

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Psyched Wellness Ltd. (the "Issuer").

(CSE: PSYC); (OTCQB: PSYCF); (FSE: 5U9)

Date: **March 11, 2026**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: **288,816,834 common shares in the capital of the Issuer ("Common Shares")**.

Pricing

Date of news release announcing proposed issuance: **March 11, 2026** or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: **0.015** or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: **117,899,010 Common Shares and 56,930,693 common share purchase warrants ("Warrants"), as described below.**

The Issuer proposes to complete a non-brokered private placement (the "Offering") of Common Shares and Warrants for aggregate gross proceeds of up to C\$859,653.47. The Offering will consist of issuances of 56,930,693 Common Shares at a price of C\$0.0101 per Common Share and 56,930,693 Warrants at a price of C\$0.005 per Warrant. Each Warrant will entitle the holder thereof to acquire one (1) additional Common Share (each, an "Additional Share") at a price of C\$0.0051 per Additional Share at any time on or before the Warrant expiry date, set sixty (60) months following the applicable closing date.

In addition, the Issuer proposes settle the amount of US\$450,000 (approximately C\$615,780) through the issuance of an aggregate of 60,968,317 Common Shares at a deemed price of C\$0.0101 per Common Share (the "Shares for Debt Transaction")

Issued and outstanding securities following issuance: **406,715,844 Common Shares.**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
USA	3	C\$0.0101 per Common Share C\$0.005 per Warrant	C\$1,475,433.47
Total number of purchasers:	3		
Total dollar value of distribution in all jurisdictions:			C\$1,475,433.47

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Gotham Green Fund III, L.P. Santa Monica, CA	17,079,720 Common Shares 17,079,720 Warrants	C\$0.0101 per Common Share C\$0.005 per Warrant	C\$0.0051 per Common Share	U.S. Accredited Investor	37,350,686 Common Shares and 37,350,686 Warrants		Control Person
Gotham Green Fund III (Q), L.P. Santa Monica, CA	39,850,973 Common Shares 39,850,973 Warrants	C\$0.0101 per Common Share	C\$0.0051 per Common Share	U.S. Accredited Investor	87,148,026 Common Shares and 87,148,026 Warrants		Control Person

		C\$0.005 per Warrant					
--	--	----------------------------	--	--	--	--	--

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **C\$1,475,433.47.**
2. Provide full details of the use of the proceeds. **The net proceeds of C\$ 859,653.47 from the Offering will be used for working capital purposes or as otherwise permitted under the policies of the CSE.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **None.**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

The Issuer has agreed to settle US\$450,000 (approximately C\$615,780) in debt owed to Zerkalo, LLC (“Zerkalo”) through the issuance of 60,968,317 Common Shares at a deemed price of C\$0.0101 per Common Share. The debt being settled represents fees payable to Zerkalo for certain consultation services related to product development, marketing, distribution, and supply chain provided by Zerkalo to the Issuer under a Master Service Agreement dated April 1, 2024.

5. Description of securities to be issued:
 - (a) Class **Common Shares and Warrants.**
 - (b) Number **117,899,010 Common Shares, being (i) 56,930,693 Common Shares issuable under the Offering; and (ii) 60,968,317 Common Shares issuable under the Shares for Debt Transaction, and 56,930,693 Warrants issuable under the Offering.**
 - (c) Price per security **C\$0.0101 per Common Share and C\$0.005 per Warrant.**
 - (d) Voting rights **One vote per Common Share. The Warrants do not carry any voting rights.**
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

- (a) Number **56,930,693 Warrants** .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) **56,930,693 Common Shares**.
 - (c) Exercise price **C\$0.0051 per Common Share**.
 - (d) Expiry date **60 months following the applicable closing date**.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount **N/A**.
 - (b) Maturity date **N/A**.
 - (c) Interest rate **N/A**.
 - (d) Conversion terms **N/A**.
 - (e) Default provisions **N/A**.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **N/A**.
 - (b) Cash **N/A**.
 - (c) Securities **N/A**.
 - (d) Other **N/A**.
 - (e) Expiry date of any options, warrants etc. **N/A**.
 - (f) Exercise price of any options, warrants etc. **N/A**.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship **N/A**.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

Upon closing, the Issuer is expected to enter into an Investor Rights Agreement with certain subscribers (the "Investor Group") under the

Offering (the “Investor Rights Agreement”). Pursuant to the Investor Rights Agreement, one current independent director of the Issuer shall resign from the board of directors of the Company (the “Board”) effective as of the closing date (or such other time as the Company and the Investor Group may mutually agree). Following the closing date, the Investor Group shall have the right to nominate two (2) directors for appointment to the Board (the “Investor Directors”), as well as to nominate two (2) additional individuals for appointment to the Board as independent directors (each, an “Investor Independent Director”). Following the appointment of the Investor Independent Directors (and assuming the ongoing tenure of the existing Investor Directors), the Board shall consist of no more than seven (7) directors, with a majority remaining independent under the policies of the CSE.

Additionally, for a period of eighteen months following the Offering, the Issuer will grant the Investor Group a right of first refusal on any proposed equity, debt or convertible financing ,or other capital raising transaction (subject to customary exceptions).

11. State whether the private placement will result in a change of control or if the issuance will materially affect control of the Issuer.

N/A.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities. All securities issued under the Offering and the Shares for Debt Transaction will be subject to (i) a four (4) month and one (1) day hold period from the applicable closing date and (ii) applicable legends as required pursuant to the United States Securities Act of 1933, as amended.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

_____ .

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
_____ .

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated March 11, 2026.

Jeffrey Stevens
Name of Director or Senior
Officer

Jeffrey Stevens
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

-
- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.