NOVAMIND INC.
(formerly known as Hinterland Metals Inc.)

LISTING STATEMENT
FORM 2A

December 30, 2020

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Cautionary Note Regarding Forward-Looking Statements

This Listing Statement contains forward-looking information (collectively, "**forward-looking information**"), which includes disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates", "projects", "budgets", "forecasts" or "does not anticipate", or "believes", or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Examples of such forward-looking information in this Listing Statement includes disclosure relating to the following:

- the Corporation's business and operations;
- the Corporation's anticipated revenues and cash flows from operations and consequent funding requirements;
- the funds available to the Corporation and the principal purposes of those funds;
- the Corporation's business objectives and discussion of trends affecting the business of the Corporation; and
- the Corporation's anticipated operating expenses.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking information contained in this Listing Statement. The forward-looking information in this Listing Statement is based on a number of assumptions that may prove to be incorrect, including, but not limited to the following:

- general economic conditions;
- the ability of the Corporation to accurately assess and anticipate trends in its industry;
- the ability of the Corporation to realize its business objectives and manage its cash flow;
- the Corporation's ability to maintain a competitive position;
- the ability of the Corporation to obtain any necessary financing; and
- the ability of the Corporation to maintain current operating expenses.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Some of these risks, include, but are not limited to the following: Revenue is largely reliant on payments received from government and third-party payors; Regulatory Risks; Permits and Licenses; Changes in Laws, Regulations and Guidelines; General Healthcare Regulations; Limited Operating History; Reliance on Physicians and other Healthcare Professionals; Confidentiality of Personal and Health Information; Insurance and Uninsured Risks; Business Exposure to New Clinical Modalities; Dependence on Suppliers and Skilled Labour; Difficulty to Forecast; Management of Growth; Business Development and Expansion Risks; Requirement for Additional Financing; Share Dilution; Liquidity; Litigation; The Effects of Health Epidemics (Including the Global COVID-19 Pandemic); Economic Dependence**;** Risks Associated with the Regulated Psychedelics Industry; Risks related to the Truffles Industry; Unfavourable

Publicity or Consumer Perception Towards Psychedelics; Risks Associated with the Medical Cannabis Market; Entry Bans into the United States; Competition; Market Unpredictability; Fraudulent or Illegal Activity; Reliance on Information Technology Systems and Cyberattacks; Conflicts of Interest; Internal Controls; Supply Risk; Stock Price Volatility; Limited Market for Securities.

The factors identified above are not intended to represent a complete list of the factors that could affect the Corporation. Additional risk factors are noted under the heading "Risk Factors".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Listing Statement. These risk factors should be carefully considered and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this Listing Statement. The Corporation does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this Listing Statement or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Corporation believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Corporation has not independently verified any of the data from third-party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

1. GLOSSARY OF TERMS

The following is a glossary of certain general terms used in this Listing Statement including the summary hereof. Terms and abbreviations used in the financial statements included in or appended to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Acquireco**" means 2784326 Ontario Inc., which was a wholly-owned subsidiary of Hinterland incorporated for the purpose of carrying out the Amalgamation and which amalgamated with Novamind to form Amalco pursuant to the Amalgamation Agreement.

"**Affiliate**" means a corporation that is affiliated with another corporation as described below. A corporation is an "**Affiliate**" of another corporation if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same Person.

A corporation is "**controlled**" by a Person if:

(a) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a corporation controlled by that Person; or

(b) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

"**Amalco**" means Novamind Ventures Inc., the entity formed upon completion of the Amalgamation, which is a direct wholly-owned subsidiary of the Corporation.

"**Amalgamation**" means the amalgamation of Acquireco and Novamind, pursuant to the terms of the Amalgamation Agreement.

"**Amalgamation Agreement**" means the agreement dated November 12, 2020 between Hinterland, Acquireco, and Novamind in respect of the Amalgamation.

"**Associate**" when used to indicate a relationship with a Person, means:

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or

(d) in the case of a Person who is an individual:

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person.

"**ASX**" means the Australian Stock Exchange.

"**ATAI**" ATAI Life Sciences AG means a stock corporation (*Aktiengesellschaft*) incorporated under the laws of The Federal Republic of Germany, with a head office located in Munich Germany.

"**ATAI Convertible Note**" has the meaning ascribed thereto under *Item 3 – General Development Of The Business – History of Novamind – ATAI Investment*.

"**ATAI Financing**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**ATAI Investment Agreement**" has the meaning ascribed thereto *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**ATAI Mandatory Conversion Event**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**ATAI Sale**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**ATAI Shares**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**Board of Directors**" means the board of directors of the Corporation.

"**CAGR**" means compound annual growth rate.

"**Care Provider Directory**" has the meaning ascribed thereto under *Item 4 – Narrative Description of the Business – Use of Psychedelics in Psychiatry – Psychedelic-Assisted Psychotherapy - Ketamine*.

"**CBCA**" means the *Business Corporations Act* (Canada).

"**CBLT**" means CBLT Inc.

"**CBP**" means Customs and Border Protection.

"**CCR**" means Cedar Clinical Research, Inc. (successor company of Cedar Clinical Research, LLC), a company existing under the laws of the state of Utah.

"**CD Units"** has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**CDSA**" means Controlled Drugs and Substances Act.

"Cedar Acquisition" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Cedar Acquisition*.

"**Cedar Psychiatry**" means Cedar Psychiatry, Inc. (successor company of Cedar Psychiatry, LLC), a company existing under the laws of the state of Utah.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Cole Memorandum**" means the Cole Memorandum.

"**Common Shares**" means common shares in the capital of the Corporation.

"**Consolidation**" has the meaning ascribed to it under *Item 3 – General Development of the Business – History of Hinterland*.

"**Conversion Price**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Convertible Loan**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Corporation**" means Novamind Inc. (formerly Hinterland Metals Inc.).

"**COVID-19**" means Corona Virus Disease 2019.

"**CRO**" means a contract research organization.

"**CSA**" means the Controlled Substances Act.

"**CSE**" means the Canadian Securities Exchange.

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"**Cures Act**" means the 21st Century Cures Act.

"**DEA**" means the United States Drug Enforcement Agency.

"**Debentures**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**EF-KAP**" means Emotion-Focused Ketamine-Assisted Psychotherapy.

"**Eligible Person**" has the meaning ascribed thereto under *Item 9 – Options to Purchase Securities – Restricted Share Units.*

"**Escrow Agreement**" means the escrow agreement entered into by the Corporation and certain security holders of the Corporation in compliance with the requirements of the CSE.

"**Escrowed Proceeds**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Financings*.

"**Expanded Use Program**" has the meaning ascribed thereto under *Item 4 – Narrative Description of the Business – Use of Psychedelics in Psychiatry – Development of Psychedelics to Treat Mental Illness.*

"**FDA**" means the United States Food and Drug Administration.

"**Field Trip**" means Field Trip Psychedelics Inc., a corporation incorporated under the laws of the Province of Ontario.

"Field Trip Shares" means Field Trip Psychedelics Inc., a corporation incorporated under the laws of the Province of Ontario with a head office in Toronto, Ontario.

"**FinCEN Guidance**" has the meaning ascribed thereto under *Item 4 – Narrative Description of the Business – Regulatory Framework – Medical Cannabis – Federal Regulation.*

"**First Tranche**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**First Tranche Warrants**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Four Month Lock-Up**" has the meaning ascribed thereto under *Item 11 – Escrowed Securities – Resale Restrictions*.

"**HIPAA**" means the United States Health Insurance Portability and Accountability Act of 1996.

"**HITECH Act**" means Health Information Technology for Economic and Clinical Health Act.

"**IFRS**" means the International Financial Reporting Standards;

"**IT**" means information technology.

"**July 13, 2020 Financing**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**July 2020 Warrants**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**July Convertible Debentures**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"KAP" means ketamine-assisted psychotherapy.

"**Listing Statement**" means this CSE Form 2A Listing Statement of the Corporation, including the schedules hereto, prepared in support of the listing of the Common Shares on the CSE.

"**LSD**" means lysergic acid diethylamide.

"**MAPS**" means the Multidisciplinary Association for Psychedelic Studies

"**MDD**" means major depressive disorder.

"**MDMA**" means 3,4-methylenedioxy-methamphetamine.

"**MindMed**" means Mind Medicine Inc.

"**NEO**" means Named Executive Officer.

"**Non-Qualifying ATAI Financing**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – ATAI Investment*.

"**Novamind**" means Novamind Ventures Inc., which amalgamated with Acquireco to form Amalco pursuant to the Amalgamation Agreement.

"**Novamind Broker Warrants**" means the share purchase warrants of Novamind which were issued and outstanding prior to the Amalgamation, and which were exchanged for Warrants pursuant to the Amalgamation.

"**Novamind Financing**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Financings*.

"**Novamind Financing Escrow Release Conditions**" means the escrow release conditions governing the deemed exercise of the Subscription Receipts issued in connection with the Novamind Financing, which include:

(a) all conditions precedent to the Amalgamation, other than documents to be delivered at closing of the Amalgamation, shall have been satisfied or, if applicable, waived, other than the exercise of the Subscription Receipts, and the release of the Escrowed Proceeds to Novamind;

(b) all necessary corporate, regulatory, securityholder and other approvals or consents for the completion of the Amalgamation, including the conditional approval listing of the Common Shares on the CSE; and

(c) Novamind having delivered a release notice to the Subscription Receipt Escrow Agent confirming that items (a) and (b) have been satisfied.

"**Novamind Shareholders**" means the former holders of Novamind Shares.

"**Novamind Shares**" means common shares in the capital of Novamind.

"**Novamind Options**" means the options of Novamind which were issued and outstanding prior to the Amalgamation, and which were exchanged for Options pursuant to the Amalgamation.

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*.

"**NSR**" means net smelter return.

"**OBCA**" means the *Business Corporations Act* (Ontario).

"**OLDU**" means off-label drug use.

"**One Year Lock-Up**" has the meaning ascribed thereto under *Item 11 – Escrowed Securities – Resale Restrictions*.

"**Opium Act**" means the Dutch Opium Act.

"**Opium Act Lists**" means lists I and II of the Opium Act

"**Option Plan**" means the 10% rolling stock option plan of the Corporation as more particularly described under "Options to Purchase Securities".

"**Options**" means the stock options of the Corporation which are outstanding under the Option Plan.

"**Participant**" has the meaning ascribed thereto under *Item 9 – Options to Purchase Securities – Restricted Share Units.*

"**Person**" means any individual, corporation, company, partnership, unincorporated association, trust, joint venture, governmental body or any other legal entity whatsoever.

"**PTSD**" means post-traumatic stress disorder**.**

"**QMP**" means qualified medical provider**.**

"**R&D**" means research and development.

"**Research Studies**" has the meaning ascribed thereto under *Item 4 – Narrative Description of the Business – Overview.*

"**Rohrabacher/Blumenauer Amendment**" has the meaning ascribed thereto under *Item 4 – Narrative Description of the Business – Regulatory Framework – Medical Cannabis – Federal Regulation.*

"**RSU**" means restricted share unit issued pursuant to the Corporation's RSU Plan.

"**RSU Plan**" has the meaning ascribed thereto under *Item 9 – Options to Purchase Securities – Restricted Share Units.*

"**Second Tranche**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Second Tranche Warrants**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Secured Convertible Debentures**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**Service Providers**" has the meaning ascribed to it under the heading "*Options to Purchase Securities*".

"**Sessions Memorandum**" means the Sessions Memorandum.

"**Shareholders**" means shareholders of the Corporation.

"**SNRI**" means serotonin and norepinephrine reuptake inhibitor.

"**Spravato™**" means esketamine nasal spray.

"**SSRI**" means selective serotonin reuptake inhibitor.

"**Synthesis**" means Synthesis Institute B.V. a private company with limited liability, incorporated under the laws of the Netherlands.

"Synthesis Financing" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Synthesis Investment*.

"**Synthesis Investment Agreement**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Synthesis Investment*.

"**Synthesis Shares**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Novamind – Synthesis Investment*.

"**TMS**" means transcranial magnetic stimulation.

"**TRD**" means treatment-resistant depression.

"**Truffles**" means psilocybin-containing truffles.

"**TSX**" means the Toronto Stock Exchange.

"**TSXV**" means the TSX Venture Exchange.

"**UDOH**" means the Utah Department of Health.

"**Utah Medical Cannabis Act**" means the Utah Medical Cannabis Act.

"**Warrants**" means share purchase warrants of the Corporation.

"**2019 Warrant Exercise Price**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

"**2019 Warrants**" has the meaning ascribed thereto under *Item 3 – General Development of the Business – History of Hinterland – Financings*.

2. CORPORATE STRUCTURE

Corporate Name and Head and Registered Office

The head office and registered office of the Corporation is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

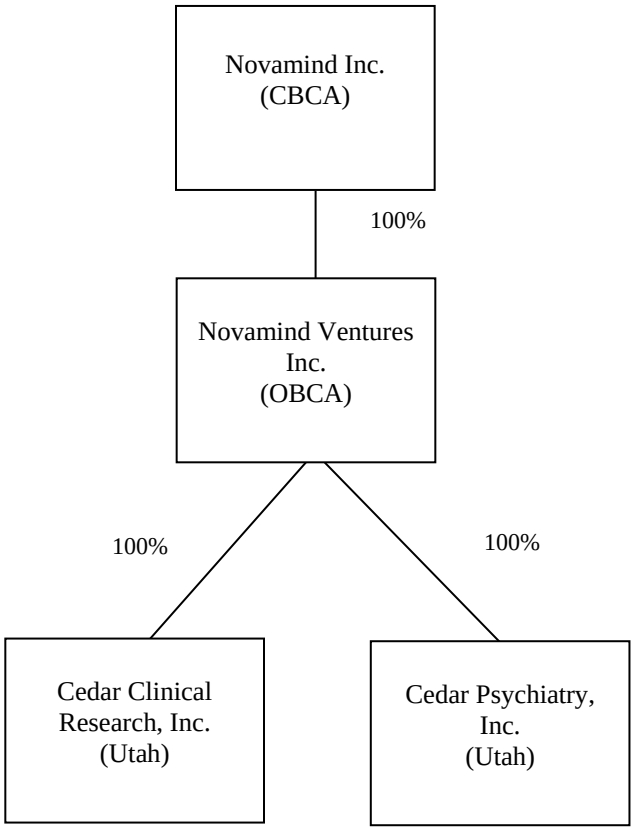
Jurisdiction of Incorporation

The Corporation was incorporated under the name "Gladiator Minerals Inc." pursuant to the CBCA on April 23, 1997. On September 28, 2002, the Corporation changed its name to "Hinterland Metals Inc." On December 17, 2020 the Corporation changed its name to "Novamind Inc." in connection with the Amalgamation.

Novamind was incorporated under the name "The Psychedelic Pharma Company Inc." pursuant to the OBCA on May 22, 2019. On October 15, 2019, Novamind changed its name to "Novamind Ventures Inc." On December 22, 2020, Novamind amalgamated with Acquireco to form a new amalgamated company under the OBCA named "Novamind Ventures Inc.", referred to in this Listing Statement as Amalco.

Inter-corporate Relationships

The Corporation has one direct wholly-owned subsidiary, Amalco, which was formed pursuant to the Amalgamation. See *Item 3 – General Development of the Business – The Amalgamation*. Amalco has two wholly-owned subsidiaries, Cedar Psychiatry, Inc. ("**Cedar Psychiatry**"), a successor company of Cedar Psychiatry, LLC, and Cedar Clinical Research, Inc. ("**CCR**"), a successor company of Cedar Clinical Research, LLC. See *Item 3 – General Development of the Business – History of Novamind – Cedar Acquisition.*



Fundamental Change

See Item 3 – *General Development of the Business – The Amalgamation.*

Non-corporate Issuers and Issuers incorporated outside of Canada

This section is not applicable to the Corporation.

3. GENERAL DEVELOPMENT OF THE BUSINESS

History of Hinterland

Hinterland was formerly a junior mineral exploration company listed on the TSXV and was engaged in the acquisition and exploration of mineral resource properties located within Canada, mainly Quebec and Ontario. Hinterland is a reporting issuer in the Provinces of British Columbia, Alberta, and Quebec and upon listing on the CSE will become a reporting issuer in the Province of Ontario. Hinterland voluntarily delisted from the TSXV on June 3, 2019.

Commencing in 2016, Hinterland disposed of the majority of its mineral exploration assets, as follows:

- In 2016, Hinterland sold its 100% interest in the Lockout Property located in the Chibougamau Mining District of Quebec to Osisko Mining Inc. (TSX:OSK) for $50,000 cash and 250,000 common shares of Osisko Mining Inc. at a deemed value of $18,750. Hinterland retained a 2% NSR on this property of which half of this NSR may be purchased by Osisko Mining Inc. for $1 million, in addition to the right of first refusal on the remaining 1%;

- In 2017, Hinterland wrote off its acquisition and exploration costs associated with its Brexit Property located in Quebec, the Cape Spencer Property located in New Brunswick and the Ebay Property located in Quebec and in 2018 Hinterland wrote off its acquisition and exploration costs associated with four properties (Nakami, Sakami North, Dunite and Auclair) located in the James Bay area of Quebec and the Tardif Property located in the Abitibi Region of Quebec;

- In January 2017, Hinterland sold its 25% interest in the Tak Property located in Yukon to KORE Mining Ltd. (TSXV:KORE) in consideration for 125,000 shares of KORE Mining Ltd. valued at $12,500;

- In February 2017, Hinterland sold its 100% interest in the Chilton Cobalt Property situated in the Laurentian region of Quebec to CBLT Inc. (TSXV:CBLT) ("**CBLT**") in consideration for $16,500 paid in units of CBLT. Hinterland retained a 2% NSR on the property. CBLT has the right to purchase half of this NSR for $1 million;

- In May 2017, Hinterland sold its 100% interest in the Gowganda Property in Ontario to CBLT in consideration for $67,650 cash and 562,500 units valued at $50,625. Hinterland retained a 2% NSR on the property. CBLT has the right to purchase half of this NSR for $1 million;

- In July 2017, Hinterland sold its 30% interest in the Belleterre Property situated in the Rouyn-Noranda Mining Division of Quebec to Zeus Minerals Corp. (ASX:ZEU) in consideration for $21,000, which was paid in cash and shares;

- In February 2020, Hinterland sold its 100% interest in the Fenelon Property and the Guyberry Property located in Quebec for consideration of $7,935.68;

- In March 2020, Hinterland sold its 100% interest in the Mozart Property located in Quebec for $3,000;

- In April 2020, Hinterland sold its 100% interest in the Teck Property located in the Kirkland Lake Gold Camp of Ontario for $15,000 plus 1,500,000 common shares of Mistango Resources Inc. (CSE:MIS) with a market price per share of $0.06, for a total consideration of $105,000;

- In June 2020, Hinterland sold its interest in the Skyfall Gold Property located in Quebec for $25,000;

- Hinterland retained a 0.75% NSR royalty on the Harker Property located in the Larder Lake Mining Division of Ontario, of which 0.375% may be purchased by Newmont Canada Ltd. (TSX:NGT) for $500,000;

The Corporation considers any remaining interests currently held in the above-described mineral projects as immaterial to the Corporation's business.

On November 12, 2020, Hinterland, Acquireco, and Novamind entered into the Amalgamation Agreement in respect of the Amalgamation. The Amalgamation was completed on December 22, 2020, 2020, pursuant to which the Corporation assumed the business of Novamind.

On December 17, 2020, Hinterland completed a consolidation of the Common Shares (the "**Consolidation**") on the basis of one new Common Share for each 25 old Common Shares, resulting in 1,372,017 Common Shares being outstanding in Hinterland at the time of Closing of the Amalgamation.

Financings

On November 28, 2019, Hinterland closed the first tranche (the "**First Tranche**") of a non-brokered private placement under which it sold $423,529 aggregate principal amount of convertible debenture units (the "**CD Units**") for an aggregate purchase price of $360,000.05. The First Tranche was comprised of an aggregate of $423,529 principal amount of 15% secured convertible debentures ("**Secured Convertible Debentures**") that mature in one (1) year, and an aggregate of 8,470,580 common share purchase warrants (the "**First Tranche Warrants**").

On December 9, 2019, Hinterland closed the second and final tranche (the "**Second Tranche**") of the non-brokered private placement under which it sold $58,824 aggregate principal amount of CD Units for an aggregate purchase price of $50,000. The Second Tranche was comprised of an aggregate of $58,824 principal amount of 15% Secured Convertible Debentures that mature in one (1) year, and an aggregate of 1,176,480 common share purchase warrants (the "**Second Tranche Warrants**", and collectively with the First Tranche Warrants, the "**2019 Warrants**"). An aggregate principal amount of $35,481 of CD Units were issued to related parties.

The Secured Convertible Debentures issued under the First Tranche and the Second Tranche were convertible at a conversion price of $0.05 per Common Share (the "**Conversion Price**"), at any time while any portion of the principal amount of the Secured Convertible Debenture remained outstanding subject to adjustment as provided in the corresponding Secured Convertible Debenture certificates. The 2019 Warrants were exercisable into Common Shares at an exercise price of $0.05 per Common Share (the "**2019 Warrant Exercise Price**") for a period of three (3) years following the date of issuance subject to adjustment as provided in the corresponding 2019 Warrants certificates.

