

**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

April 8, 2024

Item 3. News Release

The News Release dated April 8, 2024 was disseminated by Market News and Stockwatch on April 8, 2024.

Item 4. Summary of Material Change

The Company granted (the “Grant”) 250,000 incentive stock options (each, an “Option”) to purchase up to 250,000 common shares of the Company (each, a “Share”) to an arm’s length consultant of the Company under its Stock Option Plan. The Options are exercisable for a period of three years from the date of Grant, expiring on April 8, 2027, at a price of \$3.51 per Share, and vest as follows: (i) 25% on the date of the Grant; (ii) 50% on the date that is six months after the date of Grant; and (iii) 25% on the date that is nine months after the date of Grant.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On April 8, 2024, the Company granted 250,000 Options to purchase 250,000 Shares to an arm’s length consultant of the Company under its Stock Option Plan. The Options are exercisable for a period of three years from the date of Grant, expiring on April 8, 2027, at a price of \$3.51 per Share, and vest as follows: (i) 25% on the date of the Grant; (ii) 50% on the date that is six months after the date of Grant; and (iii) 25% on the date that is nine months after the date of Grant.

All Options and the Shares underlying such Options are subject to a hold period of four months and one day from the date of issuance.

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

April 10, 2024