

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Entheon Biomedical Corp. (formerly, MPV Exploration Inc.)**  
211-3030 Lincoln Avenue  
Coquitlam, BC, V3B 6B4  
(the "Company")

**2. Dates of Material Change(s)**

June 15, 2021

**3. News Release(s)**

News release was issued on June 16, 2021 and disseminated via Newsfile Corp. pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company announces that it has entered into a definitive agreement with Lobo Genetics Inc. and 13089363 Canada Inc. a wholly-owned subsidiary of Entheon.

**5. Full Description of Material Changes**

News Release dated June 16, 2021– See Schedule "A".

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

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Timothy Ko, President, CEO and Director of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 562-3932.

**9. Date of Report**

This report is dated June 16, 2021

SCHEDULE "A"  
to the Material Change Report dated June 16, 2021

## **Entheon Biomedical Corp. Announces Agreement to Acquire Lobo Genetics Inc.**

Vancouver, British Columbia--(Newsfile Corp. - June 16, 2021) - Entheon Biomedical Corp. (CSE: ENBI) (OTCQB: ENTBF) (FSE: 1XU1) ("**Entheon**" or the "**Company**") is pleased to announce that the Company has entered into a definitive agreement dated June 15, 2021 (the "**Agreement**") with Lobo Genetics Inc. ("**Lobo**"), and 13089363 Canada Inc. ("**Subco**"), a wholly-owned subsidiary of Entheon. Pursuant to the Agreement, Entheon and Lobo will combine their respective businesses by way of a "three-cornered" amalgamation in accordance with section 185 of the *Canada Business Corporations Act* (the "**CBCA**"), as further detailed below (the "**Transaction**").

Lobo brings a highly experienced and specialized team of technology experts in the fields of genetics, diagnostics, data and analytics, as well as a fully operational 5,000 sq. ft. genetics research and development and testing facility located in Mississauga, Ontario. Lobo also has various existing distribution and partner relationships both domestically and internationally that are a strategic fit with Entheon's goal of expanding its personalized psychedelics platform globally.

In addition to the psychedelics genetic test that Lobo has developed in partnership with HaluGen Life Sciences Inc. ("**HaluGen**"), Lobo offers a cannabis genetic test that can provide personalized insights into an individual's cannabis metabolism, risk and impairment, including: (a) ability to metabolize THC and CBD; (b) increased acute psychotomimetic effects and long-term risk of cannabis-induced psychosis; and (c) neurocognitive impairment including short-term memory loss.

"This acquisition supports Entheon's genetic-driven approach to developing personalized psychedelic-assisted psychotherapeutic (PAP) protocols to treat substance use disorders while providing in-house DNA data analytics, expanded assay development and genetic research capacities," said Chief Executive Officer of Entheon, Timothy Ko, "With the acquisition of Lobo comes the addition of key staff members and enhanced expertise in the field of genetics. With increased capacity to screen patients, on a genetic basis, for underlying psychiatric disorders prior to undertaking PAP, Entheon is furthering its commitment toward safety and predictability in psychedelic therapies while aggregating data that can be used to determine which psychedelic molecules are best-suited for a particular patient."

"We are excited to join the Entheon team and leverage Lobo's existing genetics testing platform to future applications in the psychedelics space," said Chief Executive Officer of Lobo, John Lem. "Tim and his team have a bold vision of personalizing the psychedelics experience. Developing insights through genetic testing and data are a key part of that mission."

### **The Transaction**

Pursuant to the Transaction, structured as a three-cornered amalgamation in accordance with Section 185 of the CBCA, Lobo will amalgamate with Subco, a newly incorporated and wholly-owned subsidiary of the Company, formed solely for the purpose of facilitating the Transaction. Following the Transaction, the amalgamated company will be a wholly-owned subsidiary of the Company, under the name "Lobo Genetics Inc." ("**Amalco**") and carry on the business of Lobo. It is anticipated that Timothy Ko, Entheon's Chief Executive Officer, President and a director of the Company will serve as the sole director of Amalco.

Pursuant to the Agreement, in consideration for the common shares in the capital of Lobo (the "**Lobo Shares**"), the Company will issue an aggregate of 5,000,000 common shares (the "**Consideration Shares**") to the shareholders of Lobo. The Consideration Shares are subject to contractual restrictions on transfer and will be released in accordance with the following schedule:

- (a) 1,250,000 Consideration Shares on the closing of the Transaction (the "**Closing Date**");
- (b) 1,250,000 Consideration Shares on the date that is four (4) months following the Closing Date;
- (c) 1,250,000 Consideration Shares on the date that is eight (8) months following the Closing Date;
- and
- (d) 1,250,000 Consideration Shares on the date that is twelve (12) months following the Closing Date.

In addition to the Consideration Shares, the Company will issue 9,603 incentive stock options (the "**Replacement Options**") to the holders of outstanding stock options of Lobo (the "**Lobo Stock Options**") in exchange for the exchange or conversion of the Lobo Stock Options and may issue up to 46,944 common share purchase warrants (the "**Replacement Warrants**") to the holders of the outstanding common shares purchase warrants of Lobo (the "**Lobo Warrants**") in exchange for the conversion, exchange or cancellation of the Lobo Warrants.

Each Replacement Option will be exercisable for one common share in the capital of Entheon at price of \$6.94 per Replacement Option until the originally contemplated expiry date, in accordance with the original terms of the applicable Lobo Option. Each Replacement Warrant will be exercisable for one common share in the capital of Entheon an exercise price of \$13.89 per Replacement Warrant until the originally contemplated expiry date, in accordance with the original terms of the applicable Lobo Warrant. Completion of the Transaction is subject to a number of closing conditions, including but not limited to, the resignation of the current directors of Lobo, as well as receipt of all required regulatory, shareholder and third-party approvals required to complete the Transaction. There can be no assurance that the proposed Transaction or other transactions described in this news release will be completed as proposed or at all.

In addition, the Company announces that Lobo Genetics Founder and CEO, John Lem will join Entheon's advisory board as a strategic advisor of industry affairs upon completion of the Transaction and will continue to advise and assist with the operations and strategic direction of Lobo Genetics Inc. and HaluGen Life Sciences Inc.

#### **About Entheon Biomedical Corp.**

Entheon is a biotechnology research and development company committed to developing and commercializing a portfolio of safe and effective Dimethyltryptamine based psychedelic therapeutic products ("**DMT Products**") for the purposes of treating addiction and substance use disorders. Subject to obtaining all requisite regulatory approvals and permits, Entheon intends to generate revenue through the sale of its DMT Products to physicians, clinics and licensed psychiatrists in the United States, certain countries in the European Union and throughout Canada.

#### **About Lobo Genetics Inc.**

Lobo is a Toronto-based arm's length private corporation incorporated on June 11, 2018 under the CBCA. Lobo is a personalized genetics company with a direct-to-consumer (DTC) platform currently being used in both the psychedelics and cannabis space to provide personalized insights into an individual's response to hallucinogenic and psychoactive drugs.

**For more information, please contact the Company at:**

**Entheon Biomedical Corp.**

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