On July 13, 2020, Hinterland closed a non-brokered private placement (the "**July 13, 2020 Financing**") for aggregate gross proceeds of $15,000, pursuant to which Hinterland issued an aggregate of $15,000 principal amount of 15% convertible debentures (the "**July Convertible Debentures**", or together with the **Secured Convertible Debentures**, the "**Debentures**"), and 1,500,000 common share purchase warrants (the "**July 2020 Warrants**", and together with the "**2019 Warrants**", the "**Debenture Warrants**"). The July Convertible Debentures and July 2020 Warrants were issued to a related party. The July Convertible Debentures had a maturity term of one year following the date of issuance and are convertible at a conversion price of $0.01 per Common Share, at any time while any portion of the principal amount of the July Convertible Debenture remains outstanding subject to adjustment as provided in the corresponding July Convertible Debenture certificates. The July 2020 Warrants were exercisable into Common Shares at an exercise price of $0.01 per Common Share for a period of three (3) years following the date of issuance subject to adjustment as provided in the corresponding July 2020 Warrants certificates.

Pursuant to the terms of the Secured Convertible Debentures and the 2019 Warrants, the Conversion Price and the Exercise Price were lowered to $0.01 on July 13, 2020 in connection with the July 13, 2020 Financing.

On July 13, 2020, holders of the Secured Convertible Debentures converted $71,692.47 of principal and accrued interest at the reduced Conversion Price of $0.01, pursuant to which 7,169,244 Common Shares were issued.

On December 22, 2020, in connection with the closing of the Amalgamation, all of the outstanding Secured Convertible Debentures and Debenture Warrants were converted for 916,640 post-Consolidation Common Shares, pursuant to conversion agreements entered into between Hinterland and each of the holders of the Secured Convertible Debentures and the Debenture Warrants.

History of Novamind

Novamind was incorporated in May 2019 and is building a global network of clinics, retreats and research sites to serve the regulated psychedelics industry. Novamind provides access to safe, legal psychedelic experiences, while advancing research for psychedelic medicine. In anticipation of the United States Food and Drug Administration ("**FDA**") approving psychedelics such as 3,4-methylenedioxy-methamphetamine ("**MDMA**") and psilocybin, Novamind is investing in, and consolidating specialized treatment infrastructure and resources. To that end, Novamind has made the following investments and acquisitions in order to access and create resources including psychedelic-assisted psychotherapy protocols, industry-leading data, patient screening tools, leading facilitators and scientific advisors.

Between November 2019 and July 2020, Novamind made financial investments in three companies that management believed were attractive investment opportunities in the psychedelics sector. All of these arm's length transactions are intended to be for investment purposes only and are classified as either marketable securities or convertible debentures in the Corporation's financial statements. Novamind may choose to monetize its investment holdings from time to time. Novamind has no control or significant influence over the operation of any of these companies and has no plans to increase its holdings. The Corporation does not currently expect to make any similar investments in the next 12 months.

Synthesis Investment

On November 18, 2019, Novamind entered into a convertible loan agreement, which was amended pursuant to an amending agreement dated October 5, 2020 (as amended, the "**Synthesis Investment Agreement**") with Synthesis Institute B.V. ("**Synthesis**"). Pursuant to the Synthesis Investment Agreement, Novamind advanced a €750,000 aggregate principal amount of convertible loan to Synthesis (the "**Convertible Loan**"). The Convertible Loan (i) has a term expiring October 15, 2021; (ii) accumulates interest at an

annual interest rate of 10%, calculated monthly and payable at maturity; and (iii), upon Synthesis completing an equity financing of not less than €2,500,000 to arm's length parties (the "**Synthesis Financing**"), the then outstanding Convertible Loan principal and interest shall convert into shares of Synthesis ("**Synthesis Shares**"), at a discount of 15% of the price of the Synthesis Shares offered pursuant to the Synthesis Financing.

Synthesis offers legal, medically supervised psychedelic retreats in the Netherlands. Founded in July 2018, it makes psilocybin experiences accessible for individuals to promote creative breakthroughs and explore consciousness. The multi-day retreats incorporate the consumption of psilocybin-containing truffles ("**Truffles**"), wellness practices, and educational workshops. The retreats are curated by an expert team of facilitators, therapists, meditation and breathwork instructors.

Field Trip Investment

On January 15, 2020, Novamind participated in a non-brokered private placement offering of Class B shares in the capital of Field Trip ("**Field Trip Shares**"), pursuant to which Novamind purchased 166,666 Field Trip Shares at a price of $0.90 USD per Field Trip Share.

Field Trip is a mental wellness company that utilizes psychedelics and psychedelic-enhanced therapies, operates mental wellness centres across North America and conducts research on plant-based psychedelics.

ATAI Investment

On July 21, 2020, Novamind entered into a convertible note purchase agreement (the "**ATAI Investment Agreement**") with ATAI Life Sciences AG ("**ATAI**"). Pursuant to the ATAI Investment Agreement, Novamind purchased a €150,000 principal amount convertible note (the "**ATAI Convertible Note**"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "**ATAI Mandatory Conversion Event**") (i) upon the sale of the issued and outstanding share capital of ATAI (the "**ATAI Sale**"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "**ATAI Financing**"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "**Non-Qualifying ATAI Financing**"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of an ATAI Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("**ATAI Shares**"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

ATAI is a mental health biotechnology company that combines an emphasis on psychedelic compounds with non-psychedelics and artificial intelligence.

Cedar Acquisition

On July 22, 2020, Novamind completed the acquisition (the "**Cedar Acquisition**") of 100% of the shares of Cedar Psychiatry and CCR pursuant to a stock purchase agreement the ("**Cedar Acquisition Agreement**") dated July 22, 2020 and amended November 19, 2020 (the "**Cedar SPA Amendment**") among Novamind, Psychosomatics, LLC and Probatio, LLC. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 8,250,000 on closing of the Cedar Acquisition; 2,000,000 payable on the execution of the Cedar SPA Amendment, 5,125,000 payable six months after the closing of

the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Financings

On September 30, 2019, Novamind closed a private placement financing under which Novamind issued an aggregate of 31,500,000 Novamind Shares at a price of $0.005 per Novamind Share for gross proceeds of $157,000.

On October 18, 2019, Novamind closed a private placement financing under which Novamind issued an aggregate of 22,500,000 Novamind Shares at a price of $0.02 per Novamind Share for gross proceeds of $450,000.

On November 15, 2019, Novamind closed a private placement financing under which Novamind issued an aggregate of 6,000,000 Novamind Shares at a price of $0.05 per Novamind Share for gross proceeds of $300,000.

From January 8, 2020 to July 14, 2020, Novamind closed a private placement financing in a series of tranches, pursuant to which Novamind issued an aggregate of 44,265,000 Novamind Shares at a price of $0.10 per Novamind Share for gross proceeds of $4,426,500.

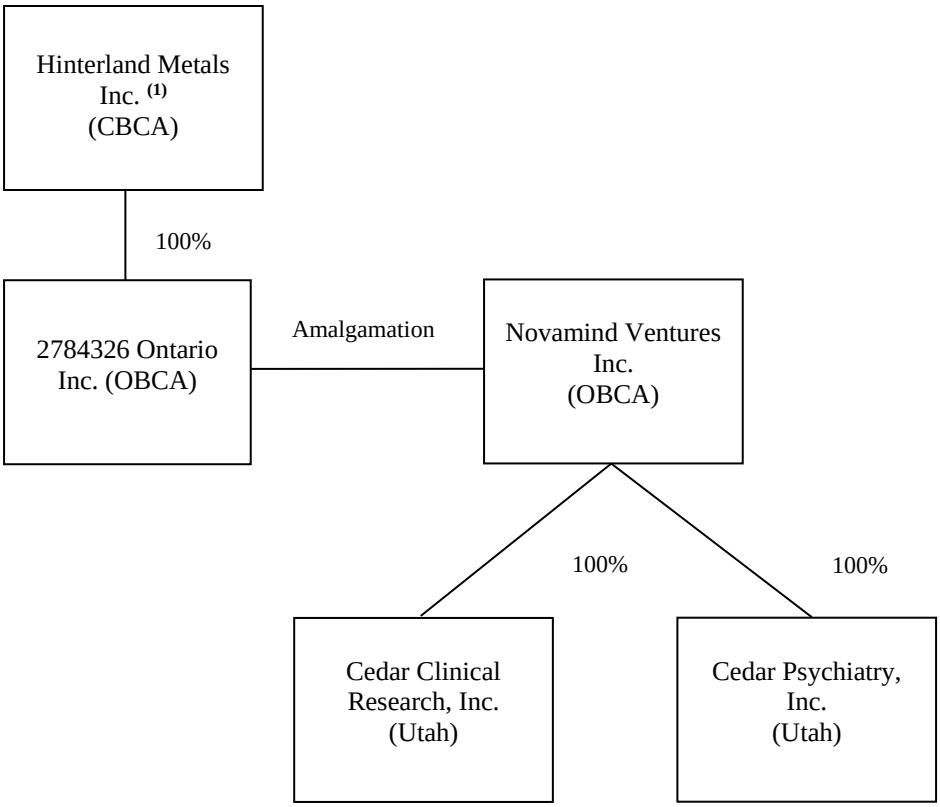
Novamind Financing

On November 16, 2020, Novamind closed a private placement financing of subscription receipts at a price of $1.00 each (the "**Subscription Receipts**"), pursuant to which Novamind issued 10,000,000 Subscription Receipts, for gross proceeds of $10,000,000 (the "**Novamind Financing**"). The gross proceeds raised in connection with the Novamind Financing, were deposited on the closing date into escrow with an escrow agent (the "**Subscription Receipt Agent**") in an interest-bearing account (together with all interest and other income earned thereon, the "**Escrowed Proceeds**"), pending the satisfaction of the Novamind Financing Escrow Release Conditions.

On December 22, 2020, each Subscription Receipt, upon release from escrow in accordance with the Novamind Financing Escrow Release Conditions, automatically converted into four Novamind Shares, and the Escrowed Proceeds were released to Novamind.

In connection with the Novamind Financing, Novamind paid aggregate cash finder's fees of $590,539 and issued 2,362,156 Novamind Broker Warrants exercisable to purchase one Novamind Share for a period of 2 years at an exercise price equal to $0.25 per Novamind Share.

The Amalgamation



Note:

(1) Name changed to "Novamind Inc." in connection with the Amalgamation.

On November 12, 2020, Hinterland entered into the Amalgamation Agreement with Acquireco and Novamind, pursuant to which the Corporation acquired all of the issued and outstanding Novamind Shares by way of a "three-cornered" amalgamation whereby:

(1) following the Consolidation, the Novamind Shares were exchanged for post-Consolidation Common Shares on the basis of four (4) Novamind Shares for each one (1) post-Consolidation Common Share;

(2) Acquireco and Novamind amalgamated, thereby forming Amalco;

(3) the Corporation received one fully paid and non-assessable common share of Amalco for each common share of Acquireco held by the Corporation, following which all such common shares of Acquireco were cancelled;

(4) the Corporation received, for each Common Share issued in the Amalgamation, one common share of Amalco and Amalco became a wholly-owned subsidiary of the Corporation;

(5) Warrants of the Corporation were issued to the holders of the Novamind Broker Warrants, in exchange and replacement for, on an equivalent basis, such Novamind Broker Warrants, which were then cancelled; and

(6) Options of the Corporation were issued to the holders of the Novamind Options, in exchange and replacement for, on an equivalent basis, such Novamind Options, which were then cancelled.

The Amalgamation resulted in Amalco becoming a wholly-owned subsidiary of the Corporation. Concurrently with the completion of the Amalgamation, the Corporation changed its name to "Novamind Inc." and Amalco continued under the name "Novamind Ventures Inc."

Upon completion of the Amalgamation, former holders of the Corporation's shares owned 3.4% of the Common Shares, former Novamind Shareholders owned 71.6% of the Common Shares, and subscribers of the Novamind Financing owned 25% of the Common Shares.

The valuation ascribed to Novamind in the Amalgamation was determined by arm's length negotiation between Hinterland and Novamind and based in part upon Novamind's pre-Amalgamation financings.

For accounting purposes, the Amalgamation is considered to be a reverse takeover of Hinterland by Novamind under IFRS.

The Amalgamation was approved by a special resolution passed by the Novamind Shareholders at a shareholder meeting held on December 4, 2020 and by Hinterland, in its capacity as the sole shareholder of Acquireco. The Amalgamation was approved, pursuant to CSE Policies, by the written consent of greater than 50% of Hinterland's pre-Amalgamation shareholders.

Upon closing of the Amalgamation, on December 23, 2020, the Corporation issued to Mackie Research Capital Corporation a total of 200,000 Common Shares and 200,000 Warrants to acquire Common Shares at an exercise price of $1.50 per Common Share for 24 months from the date of issuance, pursuant to a consulting agreement whereby Mackie Research Capital Corporation will act as a trading advisor and financial advisor to the Corporation. The Corporation also issued an aggregate of 284,023 Warrants to acquire Common Shares at an exercise price of $1.00 per Common Share for 12 months from the date of issuance to certain non-related party consultants in consideration for capital markets advisory services.

See *Item 8 – Consolidated Capitalization* for details of the outstanding capital of the Corporation.

Significant Acquisitions and Dispositions

See *Item 3 – General Development of the Business – The Amalgamation.* and *Item 4 – Description of the Business – History – Cedar Acquisition.*

4. NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Corporation conducts business through its two main operating segments, Cedar Psychiatry, a specialized provider of outpatient mental health services, and CCR, which manages and hosts third-party clinical trials and participates in internally and externally organized Research Studies ("**Research Studies**").

Cedar Psychiatry

In 2019, Cedar Psychiatry acquired the business of Noetic Psychiatry LLC, which had been in operation since 2016. Cedar Psychiatry was converted into a corporation under the name "Cedar Psychiatry, Inc." on June 20, 2020, in connection with the Cedar Acquisition. Cedar Psychiatry has established a growing

network of outpatient mental health clinics in the Greater Salt Lake City Area. Cedar Psychiatry has established itself as a provider of innovative, evidence-based mental healthcare services to patients of all ages. The primary services provided by Cedar Psychiatry are discussed in greater detail below.

Psychotherapy

Cedar Psychiatry offers multiple forms of psychotherapy including emotion-focused therapies, cognitive behavior therapy, dialectical behavior therapy, acceptance and commitment therapy, mindfulness-based stress reduction, and couples therapy. Psychotherapy is intended to serve as a tool to cope with daily life and enable a person to better function with/or resolve traumas, relationship difficulties, loss, medical illnesses and mental disorders like anxiety and mood disorders.

Psychiatric Medication Management

Cedar Psychiatry offers services related to psychiatric medication management, the practice of offering evidence-based care to optimize safe, effective, appropriate drug therapy. Patients are provided with individualized plans for the medication they are prescribed. Patients are then informed regarding the potential risks and benefits of their prescription(s). Following this, patients are monitored for the effectiveness of the medication over time.

Transcranial Magnetic Stimulation

Cedar Psychiatry offers transcranial magnetic stimulation ("**TMS**"), a safe and well-tolerated procedure that can be effective for treating conditions including depression, especially in patients who have not benefitted from traditional medications or cannot tolerate medications due to side effects. The FDA permitted the marketing of TMS as a treatment for major depressive disorder ("**MDD**") in 2008 and expanded its use to include TMS for treating the pain associated with certain migraine headaches in 2013. TMS is a non-invasive method of brain stimulation that relies on electromagnetic induction using an insulated coil placed over the scalp, focused on an area of the brain thought to play a role in mood regulation. The coil generates brief magnetic pulses, which pass easily and painlessly through the skull and into the brain.

Ketamine-Assisted Psychotherapy

Cedar Psychiatry administers ketamine via a practice called ketamine-assisted psychotherapy ("**KAP**"), whereby ketamine is administered either intravenously, intramuscularly, orally, or nasally in conjunction with a regimen of pre and post-therapeutic support. Ketamine has been safely used as an FDA approved anesthetic since 1970 and has found use in psychiatry as a therapeutic for conditions including treatment-resistant depression ("**TRD**"). Ketamine has been shown to possess rapid antidepressant properties, with improved symptomatology within two hours and duration of antidepressant effects for up to a week.[1] Preliminary evidence suggests that when ketamine intervention is enhanced with therapeutic support, it may produce enduring benefits across a range of mental health disorders.[2]

Additionally, Cedar Psychiatry physicians prescribe and administer Spravato™, (esketamine) CIII nasal spray, a derivative formulation of ketamine ("**Spravato™**"). Spravato™ was approved by the FDA in

[1] Carreno, Flavia R et al. "Ketamine: Leading us into the future for development of antidepressants." Behavioural brain research vol. 383 (2020): 112532. Retrieved from <https://pubmed.ncbi.nlm.nih.gov/32023492/>.
[2] Mathew, Sanjay J. and Price, Rebecca B. "Ketamine Plus Motivational Enhancement Therapy: Leveraging a Rapid Effect to Promote Enduring Change" American Journal of Psychiatry, Vol. 177, No. 2 (2020). Retrieved from <https://doi.org/10.1176/appi.ajp.2019.19121242>.

March 2019 for use in conjunction with oral antidepressants for adult patients with TRD[3] and to treat adults with MDD experiencing acute suicidal ideation or behavior.[4]

Medical cannabis evaluations and follow-up visits

Cedar Psychiatry's practitioners are licensed to prescribe medical cannabis within the confines of the applicable state law (see *Narrative Description of the Business - Regulatory Framework*). Utah-licensed physicians can prescribe medical cannabis for a variety of conditions including post-traumatic stress disorder ("**PTSD**"), autism as well as chronic pain. The primary indication for which medical cannabis is prescribed at Cedar Psychiatry is PTSD.

Cedar Clinical Research (CCR)

CCR is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry. CCR operates a dedicated research center in Springville, Utah, which provides select contract research organization ("**CRO**") services for pharmaceutical companies. CCR also participates in both internally and externally organized research that is unaffiliated with clinical trials, such as retrospective chart review studies. CCR is developing psychedelic-assisted psychotherapy treatment protocols to provide patients with novel evidence-based therapies and clinicians with a structured systematic way to deliver psychedelic medicine and accompanying psychotherapy. The first psychedelic treatment protocol to be developed by CCR via internal research studies is EF-KAP (Emotion-Focused Ketamine-assisted Psychotherapy), which provides a theoretically-informed and reproducible way for clinicians to deliver ketamine-assisted psychotherapy. It uses emotion-focused techniques to target problematic emotion processing, which is known to influence the onset and duration of numerous mental health conditions. Clinicians use EF-KAP to engage patients through targeted interventions that support emotion processing. As a critical component of treatment, patients' family members are provided with specific tools and skills needed to participate in their loved ones' treatment and recovery. The protocol's family-focused approach to care also provides healing opportunities that extend beyond the affected patient, addressing the needs of everyone involved.

Clinical trials with participation from CCR include:

- A Multicenter, Placebo Controlled, Double-Blind, Randomized, Parallel Group Phase IIb Study to Evaluate the Efficacy and Safety of Ecopipam Tablets in Children and Adolescent Patients with Tourette's Syndrome;

- A Multicenter, Open-Label, Extension Study Intended to Evaluate the Long-term Safety of Ecopipam Tablets in Children and Adolescent Subjects with Tourette's Syndrome;

- A Phase III, Multicenter, Randomized, Double-Blind Trial of Fixed-Dose Brexpiprazole as Combination Therapy with Sertraline in the Treatment of Adults with Post-traumatic Stress Disorder;

- A Short-term, Multicenter, Randomized, Flexible-dose, Double-Blind Trial of Brexpiprazole Versus Placebo for the Treatment of Adults with Borderline Personality Disorder; and

[3] FDA. "FDA approves new nasal spray medication for treatment-resistant depression; available only at a certified doctor's office or clinic", (2019). Retrieved from: <https://www.fda.gov/news-events/press-announcements/fda-approves-new-nasal-spray-medication-treatment-resistant-depression-available-only-certified>.

[4] The Janssen Pharmaceutical Companies of Johnson & Johnson. "Janssen Announces U.S. FDA Approval of SPRAVATO® (esketamine) CIII Nasal Spray to Treat Depressive Symptoms in Adults with Major Depressive Disorder with Acute Suicidal Ideation or Behavior". Press release (2020). Retrieved from: <https://www.prnewswire.com/news-releases/janssen-announces-us-fda-approval-of-spravato-esketamine-ciii-nasal-spray-to-treat-depressive-symptoms-in-adults-with-major-depressive-disorder-with-acute-suicidal-ideation-or-behavior-301104437.html>.

- A Multicenter, Open-label Trial to Evaluate the Safety and Tolerability of Brexpiprazole in the Treatment of Adult Subjects with Borderline Personality Disorder.

