	Diluted: 0.83% <sup>(7)</sup>

<sup>(1)</sup> These Shares are held by DBM.

<sup>(2)</sup> Comprised of 125,000 stock options held directly by Mr. Martin, each of which is exercisable into one Share at a price of \$0.45 per Share until March 31, 2026.

<sup>(3)</sup> Based on 23,561,105 Shares outstanding prior to the completion of the Debt Settlement.

<sup>(4)</sup> Based on 23,686,105 Shares outstanding on a partially-diluted basis prior to the completion of the Debt Settlement, comprised of: (i) 23,561,105 Shares outstanding prior to the completion of the Debt Settlement and (ii) 125,000 Shares that may be issuable on exercise of stock options held directly by Mr. Martin.

<sup>(5)</sup> Comprised of: (i) 73,333 Shares held indirectly by DBM and (ii) all of the convertible securities set out in footnote (2) above.

<sup>(6)</sup> Based on 23,634,438 Shares outstanding following the completion of the Debt Settlement.

<sup>(7)</sup> Based on 23,759,438 Shares outstanding on a partially-diluted basis following the completion of the Debt Settlement, comprised of: (i) 23,634,438 Shares outstanding after the completion of the Debt Settlement and (ii) 125,000 Shares that may be issuable on exercise of stock options held directly by Mr. Martin.

- (b) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

A special committee was not established in connection with the approval of the Debt Settlement, and no materially contrary view or abstention was expressed or made by any director.

- (c) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

- (d) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

- (i) that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (e) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into an executive consulting agreement dated effective as of March 9, 2023 (the “**CFO Agreement**”) with DBM and Mr. Martin pursuant to which DBM agreed to provide the services of Quinn Martin as CFO of the Company and, as consideration for his services, DBM will be paid an aggregate of \$30,000 per year (comprised of \$15,000 payable in cash and \$15,000 payable in Shares in accordance with the terms and conditions of the CFO Agreement) for his services. In addition, pursuant to the CFO Agreement, the Company agreed to pay DBM additional fees for any additional services provided by Mr. Martin beyond the terms of his engagement as CFO, from time to time.

- (f) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Debt Settlement is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(b) of MI 61-101 as the Shares are not listed on a specified market and from the minority

shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(1)(b) of MI 61-101 in that the fair market value of the Debt Settlement is less than \$2,500,000.

As this material change report is being filed less than 21 days before the closing of the Debt Settlement, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances to improve the Company's financial position.

**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**

January 26, 2024