

# FORM 7

## MONTHLY PROGRESS REPORT

Name of Listed Issuer: Mindset Pharma Inc. (the "Issuer" or "Mindset").

Trading Symbol: MSET

Number of Outstanding Listed Securities: 72,215,789

Date: March 2021

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

### **Report on Business**

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

#### **March 8, 2021**

**On March 8, 2021, the Issuer announced the appointment of Dr. Joseph Gabriele, a molecular pharmacologist specializing in signal transduction within the central nervous system, to its scientific advisory board ("Scientific Advisory Board"). Dr. Gabriele specializes in molecular pharmacology, transdermal delivery and formulation chemistry with pharmaceutical, natural molecules. In his role on Mindset's Scientific Advisory Board, Dr. Gabriele will provide strategic guidance to the Issuer with respect to its clinical and product formulation strategy. As consideration for Dr. Gabriele's services as a member of Mindset's Scientific Advisory Board, Dr. Gabriele will receive an aggregate of 800,000 common shares in the capital of the Issuer, issuable in tranches, at a deemed issue price as is equal to the closing price of the Issuer's common shares on the Canadian Securities Exchange on the day immediately preceding each issuance. The foregoing remains subject to the receipt of all necessary regulatory and other approvals, including the approval of the Canadian Securities Exchange.**

### March 12, 2021

On March 12, 2021, the Issuer announced receipt of approval from OTC Markets Group to commence trading on the OTCQB Venture Market (the "OTCQB") under the symbol "MSSTF" effective at the open of market on March 12, 2021.

### March 15, 2021

On March 15, 2021, the Issuer announced the filing of a sixth provisional patent application with the United States Patent and Trademark office. This most recent patent application cover a comprehensive range of novel *N,N*-Dimethyltryptamine ("DMT") and 5-methoxy-*N,N*-dimethyltryptamine ("5-MeO-DMT") analogs, their related chemical process synthesis, composition of matter and therapeutic uses. Both 5-MeO-DMT and DMT possess unique pharmacodynamic and pharmacokinetic properties compared to other clinically studied psychedelics, including a shorter duration of action, which may help reduce the amount of time a patient would spend in the clinic during psychedelic-assisted psychotherapy. 5-MeO-DMT and DMT's potency at the 5HT1A receptor in addition to the 5HT2A receptor is unique compared to psilocybin and further increases the breadth of pharmacological diversity of the Issuer's proprietary compounds. The Issuer's scientific advisory board believes that strategic structural modifications to DMT and 5-MeO-DMT could reduce toxicity and metabolic liabilities, resulting in an improved and safer psychedelic therapeutic.

### March 17, 2021

On March 17, 2021, the Issuer announced receipt of eligibility from the Depository Trust Company ("DTC") for electronic settlement and transfer of its common shares in the United States. The Issuer's common shares are currently listed and posted for trading on the OTCQB® Venture Market (the "OTCQB") under the symbol "MSSTF" and will continue to trade on the Canadian Securities Exchange under the symbol "MSET" as well as on the Frankfurt Stock Exchange under the symbol "9DF".

DTC is a subsidiary of the Depository Trust & Clearing Corporation and manages the electronic clearing and settlement of publicly traded companies. DTC eligibility incorporates an electronic method of clearing securities that speeds up the receipt of stock and cash. This reduces costs and accelerates the settlement process for investors and brokers, allowing the stock to be traded over a much wider selection of brokerage firms by coming into compliance with their clearing and settlement requirements.

### March 22, 2021

On March 22, 2021, the Issuer announced that it had entered into an agreement with Canaccord Genuity Corp., as sole bookrunner and lead underwriter (the "Lead Underwriter") pursuant to which the Lead Underwriter has agreed, on behalf of a syndicate of underwriters (together with the Lead Underwriter, the "Underwriters"), to purchase, on a "bought deal" basis pursuant to the filing of a short form prospectus, an aggregate of 10,000,000 units of the Issuer (each, a "Unit") at a price of \$0.75 per Unit (the "Issue Price") for aggregate gross proceeds to the Issuer of \$7,500,000 (the "Offering").

Each Unit shall consist of one common share in the capital of Mindset (each, a "Common Share") and one Common Share purchase warrant of Mindset (each, a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one Common Share at an exercise price of \$1.10 per Common Share for a period of thirty-six (36) months from the Closing Date (as defined herein).

The Issuer has granted the Underwriters an option (the "Over-Allotment Option") to purchase up to an additional 1,500,000 Units (the "Over-Allotment Units") at the Issue Price, to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option is exercisable at any time, in whole or in part, for a period of thirty (30) days after and including the Closing Date (as defined herein), which, if exercised in full, would result in additional gross proceeds of \$1,125,000 to the Issuer.

As consideration for their services to be provided in connection with the Offering, the Underwriters will receive a cash commission equal to 7.0% of the gross proceeds of the Offering and such number of broker warrants of the Issuer (the "Underwriters' Warrants") as is equal to 7.0% of the number of Units sold pursuant to the Offering. Each Underwriters' Warrant shall entitle the holder thereof to acquire one Unit at the Issue Price for a period of thirty-six (36) months from the Closing Date (as defined herein).