Research Studies with participation from CCR include:

- Comparative Study of Intravenous and Intramuscular Ketamine-Assisted Psychotherapy:
  A Comparative Effectiveness Study of IV and IM Ketamine to Treat Suicidal Ideation

- MDMA-Assisted Psychotherapy – MED1:
  An Open-Label, Multi-Site Phase 2 Study of the Safety and Feasibility of MDMA-Assisted Psychotherapy for Eating Disorders

- Emotion-Focused Ketamine-Assisted Psychotherapy: EF-KAP-AN1 and EF-KAP-MDD1:
  An Analysis of the Safety, Feasibility, and Preliminary Outcomes of Emotion Focused Ketamine Assisted Psychotherapy for Anorexia Nervosa and Major Depressive Disorder

- Ketamine-Assisted Psychotherapy – KRF-2:
  Ketamine-Assisted Psychotherapy for Patients with Life Threatening Illnesses—Palliative Care and Hospice Patients with Anxiety about Impending Death and Quality of Life for Remaining Time—One Year or Less to Live - a Multi-Site Pilot Program

Facilities

The Corporation has a leasehold interest in the following properties:

Property	Use
672 W 400 S, Suite 201, 203 Springville, UT 84663[1]	Cedar Psychiatry Clinic location
672 W 400 S, Suite 204, Springville, UT 84663[1]	Location of CCR
1788 N. State Street, Orem, Utah 84057	Cedar Psychiatry Clinic location
1208 E 3300 S, Salt Lake City, UT 84106	Cedar Psychiatry Clinic location
2950 N Church St Suite 101, Layton, UT 84040	Cedar Psychiatry Clinic location
723 East 12200 South Draper, Utah 84020	Cedar Psychiatry Clinic location

Note:
(1) The owner of this property is a corporation owned by an employee of the Corporation.

Licenses

The Corporation's facilities comply with various federal, state and local licensing and certification regulations and undergo periodic inspection by licensing agencies to certify compliance with such regulations. The initial and continued licensure of our facilities and certification to participate in government healthcare programs depends upon many factors including various state licensure regulations relating to the quality of care, environment of care, equipment, services, staff training, personnel and the existence of adequate policies, procedures and controls. Federal, state and local agencies survey our

facilities regularly to determine whether the facilities comply with regulatory operating and health standards and conditions for participating in government healthcare programs.

The Corporation requires a number of licenses and permits in order to conduct its operations. Those permits are described in the table below:

License	Description
Business Licenses	Registration of Cedar Psychiatry with the Utah State Tax Commission, the Utah Labor Commission, the Utah Department of Commerce, the Utah Department of Workforce Services and the Utah Department of Environmental Quality
Controlled Substance Registration Certificate	United States Drug Enforcement Agency ("**DEA**") approval to obtain and handle a controlled substance
Practitioner Licenses	Clinical staff at Cedar Psychiatry are all licensed by governing bodies to practice in Utah in their respective fields (psychiatry, psychotherapy, physician assistant, nurse practitioner, technician)

Personnel

As of the date of this Listing Statement, the Corporation (including its subsidiaries) has 38 full-time employees and 8 consultants.

External Advisors

Allan S Kaplan, MSc, MD, FRCP(C) – Advisor

Dr. Allan Kaplan is currently a Senior Clinician Scientist at the Center for Addiction and Mental Health (CAMH) in Toronto. At the University of Toronto, Dr. Kaplan is the Vice-Chair for Research and Professor in the Department of Psychiatry and is the Director of the Institute of Medical Science, School of Graduate Studies, Faculty of Medicine. He was the inaugural Loretta Anne Rogers Chair in Eating Disorders at Toronto General Hospital and is currently a Senior Scientist at the Toronto General Research Institute. Dr. Kaplan received his medical, psychiatric and graduate school training at the University of Toronto. He has worked in the field of eating disorders for 30 years, has lectured widely on various topics in the field, published 150 peer-reviewed articles, two books, 50 book chapters and over 200 abstracts. He is the past President of both the Academy for Eating Disorders, the largest organization of eating disorder professionals in the world and the International Eating Disorder Research Society. Dr. Kaplan has been a continuously funded peer-reviewed investigator since 1992 and has received grant support from the National Institute of Mental Health in the USA and the Canadian Institutes of Health Research in Canada.

Craig Blinderman, MD, MA, – Advisor

Dr. Blinderman is an Associate Professor of Medicine and the Director of the Adult Palliative Medicine Service at Columbia University Medical Center/New-York Presbyterian Hospital and an Associate Professor of Medicine in the Department of Medicine. He was previously an attending physician on the Palliative Care Service at the Massachusetts General Hospital and co-directed its Cancer Pain Clinic from 2007-2010. Dr. Blinderman received his undergraduate degree in chemistry from Boston University and a Master of Arts in philosophy from Columbia University before earning his Doctor of Medicine degree from Ben Gurion University in Israel. He completed both a residency in Family Medicine and a fellowship in Hospice and Palliative Medicine at Beth Israel Medical Center in New York City. He then went on to complete a Medical Ethics fellowship at Harvard Medical School. Dr. Blinderman has published numerous original articles, reviews and chapters in the following areas: comfort care, palliative care in lung cancer patients, comfort care for the dying patient, medical ethics, existential distress, symptom assessment and

quality of life in chronic lung and heart failure patients, as well as cancer pain management, and the management of pain in patients with a history of substance abuse.

Paul Thielking, MD – Advisor

Dr. Paul Thielking is an Associate Professor in the Department of Psychiatry at the University of Utah. Dr. Thielking is board certified in psychiatry, hospice and palliative medicine, and integrative medicine. His primary clinical duties are at the Huntsman Cancer Hospital, where he serves as the Director of Psycho-oncology and as the Medical Director of the Tobacco Treatment Program. In addition to his clinical and administrative duties, he is dedicated to teaching, and regularly supervises medical students, psychiatry residents, and palliative care fellows. Dr. Thielking is also actively involved in teaching health-care professionals about burnout and professional self-care through lectures, workshops, and retreats. He is developing a new research and clinical program focused on psychedelic-assisted psychotherapy for cancer patients. This program includes a pilot project offering psilocybin to cancer patients in a group setting, and the creation of a ketamine-assisted psychotherapy clinic within the oncology outpatient setting.

Mirjana Domakonda, MD – Advisor

Dr. Mirjana Domakonda is a double board-certified adult and child/adolescent psychiatrist at the Institute of Living in Hartford, Connecticut and Assistant Professor Adjunct in the Department of Psychiatry at Yale University School of Medicine. At the Institute of Living, Dr. Domakonda is the Director of the Clinical Trials Unit, and an investigator on numerous pharmaceutical clinical trials, including the first study of Spravato™ (esketamine) in children/adolescents with depression and suicidality. Dr. Domakonda has dedicated her career to treating individuals with severe psychiatric disorders, specifically eating disorders and addiction, and developing more effective treatments for these debilitating disorders. After obtaining her medical degree from the Pennsylvania State University College of Medicine, Dr. Domakonda completed a residency in Adult Psychiatry at the University of Massachusetts Medical School, followed by a fellowship in Child and Adolescent Psychiatry at the New-York Presbyterian Hospital of Columbia and Cornell. She then went on to complete a National Institute of Mental Health Postdoctoral Research Fellowship in Translational Neuroimaging of Child Psychiatric Disorders at Columbia University, later publishing one of the first functional magnetic resonance imaging studies in adolescents with bulimia nervosa. Dr. Domakonda's current research focuses on the use of neuroimaging to identify brain-based biomarkers of disease and treatment response to novel pharmacologic agents, including ketamine, MDMA, and cannabidiol. She is a collaborator on MAPS' study of MDMA for eating disorders, alongside which she plans to use functional magnetic resonance imaging to study MDMA-associated brain changes, and will be one of the site physicians overseeing MAPS' MDMA for PTSD Expanded Access Program in Connecticut. Dr. Domakonda has received research support from the American Academy of Child and Adolescent Psychiatry and the National Institute of Mental Health, among others, and holds leadership positions in the American Academy of Child and Adolescent Psychiatry, the American Society for Clinical Psychopharmacology, and the Association for Academic Psychiatry. She is also a physician mentor, educator and patient advocate, and serves on the advisory board of Realize Your Beauty, Inc., a non-profit organization that promotes body positivity in youth through theatre arts.

Specialized Skill and Knowledge

The Corporation relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unable or unwilling to provide these services in the future, this would cause interruptions in the Corporation's business until these services are replaced. As such, vacancies and disabilities relating to the Corporation's current medical staff may cause interruptions in the Corporation's business. As the Corporation expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain medical physicians in the United States

and this may affect Novamind's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations. See *Item 17 - Risk Factors*.

Use of Psychedelics in Psychiatry

Background on Psychedelics

Psychedelics are a class of psychoactive drugs that create altered perception, mood and cognitive processes in users. Well-known psychedelics include psilocybin, lysergic acid diethylamide ("**LSD**"), mescaline, MDMA and ayahuasca.

Indigenous cultures used naturally occurring psychedelics for thousands of years before the substances were studied by scientists in the early 20th century. Evidence points to the widespread use of psychedelics among ancient cultures. In Central American Aztec culture, psilocybin mushrooms, referred to as teonanácatl, meaning "flesh of the gods", were used in social and religious settings and have been featured in statues and paintings dating back to 1450 CE,[5] with rock paintings of mushrooms dating back to 5000-7000 BCE.[6] In the Americas, evidence of mescaline-containing peyote cacti has been found that date back to 3780-3660 BCE, emphasizing the significance of the cactus amongst early Native Americans.[7] In ancient Greece, a hallucinogenic brew believed to contain ergot fungi (which contain lysergic acid, a precursor in the synthesis of LSD), called Kykeon, may have been used in a ritual known as the Eleusian Mysteries from 1500 BCE until the ritual was believed to be outlawed in 392 CE.[8] Evidence of ayahuasca use was found in the Lípez highlands of southwestern Bolivia during an archaeological dig in 2010 carbon where the drug was radiocarbon dated to a period of 905-1170 A.D.[9] Many of these ancient ceremonies remain in practice today. Indigenous groups continue to use psychedelics in religious ceremonies and have extended the practice to include members outside their communities, including tourists and medical patients seeking alternative treatments.

Psychedelics arguably proliferated in Western culture through the introduction of LSD to the American counterculture movement of the 1960s. In November 1938, Swiss chemist Albert Hofmann working at Sandoz Pharmaceutical Company (since acquired by Novartis AG; NYSE:NVS), was the first to synthesize LSD from ergot fungus. The substance was tested on animal subjects but the desired stimulant effect that Hofmann sought did not manifest and LSD was then set aside. Five years later, Hofmann took another look at LSD and accidentally absorbed a dose through his fingertip while resynthesizing the compound. After experiencing what became to be known as the first LSD trip, Hofmann began further research into the drug. Sandoz eventually commercialized LSD under the trade name Delysid.[10] With no obvious medical purpose, Sandoz made Delysid available to other research organizations. Between 1950 and 1965, more than 40,000 patients were treated with LSD, inspiring over 1,000 papers on the subject.[11]

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[5]Selin, H., "Encyclopedias of the History of Science, Technology, and Medicine in Non-Western Cultures". Springer Science & Business Media (2013).

[6]Samorini, G., "The Oldest Representations Of Hallucinogenic Mushrooms In The World (Sahara Desert, 9000 – 7000 B.P.)". INTEGRATION', Journal of Mind-moving Plants and Culture, no. 2/3 1992. Retrieved from: <http://www.artepreistorica.com/2009/12/the-oldest-representations-of-hallucinogenic-mushrooms-in-the-world-sahara-desert-9000-%E2%80%93-7000-b-p/>.

[7] El-Seedia, Hesham R.et. al. "Prehistoric peyote use: Alkaloid analysis and radiocarbon dating of archaeological specimens of Lophophora from Texas". Journal of Ethnopharmacology Volume 101, Issues 1–3 (2005).

[8] Mark, J., "Kykeon". Ancient History Encyclopedia (2009). Retrieved from: <https://www.ancient.eu/Kykeon/>.

[9] Miller, M. J., Albarracin-Jordan, J., Moore, C., & Capriles, J. M. (2019). Chemical evidence for the use of multiple psychotropic plants in a 1,000-year-old ritual bundle from South America. Proceedings of the National Academy of Sciences of the United States of America, 116(23), 11207–11212. Retrieved from: <https://www.pnas.org/content/pnas/116/23/11207.full.pdf >.

[10]Hoffman Albert. "LSD, my problem child : reflections on sacred drugs, mysticism, and science". (1906-2008). Mt. View, Calif. : Boulder, Colo. :Wiretap; NetLibrary.

[11] Costandi, Mo. "A brief history of psychedelic psychiatry". The Guardian (2014). Retrieved from: <https://www.theguardian.com/science/neurophilosophy/2014/sep/02/psychedelic-psychiatry>.

In 1963, Sandoz's Delysid patent expired.[12] By that time, LSD was already popular among the American counterculture movement. With growing governmental protests and scrutiny of the anti-war "hippie" lifestyle, Sandoz halted the production of Delysid. In the eyes of the Nixon administration, psychedelic drugs represented rebellious youth, social upheaval, and political dissent; LSD possession was outlawed by the United States in 1968.[13]

In parallel to LSD's discovery and study, multiple psychedelics including MDMA, psilocybin and mescaline were isolated by pharmaceutical companies and researched for their medical properties. Notably, MDMA was first synthesized and patented by the German pharmaceutical company Merck & Co. (NYSE:MRK) in 1912. Merck tested MDMA on animal subjects from 1927 through 1959. Throughout this period the company decided not to initiate human trials. MDMA was also vetted by the United States Army in toxicity studies in 1953 and 1954. Following this, MDMA was largely disregarded and thought to have no potential medical benefit.[14] In 1976, MDMA reemerged in studies by Alexander Shulgin, Ph.D. who thought it might be suitable for psychotherapy. In 1977, Shulgin introduced MDMA to his colleague Leo Zeff, a psychotherapist, who would later come out of retirement to proselytize for the compound.[15] Over the next 12 years, Zeff trained more than 150 therapists in the use of MDMA, administering it to over 4,000 clients.[16]

A mix of negative news coverage and sweeping regulations led to funding cuts that largely stifled MDMA research. The Drug Abuse Control Amendments of 1965[17] put a halt to the majority of psychedelic research, and Nixon's Comprehensive Drug Abuse Prevention and Control Act of 1970, also known as the Controlled Substances Act ("**CSA**") created additional roadblocks.[18] The CSA listed LSD and other psychedelics being studied at the time, including psilocybin, and mescaline, as Schedule I substances. In 1985, MDMA also was added to Schedule I of the CSA.

In the years that followed, many reports came out disproving the perceived dangers posed by common psychedelic drugs. In 1970, the same year Nixon's CSA was passed, the Advisory Committee on Drug Dependence reported that administered under the right conditions and by trained professionals, psychedelics were generally safe. Following up, the FDA's Drug Advisory Committee in 1992 claimed that an acceptable risk-benefit ratio existed for psychedelic studies and that they were no more dangerous than the other drugs that were being routinely used in human studies.[19]

Development of Psychedelics to Treat Mental Illness

After decades of prohibition, regulators are evaluating the reintroduction of psychedelics to the field of psychiatry. Since the 1950s and 1960s, there have been few new psychiatric medications developed in addition to lithium, antidepressants and antipsychotic drugs.[20] Further, the mortality and morbidity of

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[12] Bonson, K.R. Regulation of human research with LSD in the United States (1949-1987). Psychopharmacology 235, 591–604 (2018). Retrieved from : <https://link.springer.com/article/10.1007/s00213-017-4777-4>.
[13] Multidisciplinary Association for Psychedelic Studies (n.d.). Retrieved from: <https://maps.org/news/5289-a-brief-history-of-psychedelic-psychiatry>.
[14] Williams, Emily. "Towards Breakthrough Healing: A History and Overview of Clinical MDMA Research". MAPS Bulletin Spring 2017: Vol. 27, No. 1 - Special Edition: Psychedelic Science (2017). Retrieved from: <https://maps.org/news/bulletin/articles/420-bulletin-spring-2017/6618-towards-breakthrough-healing-a-history-and-overview-of-clinical-mdma-research>.
[15] Bennett, Drake "Dr. Ecstasy". The New York Times Magazine (2005). Retrieved from: <https://www.nytimes.com/2005/01/30/magazine/dr-ecstasy.html>.
[16] Beres, Derek. "Big Think: Decades Ago, Ecstasy — Yes, MDMA — Was Used in Marriage Counseling". MAPS in the Media (2019). Retrieved from <https://maps.org/news/media/7645-big-think-decades-ago,-ecstasy-%E2%80%94-yes,-mdma-%E2%80%94-was-used-in-marriage-counseling>.
[17] Drug Abuse Control Amendments of 1965, Public Law 89-74, 79 STAT 226. Retrieved from: <https://catalog.archives.gov/id/299906>.
[18] Controlled Substances Act. 1970. 91 Public Law 513; 84 Stat. 1236.
[19] "The Medical History of Psychedelic Drugs". A dissertation presented to The Department of History and Philosophy of Science Free School Lane, Cambridge University of Cambridge (2007). Retrieved from <https://maps.org/images/pdf/history_of_psychedelics.pdf>.
[20] "Thinking big in mental health." Nature medicine vol. 24,1 (2018): 1. Retrieved from: <https://doi.org/10.1038/nm.4471>.

mental disorders has not declined since 1990.[21] In response to the stalled progress of psychiatric medication development, the Corporation believes that regulators, non-profits and private companies are now amenable to clinical trials examining psychedelic drugs as innovative treatment alternatives. Studies suggest that select psychedelics can help treat conditions including anxiety, depression, PTSD and addiction.[22] Psychedelics have been shown to be among the least harmful recreational drugs, ranked well below alcohol, tobacco and cannabis.[23]

The Corporation believes that recent momentum in the psychedelics industry is the result of the FDA granting Breakthrough Therapy Designations to select psychedelic development programs. This designation allows drug developers to expedite clinical trials and receive increased regulatory support in the development of novel drugs and their final reviews.

The Multidisciplinary Association for Psychedelic Studies ("**MAPS**") (Private) was granted a Breakthrough Therapy Designation in August 2017 for its MDMA-assisted psychotherapy clinical trial studying the treatment of PTSD.[24] Founded in 1986 by Rick Doblin, MAPS is a 501(c)(3) non-profit research and educational organization dedicated to developing medical, legal and cultural contexts for the use of psychedelics and marijuana. In MAPS' phase II clinical trials it was found that the benefits of MDMA-assisted psychotherapy for PTSD extended at least 12 months after the treatment. In a long-term follow-up study, it was found that 67% of participants no longer qualified for a PTSD diagnosis.[25] MAPS is now continuing its research in phase III clinical trials at 15 sites in the United States, Canada and Israel.[26] In January 2020, the FDA approved MAPS' application for an Expanded Access Program ("**Expanded Use Program**"), otherwise known as a compassionate use program. This allows up to 50 United States based PTSD patients facing serious or life-threatening diagnoses early access to MDMA-assisted psychotherapy prior to the completion of phase III trials.[27] MAPS' phase III trials are expected to be completed in 2022, with FDA approval possible as early as 2023.[28] MAPS is in the early stages of researching MDMA-assisted psychotherapy for additional indications including eating disorders.[29]

Compass Pathways (NASDAQ:CMPS) was granted a Breakthrough Therapy Designation for its psilocybin therapy for TRD in October 2018.[30] The company was founded in 2016 and is headquartered in London, UK, with offices in New York, USA. Compass Pathways is pioneering the development of a new model of psilocybin therapy, in which its proprietary formulation of synthetic psilocybin, COMP360, is administered in conjunction with psychological support. Compass Pathways is currently conducting a phase IIb clinical trial of psilocybin therapy for TRD, in 20 sites across Europe and North America.

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[21] Whiteford, Harvey A et al. "The global burden of mental, neurological and substance use disorders: an analysis from the Global Burden of Disease Study 2010." PloS one vol. 10,2 e0116820. 6 Feb. 2015. Retrieved from: <https://pubmed.ncbi.nlm.nih.gov/25658103/>.

[22] Nutt, David et al. "Psychedelic Psychiatry's Brave New World." Cell vol. 181,1 (2020): 24-28. Retrieved from: <https://www.cell.com/cell/pdf/S0092-8674(20)30282-8.pdf>.

[23] Nutt, David J et al. "Drug harms in the UK: a multicriteria decision analysis." *Lancet (London, England)* vol. 376,9752 (2010): 1558-65. Retrived from: <https://www.thelancet.com/journals/lancet/article/PIIS0140-6736(10)61462-6/fulltext>.

[24] Multidisciplinary Association for Psychedelic Studies. "FDA Grants Breakthrough Therapy Designation for MDMA-Assisted Psychotherapy for PTSD, Agrees on Special Protocol Assessment for Phase 3 Trials" (2017). Retrieved from: <https://maps.org/news/media/6786-press-release-fda-grants-breakthrough-therapy-designation-for-mdma-assisted-psychotherapy-for-ptsd,-agrees-on-special-protocol-assessment-for-phase-3-trials>.

[25] Jerome, Lisa et al. "Long-term follow-up outcomes of MDMA-assisted psychotherapy for treatment of PTSD: a longitudinal pooled analysis of six phase 2 trials." Psychopharmacology vol. 237,8 (2020): 2485-2497. Retrieved from : <https://link.springer.com/article/10.1007/s00213-020-05548-2>.

[26] Multidisciplinary Association for Psychedelic Studies. "A Phase 3 Program of MDMA-Assisted Psychotherapy for the Treatment of Severe Posttraumatic Stress Disorder" (n.d.). Retrieved from: <https://maps.org/research/mdma/ptsd/phase3>.

[27] Multidisciplinary Association for Psychedelic Studies. "FDA Agrees to Expanded Access Program for MDMA-Assisted Psychotherapy for PTSD" (2020). Retrieved from: <https://maps.org/news/media/8008-press-release-fda-agrees-to-expanded-access-program-for-mdma-assisted-psychotherapy-for-ptsd>.

[28] Multidisciplinary Association for Psychedelic Studies. "MDMA-Assisted Psychotherapy Study Protocols" (2020). Retrieved from: <https://maps.org/mdma>.

