

ARCH BIOPARTNERS INC.

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

1. Name and Address of Company:

Arch Biopartners Inc., (the “Company”)

545 King Street West
Toronto, Ontario
M5V 1M1

Mailing:

545 King Street West
Toronto, Ontario
M5V 1M1

2. Date of Material Change:

July 30, 2024

3. News Release:

A news release was distributed via GlobeNewswire in Toronto on July 30, 2024. A copy of the News release is attached as Schedule “A”.

4. Summary of Material Change

The Company closed a private placement of common shares.

5. Full Description of Material Change

The Company announced it closed a non-brokered private placement offering of 400,000 common shares priced at \$1.50 per common share (the “Common Shares”) for gross and net proceeds of up to \$600,000 (the “Offering”).

The Offering is subject to certain conditions including, but not limited to, the receipt of applicable regulatory approvals, including Final Approval of the TSX Venture Exchange.

All Common Shares issued in connection with the Offering are subject to a hold period of four months and one day from the closing date.

There is no material fact or material change about the Company that has not been generally disclosed.

Management of the Company believes the material changes described herein will have a positive impact on the Company's cash position, business operations and prospects for future corporate activity.

6. Reliance on subsection 7.1(2) or (3) of NI51-102

Not applicable.

7. Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

8. Executive Officer

For further information regarding this report, please contact Richard Muruvé, a Director and CEO of the Company, at 647-428-7031.

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, this 7th day of August, 2024.

**SCHEDULE A
PRESS RELEASE -**

July 30, 2024

Arch Biopartners Closes Non-Brokered Private Placement

Toronto, Canada – Arch Biopartners Inc. (“Arch” or the “Company”) (TSX Venture: ARCH and OTCQB: ACHFF) today announced it has closed the non-brokered private placement disclosed in a press release July 29, 2024 (the “Offering”). Pursuant to the Offering, Arch issued 400,000 common shares priced at \$1.50 per common share (the “Common Shares”) for net proceeds of \$600,000 CAD.

The proceeds of the Offering will be used by Arch as general working capital and certain research expenses that are not covered by the Company’s existing funding grants. The Offering is subject to certain conditions including, but not limited to, the receipt of applicable regulatory approvals, including final approval of the TSX Venture Exchange.

All Common Shares issued in connection with the Offering will be subject to a hold period until December 1, 2024. There were no finders’ fees in connection with the Offering.

There is no material fact or material change about the Company that has not been generally disclosed.

About Arch Biopartners

Arch Biopartners Inc. is a late-stage clinical trial company focused on preventing inflammation and acute organ injury. The Company is developing a platform of new drugs to prevent inflammation in the kidneys, liver and lungs via the dipeptidase-1 (DPEP1) pathway and are relevant for many common injuries and diseases where organ inflammation is an unmet problem.

For more information on Arch Biopartners’ science and drug platform, please visit: www.archbiopartners.com/our-science

For investor information and other public documents the company has also filed on SEDAR+, please visit www.archbiopartners.com/investor-hub

The Company has 64,250,633 common shares outstanding.

For more information, please contact:

Richard Muruve
Chief Executive Officer
Arch Biopartners, Inc.
647-428-7031

info@archbiopartners.com

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable Canadian securities laws regarding expectations of our future performance, liquidity and capital resources, as well as the ongoing clinical development of our drug candidates targeting the dipeptidase-1 (DPEP1) pathway, including the outcome of our clinical trials relating to LSALT peptide (Metablok) or cilastatin, the successful commercialization and marketing of our drug candidates, whether we will receive, and the timing and costs of obtaining, regulatory approvals in Canada, the United States, Europe and other countries, our ability to raise capital to fund our business plans, the efficacy of our drug candidates compared to the drug candidates developed by our competitors, our ability to retain and attract key management personnel, and the breadth of, and our ability to protect, our intellectual property portfolio. These statements are based on management's current expectations and beliefs, including certain factors and assumptions, as described in our most recent annual audited financial statements and related management discussion and analysis under the heading "Business Risks and Uncertainties". As a result of these risks and uncertainties, or other unknown risks and uncertainties, our actual results may differ materially from those contained in any forward-looking statements. The words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We undertake no obligation to update forward-looking statements, except as required by law. Additional information relating to Arch Biopartners Inc., including our most recent annual audited financial statements, is available by accessing the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedarplus.ca.

*The science and medical contents of this release have been approved by the Company's Chief
Science Officer*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in
the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of
this release*