

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

October 25, 2024

Item 3 News Release

The news release was disseminated on October 25, 2024 on NewsFile and StockWatch, and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On October 25, 2024, the Company announced the appointment of Karim Lalji as the Company’s Chief Business Officer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On October 25, 2024, the Company announced the appointment of Karim Lalji as the Company’s Chief Business Officer.

Mr. Lalji has been an advisor to ME Therapeutics Inc., the operating subsidiary of the Company, since October 1, 2022, and his role as Chief Business Officer will initially be on a part time basis. Mr. Lalji is paid cash consulting fees in connection with the services he provides to the Company.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

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

November 5, 2024

Forward Looking Statements

This material change report contains forward-looking statements within the meaning of applicable securities laws. The use of any of the words “anticipate”, “plan”, “continue”, “expect”, “estimate”, “objective”, “may”, “will”, “project”, “should”, “predict”, “potential” and similar expressions are intended to identify forward looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward-looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Forward looking statements in this material change report include statements including but not limited to the appointment of Mr. Karim Lalji as the Company’s new Chief Business Officer including the ability to integrate his past experience and his effect on the Company’s direction and performance, if any at all, the Company’s research plans, the intended outcomes of the research, the intended benefits and applications of the Company’s technology, and the Company’s plans for development of its business. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company, that the results of the testing are not favorable, G-CSF proves to be an unsuitable target to treat cancer, that the Company’s myeloid targeted prodrug candidates prove ineffective during testing, and that the Company’s business may not develop as set out in this material change report.

The forward-looking statements are based on current expectations, assumptions, estimates, forecasts, projections, analysis and opinions of management made considering its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this material change report include, but are not limited to: general business, economic and political conditions; the Company’s ability to successfully execute its plans and intentions; and market competition.

Management has provided the above summary of risks and assumptions related to forward-looking statements in this material change report in order to provide readers with a more comprehensive perspective on the Company’s future operations. The Company’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of indicated in this material change report, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.