[29] ClinicalTrials.gov. "A Multi-site Study of MDMA-Assisted Psychotherapy for Eating Disorders (MED1)". Retrieved from: <https://clinicaltrials.gov/ct2/show/NCT04454684>.

[30] COMPASS Pathways. "COMPASS Pathways Receives FDA Breakthrough Therapy Designation for Psilocybin Therapy for Treatment-resistant Depression". Press Release (2018). Retrieved Online: <https://compasspathways.com/compass-pathways-receives-fda-breakthrough-therapy-designation-for-psilocybin-therapy-for-treatment-resistant-depression/>.

The Usona Institute (Private) is additionally studying psilocybin as a treatment for MDD. In November 2019, the organization was granted a Breakthrough Therapy Designation from the FDA for its psilocybin therapy as an MDD treatment. Founded in 2014 by Bill Linton, the Usona Institute is a 501(c)(3) non-profit organization dedicated to supporting and conducting pre-clinical and clinical research to further the understanding of the therapeutic effects of psilocybin and other consciousness-expanding medicines. The Usona Institute's Breakthrough Therapy Designation status follows the recent launch of their phase II clinical trial, PSIL201, which will include approximately 80 participants at seven study sites around the United States.[31]

Data from academic studies and clinical trials suggest that select psychedelic drugs may help treat indications in addition to PTSD and depression.[32] Organizations including Mind Medicine Inc. ("**MindMed**") (NEO:MMED) and DemeRX Inc. (Private) are conducting clinical research in addition to MAPS, Compass Pathways and the Usona Institute, see Figure 1.

Figure 1: Select Psychedelic Clinical Trials

Organization	**Compound**	**Indication**	**Phase**
MAPS	MDMA	PTSD	Phase III
Compass Pathways	Psilocybin	MDD	Phase IIB
The Usona Institute	Psilocybin	TRD	Phase II
MAPS	MDMA	Eating Disorders	Phase II
MindMed	LSD	Anxiety	Phase II
MindMed	LSD (Microdosing)	Adult ADHD	Phase IB
DemeRx	Noribogaine	Opioid Dependence	Phase I

While the Corporation operates no patient treatment infrastructure in Canada or the State of Oregon, it does maintain an interest in observing developments in these jurisdictions' regulation of psychedelic medicines. As additional psychedelic medicines are legalized or approved for use, Novamind will evaluate them for use and, where appropriate, develop protocols to incorporate them into Novamind's therapeutic offering.

On August 4, 2020, Patty Hajdu, Canada's Minister of Health, granted permission to treat four terminally ill individuals who suffer from end-of-life distress with psilocybin-assisted psychotherapy. These approvals are similar to the aforementioned Expanded Access program granted to MAPS for the treatment of up to 50 United States based PTSD patients facing a serious or life-threatening diagnosis with MDMA-assisted psychotherapy. The approvals were granted under subsection 56(1) of Canada's Controlled Drugs and Substances Act ("**CDSA**"), whereby the Minister of Health is authorized to permit Canadians to use prohibited compounds for medical purposes.

On November 3, 2020, Oregonians voted in the State's General Election and successfully passed Measure 109, a citizen initiative to establish the first regulated and licensed program for psilocybin therapy in the United States. The Oregon Health Authority is now authorized to create a program, subject to a two-year development timeline, that permits licensed service providers to administer psilocybin-producing mushroom and fungi products to individuals 21 years of age or older. Psilocybin will not be available to buy in stores or to take home; psilocybin products will not be branded or marketed to the general public; and strict regulations ensure psilocybin will only be used in settings under the supervision of trained facilitators.

[31] Usona Institute. "FDA grants Breakthrough Therapy Designation to Usona Institute's psilocybin program for major depressive disorder". Press Release (2019). Retrieved from <https://www.businesswire.com/news/home/20191122005452/en/FDA-grants-Breakthrough-Therapy-Designation-Usona-Institutes>.
[32] *Supra*, note 22.

Psychedelic-Assisted Psychotherapy - Ketamine

Ketamine emerged from the exploration of phencyclidine derivatives suitable for anesthetic use in humans, and its discovery in 1962 is attributed to Parke-Davis Labs, since acquired by Pfizer Inc. (NYSE:PFE), and Dr. Calvin Lee Stevens, a professor of organic chemistry at Wayne State University. The FDA approved ketamine for human use in 1970. Ketamine's wide margin of safety quickly made it popular as a field anesthetic given to American soldiers during the Vietnam War. The first report of ketamine's potential for psychological or psychiatric treatment was published in 1973[33] and was followed by other studies searching for new approaches to psychotherapy, including the treatment of addiction, depression and anxiety. In addition, ketamine has been found useful as a treatment for chronic pain.

After an increase in the recreational use of ketamine, in 1999 the DEA listed ketamine as a Schedule III drug under the CSA. Schedule III drugs, substances or chemicals are defined as drugs exhibiting moderate to low potential for physical and psychological dependence, with a currently accepted medical use, and ranking below Schedule I and II for abuse potential. Ketamine is legal when prescribed to patients as described in the Regulatory Framework section of this filing statement.

The American Society of Ketamine Physicians, Psychotherapists & Practitioners (ASKP) lists approximately 280 ketamine providers on its online care provider directory (the "**Care Provider Directory**") as of August 6, 2020. Novamind is not aware of the exact number of ketamine providers operating in the United States. The Corporation believes that the Care Provider Directory does not fully capture the true size of the ketamine provider community operating in the United States. Note that the Care Provider Directory lists ketamine providers who treat indications beyond the scope of psychiatric care, including conditions such as chronic pain. The total market size of KAP treatments is unknown as the treatment modality is not widely adopted or reported upon. The Corporation believes that industry consolidation has already begun, and it will likely continue and increase as more physicians become aware of the treatment modality. Novamind anticipates that competition from new participants entering the market will increase in the short to medium term.

Ketamine is a mixture of two enantiomers (mirror-image molecules), an s-enantiomer (esketamine) and an r-enantiomer (arketamine). Spravato™ (esketamine), marketed by Janssen Pharmaceuticals, Inc., a subsidiary of Johnson & Johnson Inc. (NYSE:JNJ), has been approved by the FDA for the treatment of select psychiatric conditions. FDA approval of Spravato™ came on March 5, 2019, for treating adult patients with TRD and on August 3, 2020, for the treatment of adults with MDD who suffer from acute suicidal ideation or behavior. Prior to its approval, Spravato™ received a Breakthrough Therapy designation from the FDA for treatment of TRD in 2013 and MDD in 2016. Spravato™ is administered as a nasal spray and is used in conjunction with oral anti-depressants. Unlike ketamine, Spravato™ treatments are reimbursed by numerous medical insurance companies due to its various FDA approvals.

Market for Mental Health Treatment and Clinical Research Services

Cedar Psychiatry – Outpatient Mental Health Facilities

Mental health treatment facilities are instrumental in helping those suffering from acute or chronic mental health issues get care in a safe and secure environment. As of 2018, there were 11,682 registered mental

[33] Sewell, Andrew. "Ketamine: Peril and Promise". MAPS bulletin - volume xvii - number 1 - spring/summer 2007 (2007). Retrieved from: <https://maps.org/news-letters/v17n1-html/ketamine-peril and_promise.html>.

health treatment facilities in the United States. Within those, 8,956 were less than 24-hour outpatient facilities while 1,920 facilities were 24-hour inpatient facilities.[34]

Treatment within outpatient mental health facilities frequently includes psychiatric medication, psychotherapy or brain stimulation therapies. Psychiatry is often practiced on an interdisciplinary basis in conjunction with other professionals, such as psychotherapists, social workers, nurses or psychologists in both inpatient and outpatient settings. Inpatient care is the most intensive level of treatment, featuring 24-hour care in a specialized facility or psychiatric hospital. Outpatient care offers more flexible and economical care for patients with less severe conditions. Outpatient care often is delivered in clinical settings that do not feature 24-hour care or isolation from stimuli which may contribute to patients' declining health. In either setting, psychiatry practices may be organized around the treatment of specific conditions including substance abuse disorders, eating disorders and mood disorders.

The United States mental health market has been bolstered by the passage of the 21st Century Cures Act (the "**Cures Act**") in December 2016, by the United States Federal Government.[35] Division B of the Cures Act, the Helping Families in Mental Health Crisis Reform Act of 2016 addresses the prevention and treatment of mental illnesses and substance abuse, treatment coverage, and communication permitted by the Health Insurance Portability and Accountability Act of 1996 ("**HIPAA**"). The Cures Act also strengthens mental health parity regulation,[36] which requires insurance companies to cover mental health treatments to the same extent and in the same manner as medical treatments. The legislation also provides grants to pay for community mental health resources, suicide prevention and intervention programs and earmarks funds for the implementation of programs that place psychiatry residents and other mental health providers in underserved areas.

The global psychiatry industry has continued to grow over recent years, a trend that is expected to increase through 2023. From 2015 to 2019, the industry expanded at a compound annual growth rate ("**CAGR**") of 6% to an estimated size of $197B USD from $147.2B USD. From 2019-2023, the industry's growth is expected to increase to a CAGR of 7% to an estimated $259.3B USD. Psychiatric services for mood disorders including anxiety and depression is expected to be the top-growing segment, adding $19.2B USD to the industry, and the United States will lead the industry's expansion, growing by $19.1B USD[37] according to the 2018 National Survey on Drug Use and Health, approximately 47.6M American adults aged 18 and older suffer from a diagnosable form of mental illness.[38]

Other important factors that are expected to contribute to the growth in the United States' psychiatry industry are private health insurance reform, economic growth and the advancement of diagnostic and treatment technology. The Corporation believes that COVID-19 has impacted the psychiatry industry, both constricting the supply of and increasing the demand for services. According to a Kaiser Family Foundation poll, Americans are also increasingly reporting that COVID-19 is damaging their mental health. More than

[34] Elfien, John. "Number of mental health treatment facilities in U.S. by service setting 2018". Statista.com (2019). Retrieved from: <https://www.statista.com/statistics/450277/mental-health-facilities-in-the-us-by-service-type/>.
[35] A copy of the Cures Act may be accessed online at: < https://www.congress.gov/114/plaws/publ255/PLAW-114publ255.pdf>.
[36] Levin, Erin. "Obama Signs Landmark Legislation With Major Mental Health Provisions". Psychiatric News (2016). Retrieved from: <https://psychnews.psychiatryonline.org/doi/10.1176/appi.pn.2017.1a10>.
[37] "Psychiatrists Market By Type (Mental Disorder Type, Patient Type, Geography), Drivers, Restraints, And Major Players, Opportunities And Strategies – Global Forecast To 2030". The Business Research Company (2020). Retrieved from: <https://www.thebusinessresearchcompany.com/report/psychiatrists-market>.
[38] Lipari, Rachel N. and Park-Lee, Eunice. "Key Substance Use and Mental Health Indicators in the United States: Results from the 2018 National Survey on Drug Use and Health". Substance Abuse and Mental Health Services Administration (2018). Retrieved from: <https://www.samhsa.gov/data/sites/default/files/cbhsq-reports/NSDUHNationalFindingsReport2018/NSDUHNationalFindingsReport2018.pdf>.

four in ten adults overall (45%) feel that worry and stress related to coronavirus has harmed their mental health, up from 32% in early March 2020.[39]

Cedar Clinical Research (CCR) - Clinical Research Organization Services & Clinical Research Sites

The global clinical trials market is expected to surpass $60B USD by 2026, and North America is estimated to hold over 50% of the market share.[40] Clinical Research Organizations, sometimes also referred to as Contract Research Organizations, provide clinical research services on an outsourced contract basis for the healthcare, chemical, pharmaceutical, biotechnology and medical device industries. Depending upon their specialty, CROs may provide services including preclinical research, clinical research, clinical trial management and pharmacovigilance. CROs can help clients increase efficiency, allowing them to focus their resources on strategic operations such as drug development. CROs aim to reduce costs for their clients by reducing the need for their clients to operate all aspects of research in-house. There exists a need for specialized expertise in psychedelic drug development, as pharmaceutical companies begin to explore psychedelic compounds in the early phases of their pipelines.

Speed and cost remain strong motivators for outsourcing in today's CRO market, along with the increasing complexity of trials and higher regulatory hurdles. The global CRO market was valued at $35.09B USD in 2018 and is expected to grow at a CAGR of 6.31% to $50.65B USD by 2025.[41] The CRO industry is experiencing growth due to increased demand for research and development due to factors such as new drug discovery with outsourcing activities and a surge in clinical trials. According to Coherent Market Insights, the United States CRO market is estimated to be valued at $12.1B USD in 2019, and is expected to exhibit a CAGR of 9.4% between 2019 and 2027.[42]

Competition

The Corporation will face competition from larger companies that are, or may be, in the process of offering similar services. Many of the Corporation's current and potential competitors have longer operating histories, significantly greater financial, marketing and other resources than the Corporation has or may be expected to have.

The Corporation has identified certain current and potential competitors with a focus on psychedelic-assisted psychotherapy, listed in the table below:

Name	Primary Business	Geographic Area
Champignon Brands Inc. (CSE:SHRM)	Mental health clinics specialized in ketamine therapy, functional mushroom consumer packaged goods, drug development, drug formulations and delivery systems	Mississauga, ON
Numinus Wellness Inc. (TSXV:NUMI)	Research and development, drug processing, wellness centres	Vancouver, BC

[39] Kirzinger, Ashley et al. "KFF Health Tracking Poll - Early April 2020: The Impact Of Coronavirus On Life In America". Henry Kaiser Family Foundation (2020). Retrieved from: <https://www.kff.org/coronavirus-covid-19/report/kff-health-tracking-poll-early-april-2020/>.
[40]https://www.reportlinker.com/p05763821/Clinical-Trials-Market-Size-Share-Trends-Analysis-Report-By-Phase-By-Study-Design-By-Indication-And-Segment-Forecasts.html?utm_source=PRN).
[41] "Contract Research Organizations (CRO) Market 2019 by Type (Preclinical, Clinical research, Laboratory), by Therapeutic area (Oncology, Central Nervous System Disorders, Infectious diseases, Cardiovascular diseases), by Service Type (Clinical trial services, Medical writing services, Regulatory services, Clinical data management services, Others), by End-user Type (Pharmaceutical, Biopharmaceutical, Medical device companies, Academic & research institutes, Non-governmental organizations) Forecast to 2025". Industry Stats. Report (2020). Retrieved from: <https://industrystatsreport.com/Lifesciences-and-Healthcare/Contract-Research-Organizations-CRO-Market-Size-and-Growth/Summary>.
[42] "U.S. Contract Research Organizations (CROS) Market Analysis". Coherent Market Insights (2019). Retrieved from: <https://www.coherentmarketinsights.com/market-insight/us-contract-research-organizations-market-3179>.

Field Trip Psychedelics Inc. (CSE:FTRP)	Mental health clinics specialized in ketamine therapy, drug development	Toronto, ON New York, NY Los Angeles, CA
Universal Ibogaine Inc. (Private)	Opioid addiction rehabilitation centers specialized in ibogaine therapy	Cancun, Mexico Canada (anticipated)
Wake Network Inc. (Private)	Psilocybin retreat, functional mushroom consumer packaged goods	Jamaica California (anticipated) Denver, CO (anticipated) Netherlands (anticipated) British Virgin Islands (anticipated) Brazil (anticipated)

Competitive Position

Management believes the following factors and competitive advantages differentiate the Corporation from other providers of outpatient psychiatry services and CROs.

Favorable industry and legislative trends.

There are industry and legislative trends that support the growth of the market for psychedelic use in psychiatry. The Corporation is encouraged by the FDA granting multiple Breakthrough Therapy Designations to clinical trials studying psychedelic drugs (esketamine, MDMA and psilocybin). The designations are intended to expedite the development and review of drugs that have demonstrated preliminary clinical evidence that indicates it may be a substantial improvement upon established treatment modalities. Subsequently, the Corporation applauds the creation of "compassionate use" programs that allow a limited number of patients access to MDMA and psilocybin in the United States and Canada respectively. Additionally, the Corporation believes that there is a trend towards reduced stigma associated with previously illegal drugs that reportedly have medical benefits.

An early mover in an emerging healthcare niche.

The Corporation is an early mover in the specialized psychedelic therapy industry. Psychedelic drugs have not received approval from the FDA to treat mental health conditions. As a result, many potential competitors of the Corporation have not engaged commercial undertakings to develop clinic and research infrastructure specialized in the facilitation of psychedelic-assisted psychotherapy. Management expects to take advantage of this early mover advantage by developing resources that will be required upon the FDA approval of psychedelics for health conditions.

Strong executive management team and Board of Directors

The Corporation believes it employs a high pedigree team of healthcare professionals, including Dr. Reid Robison (Chief Medical Officer and Director). Dr. Robison provides advisory services to MAPS (Private) and the Usona Institute (Private), which are conducting clinical trials studying MDMA and psilocybin respectively. This experience is highly valued by the Corporation as a limited number of medical professionals have been trained in psychedelic therapy since the 1960s and 1970s. Additionally, the Corporation employs an accomplished Board of Directors. Select Directors have experience in leading and financing companies in emerging areas driven by legislative change and medical use for previously illicit drugs. Most notable is Chuck Rifici, CPA, MBA, founder of Canopy Growth Corporation (TSX:WEED), formerly known as Tweed Marijuana Inc., Auxly Cannabis Group Inc. (TSXV:XLY), the Feather Company Ltd. (Private) and Nesta Holding Co. Ltd. (Private).

Intellectual Property

The Corporation does not have any trademarks or patents. Management consistently evaluates the importance of obtaining intellectual property protection for the Corporation's brands, applications and protocols and maintaining trade secrets. When applicable to its business, the Corporation will seek to obtain, license and enforce patents, protect its proprietary information and maintain trade secret protection without infringing the proprietary rights of third parties. It will also make use of trade secrets, proprietary unpatented information and trademarks to protect its technology and enhance its competitive position.

Environmental Protection

As of the date of this Listing Statement, the Corporation does not expect environmental protection requirements to cause material financial or operational effects.

Regulatory Framework

The Corporation's management team has significant knowledge with respect to the regulation of psychedelics in the United States. Dr. Reid Robison, Chief Medical Officer and Director, and Ms. Seneca Anderson, Senior Vice-President, Operations are leaders in the field with considerable experience and a comprehensive understanding of the relevant regulatory requirements. The Corporation has also received legal advice from legal counsel in the United States with respect to compliance with various regulatory matters in connection with the Corporation's business. The Corporation believes it is in compliance with all U.S. federal and state regulations, other than as disclosed with respect to the United States' federal regulation of cannabis (see *Medical Cannabis – Federal Regulation*).

Under the CSA, most psychedelic drugs are generally considered Schedule I substances in the United States. Psychedelic derivatives, commonly referred to as "designer drugs" are regulated by the Federal Analogue Act of 1986, whereby any chemical "substantially similar" to a controlled substance listed in Schedule I or II of the CSA is treated as if it were listed in Schedule I, but only if intended for human consumption. Schedule I substances by definition have a high potential for abuse, do not have a currently "accepted medical use" in the United States, lack accepted safety for use under medical supervision and may not be prescribed, marketed or sold. Pharmaceutical products approved for use in the United States may be listed as Schedule II, III, IV or V, with Schedule II substances considered to present the highest potential for abuse or dependence and Schedule V substances the lowest relative risk. Further, most, if not all, state laws in the United States classify psychedelics as Schedule I controlled substances. For psychedelic therapy to become available for commercial marketing in the United States, The DEA must reclassify select psychedelics to Schedule II, III, IV or V.

Ketamine and Spravato – Federal Regulation

The two psychedelics used at Cedar Psychiatry are ketamine and Spravato (esketamine), both of which are Schedule III controlled substances as defined by the United States Drug Enforcement Administration (DEA).

Ketamine is an FDA approved medication for use as an anesthetic for diagnostic and surgical procedures. In the context of KAP, ketamine is prescribed "off-label". Off-label drug use ("OLDU") involves prescribing currently available and marketed medications but for an indication (i.e. a disease or a symptom) that has not received FDA approval. Hence, the specific use is "off-label" (i.e. not approved by the FDA and not listed in FDA-required drug-labeling information). The term OLDU can also apply to the use of a marketed medication in a patient population, dosage, or dosage form that does not have FDA approval. OLDU is

protected under the FDA Modernization Act of 1997, sec. 906.[43] Ketamine that is used in KAP treatments is considered an "off-label" use of the drug.

Spravato is an FDA-approved prescription medicine for patients with treat-resistant depression and major depressive disorder with suicidal thoughts or actions. Practitioners at Cedar Psychiatry prescribe Spravato for the specific indications approved by the FDA.

Ketamine and Spravato – Utah Regulation

Regulation of the use of ketamine and Spravato in the State of Utah is substantially consistent with the federal regulation. Under both Utah state law and U.S. federal law, ketamine can be prescribed for any condition at the prescriber's discretion.

In Utah, the use of ketamine and Spravato is governed by the Utah Controlled Substances Act, pursuant to which ketamine is designated as a Schedule III controlled substance.[44] Under the Utah Controlled Substances Act Rule, the Division of Occupational and Professional Licensing may issue a controlled substance license to prescribe, administer, analyze, or conduct research with controlled substances in Schedule III to qualified persons.[45] Practitioners at Cedar Psychiatry have obtained controlled substance licenses to prescribe ketamine and Spravato in accordance with the Utah Controlled Substances Act and their individual scope of practice.

