

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

**Item 1 Name and Address of Company**

MindBio Therapeutics Corp  
1055 West Georgia Street, 1500 Royal  
Centre P.O Box 11117  
Vancouver, BC V6E 4N7  
CANADA

**Item 2 Date of Material Change**

April 16, 2024

**Item 3 News Release**

A news release announcing the material change was disseminated on April 16, 2024 and was subsequently filed on SEDAR+ at <https://sedarplus.ca>.

**Item 4 Summary of Material Change**

The Company announced that Riverfort Global Opportunities PCC Ltd has requested to convert CAD\$100,000 of its loan to 2,000,000 MindBio shares (“Shares”) at \$0.05 per Share. All Shares will be subject to a hold period of four-months and one day from the date of issuance under applicable securities laws.

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

On October 5, 2023, the Company entered into a Novation and Amendment Agreement with Riverfort Global Opportunities PCC Ltd (Riverfort). The agreement allows for the repayment of the Riverfort loan over a period of time in quarterly installments on 30 March 2024 and repeated every 3 months (being June 2024, September 2024 and December 2024) up to 50% of the value of the MindBio Debt. The remaining 50% of the MindBio Debt is due on 30 March 2025. No further interest or fees will accrue on the MindBio debt and any conversions into shares of the loan pursuant to the terms of the agreement will be used to settle the relevant value of the conversion by redemption of the same value of the payment with respect to the loan amount owing. The result of the material change is a reduction of the loan amount owing to Riverfort from CAD\$1.9million to CAD\$1.8million.

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

Not applicable.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

For further information, please contact:

Justin Hanka Chief Executive Officer  
Tel: 61 433140886  
Email: [justin@mindbiotherapeutics.com](mailto:justin@mindbiotherapeutics.com)

**Item 9: Date of Report**

April 16, 2024