The Units (including the Over-Allotment Units issuable upon exercise of the Over-Allotment Option) will be offered by way of a short form prospectus to be filed in all Provinces of Canada, except Quebec, pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*. The Offering is expected to close on or about April 8, 2021 (the "Closing Date"), and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the Canadian Securities Exchange and the applicable regulatory authorities.

The net proceeds of the Offering will be used for the expansion of Mindset's current pipeline of propriety compounds, further pre-clinical testing of its current compounds, advancement of Mindset's psilocybin synthesis process, formulation development chemistry and for general working capital purposes.

#### March 23, 2021

On March 23, 2021, the Issuer announced that it has entered into a co-development agreement with InterVivo Solutions Inc. ("InterVivo"), to co-develop a new translational testing platform that Mindset and InterVivo expect will introduce an industry standard against which the performance and efficacy of breakthrough psychedelic medicines are compared and assessed.

Management of each of Mindset and InterVivo believe that the psychedelic pharma industry will benefit greatly from a standardized reference data set to identify and develop medicines with enhanced therapeutic benefit and improved safety and pharmacological profiles. Mindset and InterVivo intend to establish the first comprehensive psychedelics benchmark reference data set by evaluating a broad range of psychedelic drugs through a proprietary program of *in vivo* tests conducted at InterVivo's facility. It is anticipated that the Co-operative Psychedelics Evaluation Platform ("COPE") will be an invaluable tool to guide the development of next-generation psychedelic compounds and improve patentability and value in new molecule drug assets. Mindset and Intervivo intend to make COPE available to InterVivo's clients who are pursuing psychedelics drug development projects; with first data compilations to be available on or before June 12, 2021.

The project will be co-led by InterVivo's Chief Scientific Officer, Dr. Guy Higgins, and VP R&D, Dr. Inés de Lannoy, and will focus on establishing both pharmacological and pharmacokinetics data sets using sophisticated behavioural assays as well as state-of-the-art *in vivo* sampling and analytical techniques. Mindset will co-sponsor the project and will incorporate the testing technology and data sets into their own lead optimization programs.

### March 25, 2021

On March 25, 2021, the Issuer filed a preliminary short form prospectus dated March 25, 2021 (the "Preliminary Prospectus") in each of the Provinces of Canada, except Quebec.

### March 26, 2021

On March 26, 2021, the Issuer received a receipt from the Ontario Securities Commission in respect of the Preliminary Prospectus.

### March 30, 2021

On March 30, 2021, the Issuer announced that it has expanded its scientific leadership team with the appointment of Dr. Malik Slassi as Senior Vice President of Innovation in a full-time capacity and the appointment of Mr. Ian Dean as Director of Preclinical Development. Additionally, Mindset is pleased to welcome Ian Dean as Director, Preclinical Development. Ian is a seasoned toxicologist and pharmacology professional with over 40 years of intensive expertise in drug development. Mr. Dean has served in the roles of VP Business Development and Toxicology as well as Chief Scientific Officer for several organizations providing investigational new drug-enabling and clinical development services to global pharmaceutical clients. Mr. Dean is a Diplomate of the American Board of Toxicology and the Institute of Biology in Toxicology as well as a European Registered Toxicologist. Mr. Dean will assist Mindset in advancing its lead compounds through investigational new drug-enabling studies into clinical programs.

2. Provide a general overview and discussion of the activities of management.  
**See item # 1 above.**
3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.  
**See item # 1 above.**
4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.  
**Not applicable.**
5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.  
**See item # 1 above.**
6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.  
**Not applicable.**
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and

of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**Not applicable.**

8. Describe the acquisition of new customers or loss of customers.

**Not applicable.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**See item # 1 above.**

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

**See item # 1 above.**

11. Report on any labour disputes and resolutions of those disputes if applicable.

**Not applicable.**

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**Not applicable.**

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**Not applicable.**

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>
Common shares	1,500,000	Exercise of an aggregate of 1,500,000 common share purchase warrants at an exercise price of \$0.15 per share for gross proceeds of \$225,000.	Warrant exercise
Common shares	4,500,000	Exercise of an aggregate of 4,500,000 common share purchase warrants at an exercise price of \$0.15 per share for gross proceeds of \$675,000.	Warrant exercise

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

**Not applicable.**

16. Provide details of any changes in directors, officers or committee members.

**See item # 1 above.**

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**Not applicable.**

## 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.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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 CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated April 5, 2021

James Lanthier  
Name of Director or Senior Officer

"James Lanthier" (Signed)  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b> Name of Issuer	For Month End	Date of Report YY/MM/D
Mindset Pharma Inc.	March 2021	April 5, 2021
Issuer Address		
Suite 401, 217 Queen Street West		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Toronto, ON M5V 0R2	(416) 361-2519	(647) 938-5266
Contact Name	Contact Position	Contact Telephone No.
Jessica Whitton	Corporate Secretary	(416) 361-1331
Contact Email Address	Web Site Address	
jwhitton@irwinlowy.com	<a href="https://www.mindsetpharma.com/">https://www.mindsetpharma.com/</a>	