Medical Cannabis - Utah State Regulation

The Corporation, through its subsidiary, Cedar Psychiatry, prescribes medical cannabis in the state of Utah to patients with certain mental health conditions, specifically for PTSD, in compliance with all state regulations.

Utah has comprehensive medical cannabis rules and programs that are administered by the Utah Department of Health (the "**UDOH**"). On December 3, 2018, Utah lawmakers passed House Bill 3001: Utah Medical Cannabis Act (the "**Utah Medical Cannabis Act"**). The Utah Cannabis Medical Act directs the UDOH to issue medical cannabis cards to patients, register medical providers who wish to recommend medical cannabis treatment for their patients and license medical cannabis pharmacies. Covered medical conditions include; cancer, cachexia, persistent nausea, Crohn's disease, epilepsy, multiple sclerosis, PTSD, autism, select terminal illnesses, and certain other rare conditions and diseases.

Utah-licensed physicians, advanced practice registered nurses, and physician assistants who are licensed to prescribe a controlled substance may receive approval from the UDOH to recommend medical cannabis treatment for their patients. These providers must register as a qualified medical provider ("**QMP**") through UDOH's Electronic Verification System.

To qualify for a medical cannabis card, a patient must meet in-person with a QMP. During a patient visit, a QMP must complete a thorough assessment of the patient's condition and medical history and document it in the patient's record.

[43] 105th U.S. Congress (April 23, 1997). "H.R.1411: Food and Drug Administration Regulatory Modernization Act of 1997". Retrieved from: <https://www.govinfo.gov/content/pkg/PLAW-105publ115/pdf/PLAW-105publ115.pdf>.
[44] Utah Controlled Substances Act. 58-37-2. Retrieved from: <https://le.utah.gov/xcode/Title58/Chapter37/C58-37_1800010118000101.pdf.>.
[45] Utah Code Ann. 58-31b-102 (13)(c); Utah Admin. Code R156-37-301 (i). Retrieved from: <https://rules.utah.gov/publicat/code/r156/r156-37.htm>.

Medical Cannabis – Federal Regulation

Under federal law, marijuana (cannabis) is classified as a Schedule I drug. The DEA considers Schedule I drugs, substances, or chemicals are defined as drugs with no currently accepted medical use and a high potential for abuse. Schedule I drugs also include heroin, LSD and MDMA.

The Federal Government, under the administration of former President Barack Obama, provided guidance to law enforcement agencies and banking institutions with the introduction of the United States Department of Justice memorandum drafted by former Deputy Attorney General James Michael Cole released on August 29, 2013 (the "**Cole Memorandum**") and guidance from the Financial Crimes Enforcement Network (the "**FinCEN Guidance**"). The Cole Memorandum offered guidance to federal enforcement agencies as to how to prioritize civil enforcement, criminal investigations and prosecutions regarding marijuana in all states.

On January 4, 2018, United States Attorney General Jeff Sessions formally issued a new memorandum (the "**Sessions Memorandum**"), which rescinded the Cole Memorandum. The Sessions Memorandum stated, in part, that current law reflects Congress' determination that cannabis is a dangerous drug and cannabis activity is a serious crime, and Mr. Sessions directed all United States attorneys to enforce the laws enacted by Congress by following well-established principles when pursuing prosecutions related to cannabis activities. There can be no assurance that the federal government will not enforce federal laws relating to cannabis in the future.

Unlike the Cole Memorandum, the FinCEN Guidance remains effective as of the date of this Listing Statement. Nonetheless, many financial institutions remain fearful of being implicated in or prosecuted for money laundering, resulting in many marijuana businesses becoming "cash-only" businesses. As banks and other financial institutions in the United States are generally unwilling to risk a potential violation of federal law without guaranteed immunity from prosecution, most refuse to provide any kind of services to marijuana businesses. Despite the attempt by FinCEN to legitimize marijuana banking, the FinCEN Guidance has not resulted in banks providing marijuana businesses with banking services. Banks routinely close accounts servicing marijuana businesses and are refusing to open accounts for new marijuana businesses because, regardless of a cannabis business's operations in compliance with the Cole Memorandum or the FinCEN Guidance, the FinCEN Guidance does not provide banks with prosecutorial immunity.

If any of the operations of Novamind or any of the subsidiaries, or any proceeds thereof, any dividend distributions or any profits or revenues derived from these operations were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds from a crime under one or more of the statutes noted above. This may restrict the ability of the Novamind to declare or pay dividends, affect other distributions or subsequently repatriate such funds back to Canada.

Although the Cole Memorandum has been rescinded and the FinCEN Guidance is arguably ineffective, a key legislative safeguard for the medical cannabis industry has remained in place: Congress's adopted amendments to the fiscal years 2015, 2016, 2017, 2018 and 2019 Consolidated Appropriations Acts (commonly referred to as the "**Rohrabacher/Blumenauer Amendment**"), which prevents the federal government from using congressionally appropriated funds to enforce federal cannabis laws against regulated medical cannabis companies operating in compliance with state and local law. While the Rohrabacher/Blumenauer Amendment has seen been consistently re-included in omnibus appropriation packages signed into law, there is no guarantee that it will be included in future omnibus appropriation packages.

Netherlands

Psilocybin Retreats

The Corporation has invested in the Synthesis Institute, a Netherlands based organization that provides patrons of its wellness retreat with psilocybin-containing truffles in compliance with local regulations.

The Dutch parliament enacted the revised Opium Act (the "**Opium Act**") in 1976. This penal law is part of the policy framework of Dutch drug policy that includes tolerance for non-conforming lifestyles, risk reduction regarding the harmful health and social consequences of drug-taking, and penal measures directed against illicit trafficking in hard drugs. The Opium Act prohibits certain compounds and preparations in lists I and II of the Opium Act (together, the "**Opium Act Lists**") but not the organic matter within which those compounds occur naturally, the prohibitions in Article 2 and Article 3 of the Opium Act do not relate to unlisted organic matter (and parts thereof).[46] The Opium Act expressly names psilocin and psilocybin, both of which are substances that naturally occur within both magic mushrooms and truffles.

On December 1, 2008, the sale of psilocybin-containing mushrooms was made illegal in the Netherlands. In a judgment dated March 26, 2013, dealing with Article 2 and Article 3 of the Opium Act, The Supreme Court of the Netherlands declared that the Opium Act lists certain compounds but not the organic matter within which those compounds occur naturally, the prohibitions in the Opium Act do not relate to unlisted organic matter (and parts thereof). To quote the Supreme Court: "It must be provided that Article 2 and 3 of the Opium Act prohibit the acts mentioned there with regard to substances as stated on lists I and II belonging to that Act. These lists contain a number of substances, as well as preparations containing one or more of those substances. The lists referred to above mention only a few plants or parts of plants among the substances listed there. Insofar as those lists contain preparations in addition to certain substances, but not the plants or parts of plants in which those substances occur naturally, it follows that the prohibitions contained in art. 2 and 3 of the Opium Act do not relate to those unlisted plants and parts of plants." (at para 4.4, emphasis added).

Accordingly, the operations of the Synthesis Institute are permitted under applicable law.

<u>Business Objectives and Milestones</u>

The Corporation expects to accomplish the following business objectives and milestones over the 12-month period following the completion of the Amalgamation. While there is no particular significant event or milestone that must occur for the Corporation's business objectives to be accomplished, the Corporation currently aims to achieve significant milestones in connection with the development of the Corporation's business. The table below outlines how the Corporation will achieve its business objectives over the next 12 months. See *Item 4 - Narrative Description of the Business*.

[46] A copy of the Opium Act may be accessed online at: <https://wetten.overheid.nl/BWBR0001941/2020-01-01>.

Business Objective	Milestone	Anticipated Cost	Anticipated Timing
Expand the business of Cedar Psychiatry and the infrastructure for participation in additional clinical trials and research studies through CCR	Open and/or acquire additional mental health clinics in North America. Invest in physical infrastructure, staff training, and business development initiatives required for participation in clinical trials for psychedelic medicine	$6,500,000	Q1-Q4 2021

Other than as described in this Listing Statement, there are no other significant events or milestones that must occur for the Corporation's business objectives to be accomplished. However, there is no guarantee that the Corporation will meet its business objectives or milestones described above within the specified time periods, within the estimated costs or at all. The Corporation may, for sound business reasons, reallocate its time or capital resources, or both, differently than as described above.

Total Funds Available

As at November 30, 2020, Hinterland and Novamind had combined working capital of approximately $10,309,461. The table below shows the breakdown of the estimated funds available:

Sources	Amount (C$)
Estimated combined working capital of Hinterland and Novamind as at November 30, 2020	900,000
Net proceeds received pursuant to the Novamind Financing.	9,409,461
Estimated funds available to the Corporation.(1)	**10,309,461**

Notes:
(1) The *pro forma* consolidated statement of financial position of the Corporation attached as Schedule "A" discloses a working capital of Hinterland and Novamind as at September 30, 2020 of $10,941,710, which has been adjusted due to certain operating expenses incurred since September 30, 2020.

Purpose of Funds
The Corporation intends to use its available funds for the fulfillment of its principal purposes as outlined in the table below and for general corporate purposes. Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives. The Corporation may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives and expects to either issue additional securities or incur debt to do so. There can be no assurance that additional funding required by the Corporation will be available, if required. However, it is anticipated that the available funds will be sufficient to satisfy the Corporation's objectives for the 12 month period following the completion of the Amalgamation.

Forecast Twelve Month Budget
The Corporation has used, or intends to use, its available funds as follows:

Development of additional Cedar Psychiatry Clinics and Infrastructure for participation in psychiatric clinical trials	$6,500,000
Complete cash payments to Cedar Psychiatry and CCR founders to fulfill conditions of 100% acquisition	$500,000
Marketing and business development	$750,000
General and administrative(1)	$2,250,000
Unallocated working capital	$309,461
Total	$10,309,461

Notes:
(1) Consists of wages and benefits ($1,900,000), professional fees ($250,000), Prospectus and CSE listing costs ($80,000), and office and miscellaneous ($20,000).

Unallocated funds will be deposited in the Corporation's bank account and added to the working capital of the Corporation. The Chief Financial Officer of the Corporation is responsible for the supervision of all financial assets of the Corporation. Based on the Corporation's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Corporation to achieve its stated business objectives.

Hinterland and Novamind have historically had negative cash flow from operating activities and the Corporation has no assurances that it will have a cash-flow positive status from operating activities in future periods. As a result, the Corporation continues to rely on the issuance of securities or other sources of financing to generate sufficient funds to fund its working capital requirements and for corporate expenditures. The Corporation may continue to have negative cash flow from operating activities until sufficient levels of sales are achieved. To the extent that the Corporation has negative cash flow from operating activities in future periods, the Corporation may need to use a portion of proceeds from any offering to fund such negative cash flow or seek additional financing. See *Item 17 – Risk Factors – Requirement for Additional Financing*.

Companies with Asset-Backed Securities

The Corporation does not have any asset-backed securities.

Companies with Mineral Projects

The Corporation does not hold material interests in any mineral projects.

Companies with Oil and Gas Operations

The Corporation does not have any oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

Hinterland

The following table sets forth selected financial information for Hinterland for the years ended December 31, 2019, and 2018 and for the nine months ended September 30, 2020. Such information is derived from the financial statements of Hinterland and should be read in conjunction with such financial statements. See *Schedule "B" – Financial Statements of Hinterland.*

	Nine Months Ended September 30, 2020 (Unaudited) (C$)	**Year Ended December 31, 2019 (Audited) (C$)**	**Year Ended December 31, 2018 (Audited) (C$)**
Operating Data:			
Total revenues	-	-	-
Net income (loss)	235,729	(222,347)	(792,364)
Basic and diluted income (loss) per share (1)	0.04	(0.05)	(0.19)
Balance Sheet Data:			
Total assets	435,910	157,803	125,497
Total liabilities	490,820	531,602	329,459
Cash dividends declared per share	-	-	-

Notes:
(1) On a pre-Consolidation basis. The Consolidation was completed on the basis of one new Common Share for each 25 old Common Shares.

The following is a summary of Hinterland's financial results for the last eight quarters ending at the end of the most recently completed financial year:

	Sep. 30, 2020 Quarter	**Jun. 30, 2020 Quarter**	**Mar. 31, 2020 Quarter**	**Dec. 31, 2019 Quarter**	**Sep. 30, 2019 Quarter**	**Jun. 30, 2019 Quarter**	**Mar. 31, 2019 Quarter**	**Dec. 31, 2018 Quarter**
Revenue	-	-	-	-	-	-	-	-
Net income (loss)	(186,007)	326,585	95,151	(91,039)	57,982	(43,486)	(145,804)	(662,869)
Net income (Loss) per share – continuing	(0.02)	0.08	0.02	(0.02)	0.01	(0.01)	(0.03)	(0.16)

Novamind

The following table sets forth selected financial information for Novamind for the period from incorporation to June 30, 2020 and for the three months ended September 30, 2020. Such information is derived from the financial statements of Novamind and should be read in conjunction with such financial statements. See *Schedule "C" – Financial Statements of Novamind Ventures Inc.*

	Three Months Ended September 30, 2020 (Unaudited) (C$)	**Period from Incorporation (May 22, 2019) to June 30, 2020 (Audited) (C$)**
Operating Data:		
Total revenues	873,281	-
Total expenses	1,028,997	927,975
Net income (loss) for the year	(493,614)	(856,994)
Basic and diluted income (loss) per share	(0.00)	(0.02)
Balance Sheet Data:		
Total assets	10,611,480	4,300,559
Total liabilities	5,192,187	444,447

Cedar Psychiatry and CCR

The following table sets forth selected combined financial information for Cedar Psychiatry and CCR for the period from June 20, 2019 (date of inception) to December 31, 2019, and the six months ended June 30, 2020. Such information is derived from the combined financial statements of Cedar Psychiatry and

CCR and should be read in conjunction with such financial statements. See *Schedule "C" – Financial Statements of Cedar Psychiatry and CCR.*

	Six Months Ended June 30 (Unaudited) (USD$)	**Period from inception (June 20, 2019) to December 31, 2019 (Audited) (USD$)**
Operating Data:		
Total revenues	1,277,269	785,956
Total expenses	483,977	375,799
Net income (loss) for the year	63,625	6,875
Balance Sheet Data:		
Total assets	1,495,350	1,085,656
Total liabilities	1,203,536	857,368

Dividends

The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, the financial condition of the Corporation and other factors that the Board of Directors may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future, if at all.

Foreign GAAP

This item does not apply to the Corporation.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Hinterland's MD&A for the year ended December 31, 2019, and for the three and nine month period ended September 30, 2020, are attached to this Listing Statement as *Schedule "D" – MD&A of Hinterland.* Novamind's MD&A for the period from incorporation to June 30, 2020 and three month period ended September 30, 2020, are attached hereto as *Schedule "E" – MD&A of Novamind Ventures Inc.* The consolidated MD&A of CCR and Cedar Psychiatry are attached hereto as *Schedule "G" – MD&A of CCR and Cedar Psychiatry*.

7. MARKET FOR SECURITIES

The Common Shares are currently unlisted. The Common Shares were previously listed on the TSXV, under the trading symbol "HMI" but the Corporation voluntarily delisted from the TSXV on June 3, 2019. It is expected that the Common Shares will be listed for trading on the CSE under the symbol "NM".

8. CONSOLIDATED CAPITALIZATION

The outstanding capital of the Corporation consists of:

(1) 40,200,766 Common Shares.

(2) 2,562,500 Common Shares issuable to former shareholders of Cedar Psychiatry and CCR in connection with the Cedar Acquisition. See *Item 4 – Description of the Business – History – Cedar Acquisition.*

(3) 1,879,240 Warrants entitling the holders thereof to purchase up to 1,879,240 Common Shares.

(4) 3,446,052 Options entitling the holders thereof to purchase up to 3,446,052 Common Shares.

9. OPTIONS TO PURCHASE SECURITIES

Options

Effective as of December 22, 2020, the Board of Directors has implemented a new stock option plan (the "**Option Plan**"), which will be submitted to the Shareholders for approval at the Corporation's next annual general meeting of Shareholders. The purpose of the Option Plan is to assist the Corporation in attracting, retaining and motivating directors, officers, employees, consultants and contractors (together, "**Service Providers**") of the Corporation and of its affiliates and to closely align the personal interests of such Service Providers with the interests of the Corporations and its shareholder.

The Option Plan provides that the aggregate number of securities reserved for issuance will be 10% of the number of Common Shares issued and outstanding from time to time.

The Option Plan is administered by the Board of Directors, which has full and final authority with respect to the granting of all options thereunder. Management proposes stock option grants to the Board of Directors based on such criteria as performance, previous grants, and hiring incentives.

Options may be granted under the Option Plan to such Service Providers of the Corporation and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise prices will be determined by the Board of Directors, but will, in no event, be less than the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the stock options, and (b) the date of grant of the stock options. All options granted under the Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As of the date of this Listing Statement, the following options are issued and outstanding under the Option Plan:

Persons Who Hold Options	Number of Options	Exercise Price	Expiry Date
All proposed officers and past officers of the Corporation, as a group (5 persons)	1,747,368	$0.40	December 11, 2025
All proposed directors and past directors of the Corporation who are not also proposed officers, as a group	1,073684	$0.40	December 11, 2025

Persons Who Hold Options	Number of Options	Exercise Price	Expiry Date
(3 persons)			
All other employees and past employees of the Corporation (3 persons)	325,000	$0.40	December 11, 2025
All consultants of the Issuer (3 persons)	300,000	$1.00	December 22, 2025
Total	**3,446,052**		

Restricted Share Units

Effective as of December 22, 2020, the Board of Directors has implemented a new restricted share unit plan (the "**RSU Plan**"), which will be submitted to the Shareholders for approval at the Corporation's next annual general meeting of Shareholders.

All Directors, Employees and Consultants (as defined in the RSU Plan) of the Corporation and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Participants**"), though the Corporation reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time.

Subject to certain restrictions, the Board of Directors can, from time to time, award RSUs in its discretion to any Eligible Persons. RSUs will be credited to an account maintained for each Participant on the books of the Corporation as of the award date. Each award of RSUs vests on the date(s) and/or the satisfaction of the Performance Criteria (as defined in the RSU Plan) specified by the Board of Directors on the award date, and reflected in the applicable RSU certificate.

The grant of an RSU shall entitle the Participant to the conditional right to receive for each RSU credited to the Participant's account, at the election of the Corporation, either one Common Share or an amount in cash, as determined by the Board of Directors, equal to the Market Price (as defined in the RSU Plan) of one Common Share on the Settlement Date (as defined in the RSU Plan) for each RSU credited to the Participant's account, subject to the conditions set out in the RSU Plan.

The aggregate number of common shares reserved for issuance under the RSU Plan for insiders (as a group) at any point in time may not exceed 5% of the issued and outstanding Common Shares from time to time.

As of the date of this Listing Statement, the Corporation has no RSUs issued and outstanding.

10. DESCRIPTION OF THE SECURITIES

Corporation

The Corporation's authorized share capital consists of an unlimited number of Common Shares of which 40,200,766 Common Shares are issued and outstanding as of the date hereof.

Voting Rights

At a meeting of Shareholders, each Common Share entitles the holder thereof to one vote.

Rank

The Common Shares all rank equally with respect to the payment of dividends, return of capital and distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation. In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Common Shares are entitled to participate equally, share for share, in the remaining property and assets of the Corporation available for distribution to shareholders, without preference or distinction.

Dividends

Holders of Common Shares are entitled to receive, dividends out of the assets of the Corporation legally available for the payment of dividends at such times and in such amount and form as the Board of Directors may from time to time determine and the Corporation will pay dividends thereon on a pari passu basis, if, as and when declared by the Board of Directors.

Debt Securities

The Corporation is only seeking a listing of the Common Shares and not a listing of any other securities, including but not limited to, debt securities.

Other Securities

The Corporation is only seeking a listing of the Common Shares and not a listing of any other securities, including but not limited to, other equity securities.

Modification of Terms

Provisions as to the modification of the terms of the Common Shares are contained in the OBCA.

Other Attributes

Not applicable.

Prior Sales of Corporation Common Shares and Novamind Shares

Hinterland

The following table set forth the issuances of Common Shares or securities convertible into Common Shares by Hinterland within the last twelve (12) months before the date of this Listing Statement.

Date Issued	Class of Security	Number of Securities Issued	Price Peer Security	Consideration
December 9, 2019	Secured Convertible Debentures	$58,824	(1)	(1)
December 9, 2019	2019 Warrants	1,176,480	(1)	(1)
July 13, 2020	July Convertible Debentures	$15,000	(1)	(1)
July 13, 2020	July 2020 Warrants	1,500,000	(1)	(1)
July 13, 2020	Common Shares	7,169,244(2)	(2)	(2)
December 22, 2020	Common Shares	916,640	(3)	(3)
December 22, 2020	Common Shares	38,628,749	N/A	(4)
December 22, 2020	Warrants	1,879,240	N/A	(5)
December 22, 2020	Options	3,146,052	N/A	(6)
December 22, 2020	Options	300,000	N/A	(7)
December 23, 2020	Common Shares	200,000	N/A	(8)
December 23, 2020	Warrants	200,000	N/A	(8)
December 23, 2020	Warrants	284,023	N/A	(9)

Notes:

(1) See *Item 3 – General Development of the Business – History of Hinterland – Financings*. All Secured Convertible Debentures and Debenture Warrants were converted or exercised, as applicable, in connection with the Amalgamation.

