

**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

March 5, 2024

Item 3. News Release

The News Release dated March 6, 2024 was disseminated by Newsfile Corp. on March 6, 2024.

Item 4. Summary of Material Change

The Company closed its previously announced non-brokered private placement financing (the “**Offering**”) and has issued 1,555,000 units (each, a “**Unit**”) at a price of \$1.00 per Unit raising gross proceeds of \$1,555,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the Offering and issued 1,555,000 Units for gross proceeds of \$1,555,000.

Each Unit is comprised of one common share of the Company (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share at a price of \$1.50 per Share for a period of two years from the closing of the Offering (the “**Closing**”), subject to an acceleration provision whereby the expiry date of the Warrants may be accelerated if the daily trading price of the Shares equals or exceeds \$2.00 on the Canadian Securities Exchange (or such other exchange on which the Shares may then be traded) for a period of ten (10) consecutive trading days in which event the Company may, in its discretion, accelerate the expiry date of the Warrants by giving notice via news release and, in such case, the Warrants will expire on the 30th day after the date on which the news release is disseminated.

All securities issued in connection with the Offering are subject to a statutory hold period expiring four months and one day after the date of the Closing. No finder’s fees were paid in connection with the Offering.

The aggregate gross proceeds from the Offering are expected to be used for funding ongoing research and development of the Company’s technology, regulatory review and approvals, potential in-licensing or partnerships, operating expenses, investor relations and other working capital requirements.

None of the securities sold in connection with the Offering are registered under the United States Securities Act of 1933, as amended, and no such securities were offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

March 6, 2024