(2) Shares were issued pre-Consolidation, upon the conversion of certain Secured Convertible Debentures at a price of $0.01 per pre-Consolidation Common Share. See *Item 3 – General Development of the Business – History of Hinterland – Financings*.

(3) Issued upon the conversion of the Secured Convertible Debentures and Debenture Warrants pursuant to conversion agreements entered into between Hinterland and each of the holders, pursuant to which the former holders received 916,640 post-Consolidation Common Shares. See *Item 3 – General Development of the Business – History of Hinterland – Financings.*

(4) Post-Consolidation Common Shares issued to former Novamind Shareholders in connection with the Amalgamation. See *Item 3 – General Development of the Business – The Amalgamation*.

(5) Issued to the former holders of Novamind Broker Warrants in connection with the Amalgamation. See *Item 3 – General Development of the Business – The Amalgamation*.

(6) Issued to the former holders of Novamind Options in connection with the Amalgamation. See *Item 3 – General Development of the Business – The Amalgamation*.

(7) Options issued pursuant to scientific advisory board agreements exercisable into Common Shares at a price of $1.00 per share.

(8) Issued pursuant to a consulting agreement entered into by the Corporation at a deemed price of $1.00 per Common Share. Warrants are exercisable into Common Shares at an exercise price of $1.50 per Common Share for 24 months from the date of issuance.

(9) Issued pursuant to consulting agreements entered into by the Corporation and certain consultants. Warrants are exercisable Common Shares at an exercise price of $1.00 per Common Share for 12 months from the date of issuance to certain consultants.

Novamind

The following table sets forth the issuances of Novamind Shares or securities convertible into Novamind Shares by Novamind within the last twelve (12) months before the date of this Listing Statement.

Date Issued	Class of Security	Number of Securities Issued	Price per Security	Consideration
January 8, 2020	Novamind Broker Warrants	156,625	N/A	N/A
January 8, 2020	Novamind Shares	8,950,000	$0.10	$895,000
March 12, 2020	Novamind Broker Warrants	35,000	N/A	N/A
March 20, 2020	Novamind Broker Warrants	89,687	N/A	N/A
March 20, 2020	Novamind Shares	7,125,000	$0.10	$712,500
June 19, 2020	Novamind Broker Warrants	117,687	N/A	N/A
June 19, 2020	Novamind Shares	6,725,000	$0.10	$672,500
June 29, 2020	Novamind Broker Warrants	371,000	N/A	N/A
June 29, 2020	Novamind Shares	10,905,000	$0.10	$1,090,500
July 14, 2020	Novamind Shares	10,560,000	$0.10	$1,056,000
July 23, 2020	Novamind Shares	8,250,000	$0.10	(1)
December 11, 2020	Novamind Options	12,584,208	$0.10	N/A
November 10, 2020 – November 16, 2020	Subscription Receipts	10,000,000	$1.00	(2)
November 10, 2020 – November 16, 2020	Novamind Broker Warrants	2,362,156	$0.25	(2)
November 19, 2020	Novamind Shares	2,000,000	$0.10	(1)

Notes:

(1) Issued in connection with the Cedar Acquisition.

(2) Issued in connection with the Novamind Financing. See *Item 3 – General Development of the Business — History of Novamind — Financings*. Each Subscription Receipt was converted into four Novamind Shares immediately prior to the Amalgamation.

Stock Exchange Price

Hinterland's Common Shares were previously listed on the TSXV under the trading symbol "HMI". The Common Shares were voluntarily delisted from the TSXV on June 3, 2019.

The following table sets forth high and low trading prices and volume on the TSXV for the periods indicated.

	Trading Price ($)		**Volume**
	High	**Low**	
November 2020	N/A		
October 2020	N/A		
Q3 2020	N/A		
Q2 2020	N/A		
Q1 2020	N/A		
Q4 2019	N/A		
Q3 2019	N/A		
Q2 2019 **(1)**	0.30	0.1	338,865
Q1 2019	0.30	0.01	4,802,844
Q4 2018	0.035	0.02	2,634,672

Notes:

(1) The Common Shares were delisted from the TSXV Venture Exchange on June 3, 2019.

11. ESCROWED SECURITIES

As required under the CSE Policies, certain holders of Common Shares and Options have entered into an escrow agreement on the terms provided in NP 46-201. The securities subject to escrow will be released on scheduled periods specified in NP 46-201 for emerging issuers, that is, 10% will be released upon listing followed by six subsequent releases of 15% every six months thereafter:

Name	**Designation of Class**	**Securities to be held in Escrow (and % of the class)**
Yaron Conforti(1)	Common Shares	3,373,647 (8.4%)
	Options	361,842 (12%)
Jesse Kaplan, CFA(2)	Common Shares	3,343,333 (8.4%)
	Options	361,842 (12%)
Yisroel (Sruli) Weinreb(3)	Common Shares	2,783,333 (6.9%)
	Options	361,842 (12%)
	Common Shares	1,015,000 (2.5%)

Name	Designation of Class	Securities to be held in Escrow (and % of the class)
Charles (Chuck) Rifici, CPA, MBA[(4)]	Options	350,000 (11%)
Dr. Reid Robison, MBA[(4)]	Common Shares	1,291,250 (3.2%)
	Options	361,842 (12%)
Seneca Anderson[(5)]	Common Shares	1,291,250 (3.2%)
	Options	361,842 (12%)
Prakash Gowd	Common Shares	Nil
	Options	361,842 (12%)
Nolan Ladouceur	Common Shares	75,000 (0.2%)
	Options	300,000 (10%)

Notes:

(1) Common Shares are registered to Emmcap Corp., a corporation owned and controlled by Yaron Conforti.

(2) 2,100,000 Common Shares are registered directly to Jesse Kaplan. 1,243,333 Common Shares are registered to 2198507 Ontario Inc., a corporation owned and controlled by Jesse Kaplan.

(3) Common Shares are registered to Bay Street Mercantile Inc., a corporation owned and controlled by Yisroel Weinreb.

(4) Common Shares are registered to Chuck Rifici Holdings Inc., a corporation owned and controlled by Charles Rifici.

(5) 10,000 Common shares are registered directly to Dr. Reid Robison, and 1,281,250 Common Shares are registered to Psychosomatics, LLC, a limited liability company owned and controlled by Dr. Reid Robison, which is entitled to receive an additional 1,281,250 Common Shares issuable to former shareholders of Cedar Psychiatry and CCR in connection with Cedar Acquisition, which will also be subject to the escrow agreement. See *Item 4 – Description of the Business – History – Cedar Acquisition*.

(6) 10,000 Common shares are registered directly to Dr. Reid Robison, and 1,281,250 Common Shares are registered to Probatio, LLC, a limited liability company owned and controlled by Seneca Anderson, which is entitled to receive an additional 1,281,250 Common Shares issuable to former shareholders of Cedar Psychiatry and CCR in connection with Cedar Acquisition, which will also be subject to the escrow agreement. See *Item 4 – Description of the Business – History – Cedar Acquisition*.

Resale Restrictions

Pursuant to the terms of the Amalgamation Agreement, certain Common Shares issued pursuant to the Amalgamation are subject to voluntary hold periods commencing from the date of listing on the CSE, during which time such securities may not be transferred without the consent of the Corporation, as follows:

- Certain Common Shares held by former Novamind Shareholders' that were issued Novamind Shares at $0.02 per Novamind Share or less are subject to a hold period which will expire one year following the date of listing of the Common Shares on the CSE (the "**One Year Lock-Up**"). As of the date of this Listing Statement, the following securities of the Corporation are subject to the One Year Lock-Up:

Designation of Class Held in Escrow	Number of Securities Held in Escrow	Percentage of Class
Common Shares	13,074,999	32.5%

- Certain Common Shares held by former Novamind Shareholders' that were issued Novamind Shares at $0.05 per Novamind Share and certain Common Shares held by Hinterland shareholders are subject to a hold period which will expire four months following the date of listing of the Common Shares on the CSE (the "**Four Month Lock-Up**"). As of the date of this Listing Statement, the following securities of the Corporation are subject to the Four Month Lock-Up:

Designation of Class Held in Escrow	Number of Securities Held in Escrow	Percentage of Class
Common Shares	2,666,044	6.7%

- Certain Common Shares that were issued in connection with the Cedar Acquisition are subject to a hold period which will expire 90 days following the date of listing of the Common Shares on the CSE (the "**90 Day Lock-Up**"). As of the date of this Listing Statement, the following securities of the Corporation are subject to the 90 Day Lock-Up:

Designation of Class Held in Escrow	Number of Securities Held in Escrow	Percentage of Class
Common Shares	2,562,500	6.4%

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Corporation, no Person beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

Voting Trusts

To the knowledge of the Corporation, no voting trust exists within the Corporation such that more than 10% of any class of voting securities of the Corporation are held, or are to be held, subject to any voting trust or other similar agreement.

13. DIRECTORS AND OFFICERS

The following table lists the names, municipalities of residence of the directors and officers of the Corporation, their positions and offices held with the Corporation, their principal occupations during the past five (5) years and the number of Common Shares of the Corporation that are beneficially owned, directly or indirectly, or over which control or direction is exercised by each. Such persons were appointed to the positions indicated below immediately following the Amalgamation.

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled
Yaron Conforti (2) Toronto, Ontario, Canada	Principal of Emmcap Corp., an investor in, and advisor to, venture-stage companies	3,373,647 (8.4%)

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled
Chief Executive Officer and Director		
Jesse Kaplan, CFA (1)(3) Toronto, Ontario, Canada *Director*	Partner with Plaza Capital & Investment Banker at First Republic Capital Managing Director of Seek Capital Management and Managing Partner of Plaza Capital Limited	3,343,333 (8.3%)
Yisroel (Sruli)Weinreb (1)(4) Toronto, Ontario, Canada *Director*	President, Plaza Capital Limited and CEO of Lake Central Air Services and CEO of Findev Inc.	2,783,333 (7.0%)
Charles (Chuck) Rifici, CPA, MBA (1)(5) Ottawa, Ontario, Canada *Director*	CEO, Nesta Holding Co., Chairman, Feather Company, Chairman and former CEO, Auxly Cannabis Group.	1,015,000 (2.5%)
Dr. Reid Robison, MBA (6) Provo, Utah, USA *Chief Medical Officer, Director*	Founder and Medical Director, Cedar Psychiatry, Coordinating Investigator, MAPS, Medical Director, Centre for Change Treatment Programs, Board Member, PierianDx, Adjunct Professor, Brigham Young University and University of Utah School of Medicine	1,291,250 (3.2%)
Seneca Anderson (7) Provo, Utah, USA *Senior Vice-President, Operations*	Co-Founder, Cedar Psychiatry	1,291,250 (3.2%)
Prakash Gowd, MBA, BSc Pharm Oakville, Ontario, Canada *Senior Vice-President, Corporate Development*	Founder and President, Lobo Genetics. Executive Director, Healthcare and Biotech Equity Research, CIBC World Markets.	Nil
Nolan Ladouceur	Analyst, First Republic Capital.	75,000 (0.2%)

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled
Toronto, Ontario, Canada *Vice-President, Business Development*		
Jing Peng, CPA, CA Toronto, Ontario, Canada *Chief Financial Officer and Corporate Secretary*	Senior Financial Analyst, Marrelli Support Services Inc.	Nil

Notes:

(1) Member of the Audit Committee.

(2) Director and Officer of Novamind since September 30, 2019. Common Shares are registered to Emmcap Corp., a corporation owned and controlled by Yaron Conforti**.**

(3) Director of Novamind since September 30, 2019. 1,243,333 Common Shares are registered to 2198507 Ontario Inc., a corporation owned and controlled by Jesse Kaplan.

(4) Director and Officer of Novamind since May 22, 2019. Common Shares are registered to Bay Street Mercantile Inc., a corporation owned and controlled by Yisroel (Sruli) Weinreb.

(5) Common Shares are registered to Chuck Rifici Holdings Inc., a corporation owned and controlled by Charles Rifici.

(6) 10,000 Common Shares are registered directly to Dr. Reid Robison, and 1,281,250 Common Shares are registered to Psychosomatics, LLC, a limited liability company owned and controlled by Dr. Reid Robison, which is entitled to receive an additional 1,281,250 Common Shares issuable to former shareholders of Cedar Psychiatry and CCR in connection with Cedar Acquisition, which will also be subject to the escrow agreement. See *Item 4 – Description of the Business – History – Cedar Acquisition*.

(7) 10,000 Common Shares are registered directly to Seneca Anderson, and 1,281,250 Common Shares are registered to Probatio, LLC, a limited liability company owned and controlled by Seneca Anderson, which is entitled to receive an additional 1,281,250 Common Shares issuable to former shareholders of Cedar Psychiatry and CCR in connection with Cedar Acquisition, which will also be subject to the escrow agreement. See *Item 4 – Description of the Business – History – Cedar Acquisition*.

The terms of the foregoing director appointments shall expire at the next annual shareholder meeting.

Aggregate Ownership of Securities

As of the date of this Listing Statement, the directors, officers and promoters of the Corporation, as a group, directly or indirectly beneficially own 13,172,813 Common Shares, representing approximately 32.8% of the issued and outstanding Common Shares on an undiluted basis.

Corporate Cease Trade Orders or Bankruptcies; Penalties or Sanctions; Personal Bankruptcies

Other than as disclosed in this Listing Statement, no proposed director or officer of the Corporation or a Shareholder holding a sufficient number of Common Shares of the Corporation to affect materially the control of the Corporation:

(1) is, at the date of this Listing Statement, or has been, within 10 years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any

company, including any personal holding company of such director, chief executive officer or chief financial officer that:

(i) while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(ii) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days issued after that person ceased to be a director or executive officer and which resulted from an event that occurred while the person was acting in such capacity; or

(2) is, at the date of this Listing Statement, or has been, within 10 years before the date of this Listing Statement, a director or executive officer of any company (including the Corporation and any personal holding company of such director or executive officer) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Jing Peng, CFO of the Corporation, is also the CFO of EEStor Corporation, which was subject to a voluntary management cease trade order issued by the Ontario Securities Commission on January 29, 2020. The management cease trade order was requested by the company in connection with an anticipated delay in filing its annual financial statements, in accordance with Ontario Instrument 51-502 Temporary Exemption from Certain Corporate Finance Requirements of the Ontario Securities Commission, which was adopted for the purpose of providing certain filing and other relief to issuers in light of the challenges posted by the COVID-19 pandemic.

Jing Peng, CFO of the Corporation, is also the CFO of Captor Capital Corp., which was subject to a cease trade order as of August 7, 2019 issued by the Ontario Securities Commission pursuant to a failure to file its audited financial statements. Captor Capital Corp. was granted a full revocation of the cease trade order on November 7, 2019.

Jine Peng, CFO of the Corporation, was the CFO of Oil Optimization Inc. from October 2014 to April 2016. On May 6, 2016, the Alberta Securities Commission issued a cease trade order in respect of Oil Optimization Inc., pursuant to a failure to file its annual audited financial statements.

No proposed director of the Corporation has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Conflicts of Interest

Conflicts of interest may arise since the directors, officers and promoters of the Corporation also hold positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Corporation have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations

may arise where the directors and officers of the Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under the OBCA.

Board and Management

Brief descriptions of the biographies for all of the proposed officers and directors of the Corporation are set out below:

Yaron Conforti – Chief Executive Officer and Director – Age 41

Mr. Yaron Conforti is an entrepreneur and the Principal of Emmcap Corp., an investor in, and advisor to venture-stage companies. Mr. Conforti specializes in building high growth companies and focuses on capital raising, M&A and business development for private and public companies.

He currently serves as a Director of IM Exploration and The Hash Corporation (formerly, Senternet Phi Gamma Inc.). Mr. Conforti served as the Director and CFO of Sharc International Systems Inc. until May 3, 2017. He served as a Director of Hinterland Metals Inc. since March 4, 2019. He served as Chief Executive Officer, Chief Financial Officer of Senternet Phi Gamma Inc. until July 8, 2019. He served as Secretary of Senternet Phi Gamma Inc. until August 30, 2019. He was Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director of Amana Copper Ltd. He was Vice President of Investment Banking of NCP Northland Capital Partners Inc. He was Chief Financial Officer and Director of Gondwana Gold Inc. He was Chief Executive Officer, Chief Financial Officer, Secretary and Director of World Wide Inc. He was Chief Executive Officer, Corporate Secretary and Director of Goldbard Capital Corporation. He was President, Chief Executive Officer, Director, Secretary and Treasurer of Century Financial Capital Group Inc. He was Vice President of Corporate Development at Goldplay Exploration Ltd.

Mr. Conforti is party to an employment agreement with the Corporation which includes non-disclosure and non-solicitation provisions, bonus clauses and severance terms. Mr. Conforti is employed on a full-time basis by the Corporation.

Jesse Kaplan, CFA – Director – Age 38

Jesse Kaplan, CFA has been a partner with Plaza Capital since 2015. He is also Managing Director of Seek Capital since 2010. His career has focused on advising and investing in early-stage growth companies. This has included extensive work helping companies through the process of going public in both Canada and the United States. Jesse was previously a senior analyst at Harborview Advisors LLC, a New York based investment firm and Palladium Capital Advisors, LLC, a NASD member investment bank. He has sat on the boards of a number of public and private companies in Canada. He completed the Canadian Securities Course in 2005 and became a CFA charter holder in 2008. Mr. Kaplan holds a Bachelor of Commerce Degree from the University of Toronto.

Mr. Kaplan is party to a non-disclosure and non-competition agreement with the Corporation. It is expected that Mr. Kaplan will devote approximately 25% of his time to the business of the Corporation to effectively fulfill his duties as a director.

Yisroel (Sruli) Weinreb – Director – Age 40

Mr. Yisroel (Sruli) Weinreb is the Founder and Managing Partner of Plaza Capital Limited, a boutique merchant bank focused on early-stage investments. He also serves as the CEO of Lake Central Air Services Inc., the world's leading modification and Integration Partner for the airborne geophysical survey industry and serves as the CEO of Findev Inc. a TSXV listed real estate focused investment issuer. Prior to founding Plaza Capital in 2013, he served as the CEO of eMobile Inc. a telecom arbitrage company with a

specialization in international roaming which he co-founded in 2008. His entry into tech investments and finance was proceeded by an extended period of academic immersion with a concentration in Judaic Theology. He brings over a decade of operational and investment experience to his director role of the Corporation. He has been a Director of Findev Inc. since September 16, 2016, Agau Resources Inc., since March 21, 2018, since June 26, 2018, and The Hash Corporation since May 4, 2018. He was formerly the director of Adent Capital Corp. and Academy Explorations Ltd.

Mr. Weinreb is party to a non-disclosure and non-competition agreement with the Corporation. It is expected that Mr. Weinreb will devote approximately 10% of his time to the business of the Corporation to effectively fulfill his duties as a director.

Charles (Chuck) Rifici, CPA, MBA – Director – Age 46

Mr. Charles Rifici, B.A.Sc., also known as Chuck, has been a Director at Buzz Capital 2 Inc. since May 8, 2018 and has been a Director and CEO of Buzz Capital Inc. since Feb 15, 2017. Mr. Charles (Chuck) Rifici is the Chief Executive Officer of Nesta Holding Co. Ltd., a private equity firm focused on cannabis opportunities and serves as Executive Chairman of Feather Company Ltd. Chuck is a founder of Canopy Growth Corporation (formerly Tweed Marijuana Inc.), founder of Auxly Cannabis Group Inc. and previously served on the board of directors of Aurora Cannabis Inc., The Supreme Cannabis Company, Origin House and Meta Growth Corp. He obtained his MBA from Queen's University and holds a Bachelor of Applied Science in Computer Engineering from the University of Ottawa.

Mr. Rifici is party to a non-disclosure and non-competition agreement with the Corporation. Mr. Rifici will devote such time as is necessary and appropriate to the business of the Corporation to effectively fulfill his duties as Director, which is estimated to be approximately 10% of his time.

Dr. Reid Robison, MBA – Chief Medical Officer, Director – Age 44

Dr. Reid Robison is a board-certified psychiatrist and is a Co-Founder of Cedar Psychiatry. He is currently the coordinating investigator for the MAPS sponsored MDMA-assisted psychotherapy study of eating disorders. As an early adopter and researcher of ketamine in psychiatry, Dr. Robison led the Utah site for a pivotal IV ketamine study for TRD by Janssen Pharmaceuticals, Inc., leading up to the company's recent FDA approval of Spravato™. To date, Dr. Robison has guided thousands of ketamine therapy journeys and hundreds of Spravato™ dosing sessions. In 2005, Dr. Robison received both his Master of Business Administration and Doctor of Medicine degrees from the University of Utah. Dr. Robison was the Medical Director of the Consultation-Liaison Psychiatry Service at the Intermountain Medical Center from October 2011 to March 2012. Subsequently, he was the Chief Executive Officer of Tute Genomics from June 2012 to October 2016, when the company was acquired by PierianDx. Dr. Robison is also an adjunct professor at both the University of Utah and Brigham Young University and founded the Polizzi Free Clinic, a free mental health clinic based in Salt Lake City, Utah.

Dr. Robison is party to a non-disclosure and non-competition agreement with the Corporation. Dr. Robison will devote such time as is necessary and appropriate to the business of the Corporation to effectively fulfill his duties as Chief Medical Officer and Director, which is estimated to be approximately 50% of his time. The Corporation's Canadian address for legal service of process on its directors resident in the United States is 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

Seneca Anderson – Senior Vice-President, Operations – Age 48

Seneca Anderson is a Co-Founder of Cedar Psychiatry. Ms. Anderson began her career in business process redesign and engineering in higher education, including with New York University, Pepperdine University and the California State University system. In addition to analyzing business flow to identify process gaps and maximize efficiencies, Ms. Anderson met with stakeholders to unify and execute their vision. After

seventeen years in higher education, she transitioned her skills to building best in class behavioral health clinics in the United States. She is most well-known for maximizing set-up and design, and negotiating with insurance companies to maximize clinic reimbursement, while offering timely outpatient mental health care, including TMS, Spravato™ and ketamine-assisted psychotherapy.

Ms. Anderson is party to an employment agreement with the Corporation which includes non-disclosure and non-solicitation provisions, bonus clauses and severance terms. Ms. Anderson is employed on a full-time basis by the Corporation. The Corporation's Canadian address for legal service of process on its directors resident in the United States is 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

Prakash Gowd – Senior Vice-President, Corporate Development – Age 56

Prakash Gowd is an Advisor to Lobo Genetics, a company which he co-founded in May 2018, and where he played key roles in business strategy, raising capital, team building, and business development. He is a consultant and advisor to life science companies in the areas of strategic business analysis and strategy, corporate and business development, financing and capital markets. Mr. Gowd held several senior healthcare equity research roles with CIBC World Markets from 2015 to 2018, National Bank Financial from 2006 to 2008, and Canaccord Capital from 2001 to 2006, where he conducted extensive scientific and business analysis, communicated investment recommendations, and helped finance numerous biotechnology and medical device companies. From 2010 to 2013, he served as Audit Chair and board director of Isotechnika Pharma Inc., a TSX-listed drug development company. He held progressively responsible positions at GlaxoSmithKline in marketing and new product development from 1995 to 2001, and was a senior pharmaceuticals consultant at the P/S/L Consulting Group from 1992 to 1995. Prakash holds an MBA from McGill University, a BSc Pharmacy from the University of British Columbia, and a Chartered Director designation.

Mr. Gowd is party to an employment agreement with the Corporation which includes non-disclosure and non-solicitation provisions, bonus clauses and severance terms. Mr. Gowd is employed on a full-time basis by the Corporation.

Nolan Ladouceur – Vice-President, Business Development – Age 25

From July 2018 to September 2019, Nolan Ladouceur was an analyst at First Republic Capital, a boutique Canadian investment bank, where he financed early-stage growth companies with debt and equity private placements. Mr. Ladouceur is a level III candidate in the CFA Program. In 2017, he graduated from Dalhousie University where he majored in finance and earned a Bachelor of Commerce. In 2016, he completed the Canadian Securities Course.

Mr. Ladouceur is party to an employment agreement with the Corporation which includes non-disclosure and non-solicitation provisions, bonus clauses and severance terms. Mr. Ladouceur is employed on a full-time basis by the Corporation.

Jing Peng – Chief Financial Officer and Corporate Secretary – Age 44

Mr. Peng is a Canadian Chartered Professional Accountant. He has worked in public accounting for the past 10 years providing financial services primarily to junior exploration companies. Mr. Peng has acted as CFO and director for other Canadian reporting issuers. In addition, since December 2010, Mr. Peng has been the senior financial analyst at Marrelli Support Services, a well-respected supplier of accounting and reporting services. Mr. Peng was a senior accountant at MSCM LLP and KPMG LLP. Mr. Peng holds a Master's degree in Management and Professional Accounting from the Rotman School of Management, University of Toronto.

Mr. Peng is party to a non-disclosure and non-competition agreement with the Corporation. Mr. Peng will devote such time as is necessary and appropriate to the business of the Corporation to effectively fulfill his duties as Chief Financial Officer and Corporate Secretary, which is estimated to be approximately 20% of his time or such greater or lesser amount of time as is necessary for recurring issuer compliance obligations and on an a on-call basis for financial and non-financial services requested from the CEO and the Board of Directors.

Board Committees

The board of directors of the Corporation has one standing committee, being the Audit Committee. A copy of the Audit Committee's Charter of the Corporation is available under the Corporation's SEDAR profile at www.sedar.com.

The Audit Committee will oversee the retention, performance and compensation of the Corporation's independent auditors, and oversee and establish procedures concerning systems of internal accounting and control. The Audit Committee will be comprised of the following individuals:

Member	Financial Literacy
Jesse Kaplan, CFA	Financially Literate
Yisroel (Sruli) Weinreb	Financially Literate
Charles (Chuck) Rifici, CPA, MBA	Financially Literate

Notes

(1) Charles (Chuck) Rifici will be the Chair of the Audit Committee.

14. CAPITALIZATION

The following chart is with respect to the Common Shares:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully-diluted)
Public Float				
Total outstanding (A)	**40,200,766**	**48,088,558**	**100%**	**100%**
Held by Related Persons or employees of the Corporation or Related Person of the Corporation, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Corporation (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Corporation upon exercise or conversion of other securities held) (B)	13,172,813	18,881,365	32.8%	39.3%
Total Public Float (A-B)	27,027,953	29,207,193	67.2%	60.7%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	19,018,857	24,727,409	47.3%	51.4%
Total Tradeable Float (A-C)	**21,181,909**	**23,361,149**	**52.7%**	**48.6%**

Public Securityholders (Registered)

Common Shares of the Corporation		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0

Common Shares of the Corporation		
Size of Holding	**Number of holders**	**Total number of securities**
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	174	**26,859,345**
Total:	**174**	**26,859,345**

Public Securityholders (Beneficial)

Common Shares of the Corporation		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	514	7,332
100 – 499 securities	52	7,436
500 – 999 securities	47	19,427
1,000 – 1,999 securities	17	15,007
2,000 – 2,999 securities	9	14,316
3,000 – 3,999 securities	5	11,441
4,000 – 4,999 securities	4	18,572
5,000 or more securities	178	26,934,422
Total:	**826**	**27,027,953**

Non-Public Securityholders (Registered)

Common Shares of the Corporation		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	7	13,172,813
Total:	**7**	**13,172,813**

Convertible/Exchangeable Securities

The following are details for any securities convertible or exchangeable into Common Shares:

Description of Security	Number of convertible/exchangeable securities	Number of listed securities issuable upon conversion/exchange
Warrants[(1)] Exercise Price: $0.40 Expiry Date: January 8, 2022	156,625	156,625 Common Shares
Warrants[(1)] Exercise Price: $0.40 Expiry Date: March 12, 2022	35,000	35,000 Common Shares
Warrants[(1)] Exercise Price: $0.40 Expiry Date: March 20, 2022	89,687	89,687 Common Shares
Warrants[(1)] Exercise Price: $0.40 Expiry Date: June 19, 2022	117,687	117,687 Common Shares
Warrants[(1)] Exercise Price: $0.40 Expiry Date: June 29, 2022	370,999	370,999 Common Shares
Options Exercise Price: $0.40 Expiry Date: December 11, 2025	3,146,052	3,146,052 Common Shares
Options Exercise Price: $1.00 Expiry Date: December 22, 2025	300,000	300,000 Common Shares
Warrants Exercise Price: $25.00 Expiry Date: August 17, 2021	31,000	31,000 Common Shares
Warrants Exercise Price: $25.00 Expiry Date: September 7, 2021	3,680	3,680 Common Shares
Warrants[(1)] Exercise Price: $1.00 Expiry Date: December 22, 2023	590,539	590,539 Common Shares
Warrants Exercise Price: $1.00 Expiry Date: December 23, 2022	284,023	284,023 Common Shares
Warrants Exercise Price: $1.50 Expiry Date: December 23, 2023	200,000	200,000 Common Shares

Notes:

(1) Issued in exchange for the Novamind Broker Warrants.

Other Listed Securities

The Corporation does not have any other Common Shares reserved for issuance that are not included in section 14.

15. EXECUTIVE COMPENSATION

In this section "Named Executive Officer" (an "**NEO**") means each individual who acted as chief executive officer of a corporation, or acted in a similar capacity, for any part of the most recently completed financial year (a "**CEO**"), each individual who acted as chief financial officer of a corporation (a "**CFO**"), or acted in a similar capacity, for any part of the most recently completed financial year and the most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the corporation at the end of the most recently completed financial year.

During the financial year ended December 31, 2019, the Corporation had 5 NEOs, being Mark Fekete, former CEO and director, and Ingrid Martin, former CFO, Michael Lerner, former CEO, Claude Ayache, former CFO, and Binyomin Posen, former CEO, CFO and director.

During the financial period from incorporation on May 22, 2019, to June 30, 2020, Novamind had one NEO, being Yaron Conforti, CEO and Director.

Compensation Discussion and Analysis

The Corporation's executive compensation is intended to be consistent with the Corporation's business plans, strategies and goals, including the preservation of working capital. The Corporation's executive compensation program is intended to provide appropriate compensation that permits the Corporation to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Corporation. The Corporation's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

Executive compensation is intended to provide appropriate compensation that permits the Corporation to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Corporation. The Corporation's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Corporation has adopted an Option Plan to assist the Corporation in attracting, retaining and motivating directors, officer, employees, consultants and contractors of the Corporation and of its affiliates and to closely align the personal interests of such service providers with the interests of the Corporation and the Shareholders. As of the date of this Listing Statement, the Corporation has granted 3,446,052 Options. See *Item 9 - Options to Purchase Securities - Options*.

The Corporation also has an RSU Plan in place. Pursuant to the terms of the RSU Plan, Common Shares will be issued to the holders of RSUs upon vesting, subject to the terms of the RSU Plan. As of the date of this Listing Statement, the Corporation has no RSUs issued and outstanding. See *Item 9 - Options to Purchase Securities – Restricted Share Units*.

Summary of Compensation

The following table is a summary of compensation incurred to the Named Executive Officers for the Corporation's financial years ended December 31, 2019, and 2018:

Table of Compensation Excluding Compensation Securities								
Name & Principal Position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Option-based Awards ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other Compensation(2)($)**	**Total Compensation ($)**
Mark Fekete, former President and CEO[1]	2019	Nil	Nil	Nil	Nil	Nil	54,000	54,000
	2018	27,500	Nil	Nil	Nil	Nil	Nil	27,500
Ingrid Martin, former CFO[2]	2019	Nil	Nil	Nil	Nil	Nil	32,400	32,400
	2018	25,222	Nil	Nil	Nil	Nil	Nil	25,222
Michael Lerner, former CEO[3]	2019	66,138	Nil	Nil	Nil	Nil	Nil	66,138
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Claude Ayache, former CFO and director[4]	2019	36,653	Nil	Nil	Nil	Nil	Nil	36,653
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Binyomin Posen, former CEO, CFO and director[5]	2019	10,000	Nil	Nil	Nil	Nil	Nil	10,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
(1) Mr. Mark Fekete resigned on January 18, 2019.
(2) Ms. Martin resigned on January 18, 2019.
(3) Mr. Lerner resigned on March 4, 2019.
(4) Mr. Claude Ayache resigned on June 1, 2020.
(5) Mr. Binyomin Posen resigned immediately after the Amalgamation.

Subsequent to the completion of the Amalgamation, the Corporation anticipates it will have three NEOs earning greater than $150,000 for the year ended June 30, 2021, being Yaron Conforti, CEO, Dr. Reid Robison, Chief Medical Officer and Seneca Anderson, Senior Vice-President, Operations.

Mr. Conforti is expected to receive an annual salary of $250,000. The Corporation has the sole discretion to increase the base salary annually or on some other basis, based on personal and corporate achievements and the overall financial performance of the Corporation by reference to key performance indicators to be established by the Board of Directors annually in consultation with Mr. Conforti. In addition, upon termination without cause, Mr. Conforti is entitled to a severance payment equal to a lump sum payment of one (1) year base salary.

Ms. Anderson is expected to receive an annual salary of $225,000 USD, and may from time to time receive a discretionary bonus payment or stock award. In addition, upon termination without cause, Ms. Anderson is entitled to a severance payment equal to a lump sum payment of six (6) months plus one additional month

of pay in lieu of notice for every completed year of service, up to a maximum of twelve (12) total months of salary.

Dr. Robison is expected to receive an annual salary of $300,000 USD, and may from time to time receive a discretionary bonus payment or stock award. In addition, upon termination without cause, Dr. Robison is entitled to a severance payment equal to a lump sum payment of six (6) months plus one additional month of pay in lieu of notice for every completed year of service, up to a maximum of twelve (12) total months of salary.

Incentive Plan Awards

There were no outstanding share-based awards or option-based awards held by the Named Executive Officers as at December 31, 2019, and no incentive plan awards were vested in or earned by the Named Executive Officers during the year ended December 31, 2019.

Termination and Change of Control Benefits

Other than as disclosed herein, the Corporation has no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in a Named Executive Officer's responsibilities.

Director Compensation

The Corporation does not compensate its directors in their capacities as such, although directors of the Corporation may be granted incentive stock options from time to time and may be reimbursed for their expenses incurred in connection with their services as directors and certain directors may be compensated for services as consultants or experts.

The Corporation has no pension plan or arrangement for cash compensation or non-cash compensation to the other directors of the Corporation except stock options.

Novamind

The following table is a summary of compensation paid to the Named Executive Officer of Novamind for the period from incorporation on May 22, 2019, to June 30, 2019:

Table of Compensation Excluding Compensation Securities								
Name & Principal Position	**Year ended June 30**	**Salary, consulting fee, retainer or commission ($)**	**Option-based Awards ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other Compensation(2) ($)**	**Total Compensation ($)**
Yaron Conforti(1), CEO and Director	2019	$30,000	Nil	Nil	Nil	Nil	Nil	$30,000

Notes:
(1) Mr. Conforti was paid a consulting fee of $10,000 per month plus HST for the months October to December 2019.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the executive officers, directors or employees or any former executive officers, directors or employees of the Corporation or any proposed nominee for election as a director of the Corporation or Novamind or any of their respective associates is or has been indebted to the Corporation or Novamind or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation and Novamind.

17. RISK FACTORS

An investment in the Common Shares involves a substantial risk of loss. You should carefully consider these risk factors, together with all of the other information included in this Listing Statement, before you decide to purchase Common Shares of the Corporation. The occurrence of any of the following risks could materially adversely affect the Corporation's business, financial condition or operating results. In that case, the trading price of the Common Shares could decline, and you may lose part or all of your investment. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with the Corporation's operations. There may be other risks and uncertainties that are not known to the Corporation or that the Corporation currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

An investment in securities of the Corporation should only be made by persons who can afford a significant or total loss of their investment.

Revenue is largely reliant on payments received from government and third-party payors

For the year ended December 31, 2019, the majority of the Corporation's revenues (over 80%) came from third-party private health insurance payors. These payors generally reimburse the Corporation for the services rendered to insured patients based upon contractually determined rates. These commercial payors are under significant pressure to control healthcare costs. In addition to limiting the amounts they will pay for the services we provide their members, commercial payors may, among other things, impose prior authorization and concurrent utilization review programs that may further limit the services for which they will pay and shift patients to lower levels of care and reimbursement. These actions may reduce the amount of revenue we derive from commercial payors.

A small portion of the Corporation's revenue is derived from government healthcare programs. For the year ended December 31, 2019, the Corporation's subsidiary Cedar Psychiatry derived approximately 5% of its revenue from Medicare. Government payors in the United States generally reimburse the Corporation on a fee-for-service basis based on predetermined reimbursement rate schedules. As a result, we are limited in the amount we can record as revenue for our services from these government programs, and if we have a cost increase, we typically will not be able to recover this increase. In addition, the federal government and many state governments, are operating under significant budgetary pressures, and they may seek to reduce payments for services such as those we provide. Government payors also tend to pay on a slower schedule. If governmental entities reduce the amounts they will pay for our services, or if they elect not to continue paying for such services altogether, or if a total or partial repeal of the Patient Protection and the Affordable Care Act results in a significant contraction of the number of individuals covered by state Medicaid programs, our business, financial condition or results of operations could be adversely affected.

Regulatory Risks

The business and activities of the Corporation will be heavily regulated in all jurisdictions where it will carry on business. The proposed activities of the Corporation will be subject to various laws, regulations and guidelines by governmental authorities, including, but not limited to, the FDA. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over the activities of the Corporation, including the power to limit or restrict business activities as well as impose additional disclosure requirements on the Corporation's products and services. The Corporation's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the provision of its services. The Corporation cannot predict the impact of the compliance regime that is implemented for the United States psychedelics industry. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Corporation.

Although the operations of the Corporation are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Corporation's ability to conduct business in the jurisdictions and industries in which it currently operates or intends to operate. Amendments to current laws and regulations governing the Corporation's current and/or intended operations, more stringent implementation thereof or other unanticipated events could have a material adverse impact on the business, financial condition and operating results of the Corporation.

Permits and Licenses

The Corporation believes it currently has all permits and licences that are necessary to carry on our business. We may require additional licences or permits in the future and there can be no assurance that we will be able to obtain all such additional licences and permits. In addition, there can be no assurance that any existing licences and permits will be renewable if and when required or that such existing licences and permits will not be revoked.

Changes in Laws, Regulations and Guidelines

The Corporation's operations will be subject to various laws, regulations, guidelines and licensing requirements in the United States, the Netherlands, Canada and potentially other jurisdictions. Although the Corporation is expected to comply with all such laws, any changes to such laws, regulations, guidelines and policies due to matters beyond the control of the Corporation could have a material adverse effect on the Corporation's business, results of operations and financial condition.

General Healthcare Regulations

Healthcare service providers in the United States are subject to various government regulations and licensing requirements and, as a result, the Corporation's businesses operate in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond the business' control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition and results of operations of the business. In addition, the Corporation could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations, or financial performance of the Corporation.

Limited Operating History

Novamind was incorporated and began carrying on business in May of 2019. The Corporation is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Corporation will be successful in achieving a return on Shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Reliance on Physicians and other Healthcare Professionals

The Corporation relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unable or unwilling to provide these services in the future, this would cause interruptions in the Corporation's business until these services are replaced. As such, vacancies and disabilities relating to the Corporation's current medical staff may cause interruptions in the Corporation's business and result in lower revenues. As the Corporation expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain medical physicians in the United States and this may affect the Corporation's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations.

Confidentiality of Personal and Health Information

The Corporation and its employees and consultants have access, in the course of their duties, to the personal information of clients of the Corporation and specifically their medical histories. The Corporation's operations located in the United States are subject to HIPAA and other privacy regulations. HIPAA contains standards relating to the transmission, privacy and security of health information by healthcare providers and healthcare plans. The Health Information Technology for Economic and Clinical Health Act ("**HITECH Act**"), passed as part of the American Recovery and Reinvestment Act of 2009, represented a significant expansion of the HIPAA privacy and security laws. HIPAA generally does not preempt state law. Therefore, because many states have privacy laws that provide more stringent privacy protections than those imposed by HIPAA, the Corporation must address privacy issues under those state laws as well. In addition to HIPAA and the HITECH Act, the Corporation is also subject to federal laws and regulations governing patient records involving substance abuse treatment, as well as other federal privacy laws and regulations. There can be no assurance that the Corporation's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Corporation's employees or arm's length third parties. If a client's privacy is violated, or if the Corporation is found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

Insurance and Uninsured Risks

The Corporation's business is subject to a number of risks and hazards generally. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability. Although the Corporation maintains and intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with its operations. The Corporation may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Losses from these events may cause the Corporation to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Business Exposure to New Clinical Modalities

The use of psychedelics in the treatment of medical conditions is relatively new. The Corporation currently uses ketamine, off-label, in specific mental health treatment protocols. In the future, as new psychedelics are approved for use, the Corporation also intends to incorporate them into its practices. However, no assurance can be given that such new psychedelics will become available for use, and no assurance can be given that the Corporation will be successful in the long term in building its business through new clinical modalities.

Dependence on Suppliers and Skilled Labour

The Corporation's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and the Corporation may incur significant costs to attract and retain them. The ability of the Corporation to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to sufficient medications, skilled labour and equipment. No assurances can be given that the Corporation will be successful in maintaining its required supply of medication, skilled labour and equipment. This could have an adverse effect on the financial results of the Corporation.

Difficulty to Forecast

The Corporation must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the psychedelics industry. A failure in the demand for its services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Corporation.

Management of Growth

The Corporation may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Corporation to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Corporation to deal with this growth may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects.

Business Development and Expansion Risks

As part of our business strategy, we may pursue acquisitions of complementary businesses or assets, investments in other companies, joint ventures, partnerships or other strategic relationships. There are no assurances that our business development efforts will generate any of our contemplated benefits, and any transaction we pursue may negatively impact our operating results, dilute our shareholders' ownership or negatively impact our financial statements.

Requirement for Additional Financing

The continued development of the Corporation will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of the current business strategy. There can be no assurance that additional financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation. In addition, from time to time, the Corporation may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Corporation's debt levels. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and

other financial and operational matters, which may make it more difficult for the Corporation to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Share Dilution

The Corporation may issue equity securities to finance its activities, including future acquisitions. If the Corporation was to issue additional equity securities, existing holders of such securities may experience dilution in their holdings. Moreover, when the Corporation's intention to issue additional equity securities becomes publicly known, the Corporation's share price may be adversely affected.

Liquidity

The Corporation cannot predict at what prices the Corporation's Common Shares will trade, and there can be no assurance that an active trading market in the Corporation will develop or be sustained. Final approval of the CSE has not yet been obtained. There is a significant liquidity risk associated with an investment in the Corporation.

Litigation

The Corporation may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Corporation becomes involved be determined against the Corporation, such a decision could adversely affect the Corporation's ability to continue operating and the market price for the Common Shares and could consume significant resources. Even if the Corporation is involved in litigation and wins, litigation can redirect significant resources of the Corporation**.**

The Effects of Health Epidemics (Including the Global COVID-19 Pandemic)

The Corporation's business could be materially and adversely affected by the risks, or the public perception of the risks, related to the outbreak of COVID-19. The risk of a pandemic, or public perception of the risk, could cause temporary or long-term disruptions to the Corporation's services. "Shelter-in-place" or other such orders by governmental entities could also disrupt the Corporation's operations if employees who cannot perform their responsibilities from home are not able to report to work, or if the Corporations clinics are forced to close.

The further spread of COVID-19, which has caused a broad impact globally, may materially affect the Corporation economically. A widespread pandemic could result in significant disruption of global financial markets, reducing the Corporation's ability to access capital, which could in the future negatively affect liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Corporation's business and the value of its common stock.

The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Corporation's business, operations and financial performance will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada, the United States, and other countries, changes to the regulatory regimes under which we operate, the effectiveness of actions taken in Canada and other countries to contain and treat the disease and whether Canada and additional countries are required to move or return to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

Depending on the severity of the pandemic in specific geographies COVID-19 may impair the delivery of mental healthcare services. In-person treatments could be delayed or canceled, while other services, including psychotherapy, may be delivered online via telepsychiatry technologies. COVID-19's economic

consequences have created historic levels of unemployment, which could limit many American's abilities to pay for psychiatric services.

Economic Dependence

The Corporation's activities and resources are located in the state of Utah and are expected to continue to be located in Utah for the foreseeable future. Adverse regulatory changes or developments affecting the Corporation's services or subjects of research could have a material and adverse effect on the Corporation's ability to conduct its operations. As a result, the Corporation will be economically dependent on the ongoing regulatory requirements of and ongoing changes to the United State's legal regime with respect to the use of psychedelic substances in the treatment of medical conditions.

Risks Associated with the Regulated Psychedelics Industry

The Corporation's business activities rely on newly established and/or developing laws and regulations, relating to the regulated psychedelics industry. These laws and regulations are rapidly evolving and subject to change with minimal notice. The psychedelics industry may come under the scrutiny or further scrutiny of the FDA or the CSE. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any proposals will become law. The regulatory uncertainty surrounding the Corporation's industry may adversely affect the business and operations of the Corporation, including without limitation, the costs to remain compliant with applicable laws and the impairment of its ability to raise additional capital, which could reduce, delay or eliminate any return on investment in the Corporation.

The Corporation proposes to (i) develop psychedelic-assisted psychotherapy protocols, and (ii) expand its network of mental health clinics. Psychedelic-assisted therapy is a new and emerging industry with substantial existing regulations and uncertainty as to future regulations. There is no assurance the Corporation will be able to derive meaningful revenue from its investment in psychedelic therapy development, or to pursue that business to the extent currently proposed.

In addition, there would be no assurance that the psychedelic market and industry would continue to exist and grow as anticipated or function and evolve in a manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the psychedelic industry and market could have a material adverse effect on the Corporation's business, financial conditions and results of operations.

Risks related to the Truffles Industry

The Corporation has a substantial investment in Synthesis Institute, which operates in the truffles industry in the Netherlands. The truffles industry is relatively nascent and the Corporation cannot predict the impact of the ever-evolving compliance regime in respect of this industry. The impact of compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of Synthesis Institute's markets, its business and products, and sales initiatives and could have a material adverse effect on the business, financial condition and operating results of the Synthesis Institute.

Unfavourable Publicity or Consumer Perception Towards Psychedelics

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the psychedelics industry. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Corporation's psychedelic-assisted psychotherapy business.

Risks Associated with the Medical Cannabis Market

Cannabis is illegal under United States federal law. However, medical cannabis is legal is certain states, including Utah. The Corporation, through Cedar Psychiatry, is licensed to prescribe medical cannabis, in compliance with local and state legislation. Although it is not a focus of the practice at Cedar Psychiatry, medical cannabis is being prescribed by clinic specialists for the treatment of selected PTSD patients.

Entry Bans into the United States

Entry to the United States is granted at the sole discretion of Customs and Border Protection ("**CBP**") officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a foreign national. Business or financial involvement in the cannabis industry in Canada or in the United States could also be reason enough for CBP officers to deny entry. On September 21, 2018, CBP released a statement outlining its position with respect to enforcement of the laws of the United States, which stated that Canada's legalization of cannabis will not change CBP enforcement of United States laws regarding controlled substances and because cannabis continues to be a controlled substance under United States law, working in or facilitating the proliferation of the cannabis industry in the United States or Canada may affect admissibility to the United States On October 9, 2018, CBP released an additional statement regarding the admissibility of Canadian citizens working in the legal cannabis industry. CBP stated that a Canadian citizen working in or facilitating the proliferation of the legal cannabis industry in Canada coming into the United States for reasons unrelated to the cannabis industry will generally be admissible to the United States; however, if such person is found to be coming into the United States for reasons related to the cannabis industry, such person may be deemed inadmissible. Employees, directors, officers, managers and investors of companies involved in business activities related to cannabis in the United States or Canada (such as the Corporation), who are not United States citizens, face the risk of being barred from entry into the United States for life. If any of the Corporation's directors, officers and employees are determined to be inadmissible to enter the United States, this could have a negative impact on the Corporation's ability to operate in the United States.

Competition

The Corporation faces competition from other companies, some of which have longer operating histories and more financial resources, industry, and marketing experience than the Corporation. Other healthcare facilities provide behavioral and other mental health and CRO services comparable to those offered by our facilities in each of the geographical areas in which we operate. If our competitors are better able to attract patients, recruit and retain physicians and other healthcare professionals, expand services or obtain favorable managed care contracts at their facilities, we may experience a decline in patient volume and our results of operations may be adversely affected. Additionally, there is potential that the industry will undergo consolidation, creating larger companies that may have increased geographic scope and other economies of scale. Increased competition by larger and better-financed competitors with geographic and other structural advantages could materially and adversely affect the proposed business, financial condition and results of operations of the Corporation. Because of the early stage of the industry in which the Corporation operates, the Corporation expects to face additional competition from new entrants.

Market Unpredictability

Because the psychedelics industry is in an early stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding whether to invest in the Corporation and, few, if any, established corporations whose business model the Corporation can follow or upon whose success the Corporation can build. Accordingly, investors will have to rely on their own estimates in deciding whether to invest in the Corporation. There can be no assurance that the Corporation's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. The Corporation regularly purchases and follows market research, however, as a new company in this competitive market, the Corporation has

limited insight into trends that may develop and affect its business. The Corporation may make errors in predicting and reacting to relevant economic and currency-related trends, which could harm its business.

Fraudulent or Illegal Activity

The Corporation is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Corporation that violate government regulations. It is not always possible for the Corporation to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Corporation to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Corporation from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Corporation, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Corporation's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Corporation's operations, any of which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

Reliance on Information Technology Systems and Cyberattacks

The Corporation has entered into agreements with third parties for hardware, software, telecommunications and other information technology ("**IT**") services in connection with its operations. The Corporation's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Corporation's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Corporation's reputation and results of operations.

The Corporation has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Corporation will not incur such losses in the future. The Corporation's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. Further, although we carry property and business interruption insurance, the coverage may not be adequate to compensate for all losses that may occur in the event of system downtime or failure.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. In particular, certain of the directors and officers of the Corporation are involved in managerial and/or director positions with other companies whose operations may, from time to time, be in direct competition with those of the Corporation. Conflicts, if any, will be subject to the procedures and remedies available under the OBCA. In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Corporation and, if the conflict involves a director, the director will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases, the Corporation will establish a special committee of independent directors to review a matter in which several directors, or Management, may have a conflict. In accordance with the provisions of the OBCA the directors and

officers of the Corporation are required to act honestly in good faith, with a view to the best interests of the Corporation.

Internal Controls

Effective internal controls are necessary for the Corporation to provide reliable financial reports and to help prevent fraud. Although the Corporation will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Corporation under Canadian securities laws, the Corporation cannot be certain that such measures will ensure that the Corporation will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Corporation's results of operations or cause it to fail to meet its reporting obligations. If the Corporation or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Corporation's consolidated financial statements and materially adversely affect the trading price of the Common Shares.

Supply Risk

We require commercial scale and quality manufactured pharmaceutical drugs such as ketamine to be available for clinical use. If we do not have a commercial-grade drug supply when needed, we may need to delay patient treatments, and our business operations could suffer significant harm. If we are subject to quality, cost or delivery issues with the preclinical and clinical-grade materials supplied by contract manufacturers or if we do not have commercial drug supply available when needed for clinical trials, our regulatory and commercial progress may be delayed, and we may incur increased product development costs. This may have a material adverse effect on our business, financial condition and prospects, and may delay marketing of the product.

Stock Price Volatility

The market price of the Corporation, when public, may be subject to wide price fluctuations. The market price of the Corporation's shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Corporation and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects, general economic conditions, legislative changes, community support for the medical psychedelics industry and other events and factors outside of the Corporation's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Corporation's shares.

Limited Market for Securities

Upon completion of the Amalgmation, the Common Shares will be listed on the CSE, however, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Corporation.

18. PROMOTERS

Other than the below, no person or company is or has been within the two years immediately preceding the date of this Listing Statement a promoter of the Corporation.

Name and principal position	Number and percentage of voting securities of the Corporation (1)	Share-based awards (C$)	Option-based awards(2)	Nature and amount of services received by the Corporation
Yaron Conforti *CEO and Director*	3,373,647 (8.4%)	None	361,842	Full time service as CEO of the Corporation and, prior to the Amalgamation, Novamind

(1) Common Shares are registered to Emmcap Corp., a corporation owned and controlled by Yaron Conforti.

(2) Issued 361,842 Options exercisable into Common Shares at a price of $0.40 per Common Share.

19. LEGAL PROCEEDINGS

Legal Proceedings

To the knowledge of the management of the Corporation, there are no actual or contemplated material legal proceedings to which the Corporation is a party.

Regulatory Actions

The Corporation is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Corporation entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Corporation's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out elsewhere in this Listing Statement, none of the directors or executive officers of the Corporation, any person who has direct or indirect beneficial ownership of, or who exercises control or direction over, more than 10% of the Common Shares, or any associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, that has materially affected the Corporation or Novamind or any of their respective subsidiaries.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The auditor of the Corporation is Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at 1500 – West Pender Street, Vancouver, BC V6E 4G1.

Prior to the completion of the Amalgamation, the auditor of Hinterland was Stern & Lovrics LLP, Chartered Professional Accounts, located at 1210 Sheppard Ave East (Suite 302), Toronto, ON M2K 1E3.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Marrelli Trust Company Limited at its office located in Vancouver, British Columbia.

22. MATERIAL CONTRACTS

During the course of the two years prior to the date of the Listing Statement, the Corporation and Novamind have entered into the following material contracts, other than contracts entered into in the ordinary course of business:

(1) the Stock Purchase Agreement dated July 22, 2020, among Novamind, Psychosomatics, LLC and Probatio, LLC (see *Item 3 – General Development of the Business – History of Novamind – Cedar Acquisition*);

(2) the Amalgamation Agreement (see *Item 3 – General Development of the Business - The Amalgamation*); and

(3) the Escrow Agreement (see *Item 11 – Escrowed Securities*).

Special Agreements

This section is not applicable to the Corporation.

23. INTEREST OF EXPERTS

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Corporation or of an Associate or Affiliate of the Corporation and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the corporation or of an Associate or Affiliate of the Corporation and no such person is a promoter of the corporation or an Associate or Affiliate of the Corporation.

Stern & Lovrics LLP, Chartered Professional Accountants, who audited the financial statements of Hinterland for each of the years ended December 31, 2019, and 2018, are independent of the Corporation.

Dale Matheson Carr-Hilton LaBonte LLP, who audited the financial statements of Novamind for the period from incorporation on May 22, 2019, to June 30, 2020, and the combined financial statements of Cedar Psychiatry and CCR for the years ended December 2018 and 2019, are independent of Novamind, Cedar Psychiatry and CCR in accordance with the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Corporation, or their respective securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Corporation and its respective securities.

25. FINANCIAL STATEMENTS

Schedule "A" contains a *pro forma* consolidated statement of financial position of the Corporation as at September 30, 2020, after giving effect to the Amalgamation as if it had been completed on that date.

Schedule "B" contains the audited financial statements of Hinterland for the years ended December 31, 2019, and 2018 and the unaudited interim financial statements of Hinterland for the nine-month period ended September 30, 2020.

Schedule "C" contains the consolidated audited financial statements of Novamind for the period from incorporation on May 22, 2019, to June 30, 2020 and the unaudited interim financial statements of Novamind for the three month period ended September 30, 2020.

Schedule "D" contains the MD&A of Hinterland for the years ended December 31, 2019, and 2018 and the MD&A of Hinterland for the nine month period ended September 30, 2020.

Schedule "E" contains the MD&A of Novamind for the period from incorporation on May 22, 2019, to June 30, 2020 and the three month period ended September 30, 2020.

Schedule "F" contains the audited combined financial statements of Cedar Psychiatry and CCR for the period from inception on June 20, 2019, to December 31, 2019 and the unaudited combined interim financial statements of Cedar Psychiatry and CCR for the six month period ended June 30, 2020.

Schedule "G" contains the MD&A of Cedar Psychiatry and CCR for the period from incorporation on June 20, 2019, to June 30, 2020.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Novamind Inc., hereby applies for the listing of the above-mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Novamind Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario this 30th day of December, 2020.

"Yaron Conforti "

Yaron Conforti
Chief Executive Officer and Director

"Jing Peng"

Jing Peng, CPA, CA
Chief Financial Officer

"Yisroel (Sruli) Weinreb"

Yisroel (Sruli) Weinreb
Director

"Charles Rifici"

Charles (Chuck) Rifici, CPA, MBA
Director

"Yaron Conforti "

Yaron Conforti
Promoter

CERTIFICATE OF NOVAMIND VENTURES INC.

The foregoing contains full, true and plain disclosure of all material information relating to Novamind Ventures Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario this 30th day of December, 2020.

"Yaron Conforti"

Yaron Conforti
Chief Executive Officer and Director

"Reid Robison"

Reid Robison
Chief Medical Officer and Director

"Yisroel (Sruli) Weinreb"

Yisroel (Sruli) Weinreb
Secretary and Director

"Jesse Kaplan"

Jesse Kaplan
Director

SCHEDULE "A"

PRO FORMA FINANCIAL STATEMENTS

NOVAMIND INC.
(FORMERLY HINTERLAND METALS INC.)

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

September 30, 2020

Novamind Inc.
(formerly Hinterland Metals Inc.)
Pro Forma Consolidated Statements of Financial Position
As at September 30, 2020
(Unaudited)

	Hinterland Metals Inc. September 30, 2020	Novamind Ventures Inc. September 30, 2020	Pro forma adjustments	Notes	Pro forma consolidated September 30, 2020
	$	$	$		$
ASSETS					
Current					
Cash	217,283	2,308,252	9,209,461	2(b)(c)	11,734,996
Accounts receivable	-	353,693			353,693
Commodity tax refundable	24,680	-			24,680
Marketable securities	193,856	213,662			407,518
Prepaid expenses	91	4,002			4,093
Non-current					
Convertible debenture receivable	-	1,424,913			1,424,913
Interest receivable	-	81,038			81,038
Equipment	-	116,672			116,672
Right of-use-asset	-	3,709,346			3,709,346
Intangible	-	851,196			851,196
Goodwill	-	1,548,706			1,548,706
	435,910	**10,611,480**	**9,209,461**		**20,256,851**
LIABILITIES					
Current					
Accounts payable and accrued liabilities	98,623	472,343	125,000	2(a)	695,966
Due to related parties	-	469,406			469,406
Convertible debenture obligation	392,197	-	(392,197)	2(c)	-
Government loan payable	-	1,389			1,389
Loans payable to related party	-	53,356			53,356
Lease liabilities	-	355,925			355,925
Income taxes payable	-	7,728			7,728
Non-current					
Deferred tax liability	-	220,000			220,000
Government loan payable	-	195,052			195,052
Lease liabilities	-	3,416,988			3,416,988
	490,820	5,192,187	(267,197)		5,415,810
SHAREHOLDERS' EQUITY					
Share capital	5,553,709	6,147,548	219,206	2(c)	
			29,082	2(c)	
			(5,801,997)	2(a)	
			1,372,017	2(a)	
			8,961,396	2(b)	
			200,000	2(e)	
			200,000	2(g)	16,880,961
Shares to be issued	-	943,125	(200,000)	2(e)	743,125
Reserves	1,335,858	162,179	(27,009)	2(c)	
			(29,082)	2(c)	
			(1,279,767)	2(a)	
			338	2(a)	
			448,065	2(b)	
			132,437	2(f)	
			117,882	2(g)	
			142,050	2(h)	1,002,951
Accumulated other comprehensive income	-	(10,451)			(10,451)
Deficit	(6,944,477)	(1,823,108)	6,944,477	2(a)	
			(1,360,068)	2(a)	
			(132,437)	2(f)	
			(317,882)	2(g)	
			(142,050)	2(h)	(3,775,545)
	(54,910)	5,419,293	9,476,658		14,841,041
	435,910	**10,611,480**	**9,209,461**		**20,256,851**

The accompanying notes are an integral part of the pro forma consolidated financial statements

1. BASIS OF PREPARATION

The accompanying unaudited pro-forma consolidated financial statements of Novamind Inc. (formerly Hinterland Metals Inc.) ("Hinterland" or the "Company") have been prepared illustrate the impact of the acquisition of Novamind Ventures Inc. ("Novamind") by Hinterland.

It is management's opinion that these unaudited consolidated pro forma financial statements include all adjustments necessary for the fair presentation of the transactions described herein and are in accordance with International Financial Reporting Standards ("IFRS") applied on a basis consistent with the Company's accounting policies. These pro forma consolidated financial statements are not intended to reflect the financial position of the Company that would have actually resulted had the transactions been affected on the dates indicated above. Actual amounts recorded upon consummation of the transactions will differ from those recorded in these unaudited pro forma consolidated financial statements and the differences may be material.

Accounting policies used in the preparation of the unaudited consolidated pro forma financial statements are consistent with those used in the audited financial statements of Novamind for the period from May 22, 2019 (date of incorporation) to June 30, 2020 and the unaudited interim consolidated financial statements for the period ended September 30, 2020. The unaudited pro forma consolidated financial statements should be read in conjunction with the audited financial statements for the period from May 22, 2019 (date of incorporation) to June 30, 2020 and notes included therein and the unaudited interim consolidated financial statements for the period ended September 30, 2020 and notes included therein, of Novamind.

These unaudited pro forma consolidated financial statements include an unaudited pro forma consolidated statement of financial position as at September 30, 2020 combining the unaudited interim statement of financial position of Hinterland as of September 30, 2020 and the unaudited interim consolidated statement of financial position of Novamind as of September 30, 2020, respectively.

2. PRO FORMA TRANSACTIONS AND ADJUSTMENTS

The following are the pro forma assumptions and adjustments relating to the Transaction.

a) On November 12, 2020, the Company entered into a business combination agreement with Novamind, a private company incorporated under the Ontario Business Corporation Act on May 22, 2019, pursuant to which the Company acquired all issued and outstanding common shares of Novamind on the basis of one post-consolidated Hinterland common share for every four common shares of Novamind (the "Transaction"). The Transaction was structured as a three-cornered amalgamation pursuant to which Novamind amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for acquiring 100% of the outstanding common shares of Novamind, Hinterland issued 38,628,749 post-consolidated common shares to the shareholders of Novamind (including securities issued in connection with the Financing (as defined below)).

   As a result of the share exchange between Hinterland and Novamind described above, the former shareholders of Novamind acquired control of the Company. Accordingly, the acquisition is accounted for as a reverse takeover of Hinterland, Hinterland does not constitute a business as defined under IFRS 3 Business Combination. The Merger is accounted for under IFRS 2 Share-Based Compensation. As Novamind is deemed to be the accounting acquirer for accounting purposes, its assets, liabilities and operations are included in the financial statements at their historical carrying value.

2. PRO FORMA TRANSACTIONS AND ADJUSTMENTS - CONTINUED

The assets and liabilities of Hinterland assumed on the recapitalization are as follows:

Assets acquired		
Cash	$	17,283
Marketable securities		193,856
Commodity tax refundable		24,680
Prepaid expenses		91
Liabilities assumed		
Accounts payable and accrued liabilities		(98,623)
Net assets	$	137,287

The net assets of Hinterland of $137,287 assumed on the recapitalization are added to share capital. The Company also recorded listing fees of $1,360,068 as recapitalization costs to share capital.

Consideration of shares	$	1,372,017
Fair value of warrants		338
Fair value of vested options		-
Legal and transaction costs		125,000
Total consideration and costs		1,497,355
Less net assets acquired		137,287
Listing expenses	$	1,360,068

The fair value of 1,372,017 issued common shares of the Company was estimated using $1.00 per share.

The Company will be deemed to have assumed 31,000 share purchase warrants exercisable at a price of $25 per share expiring on August 17, 2021 and 3,680 share purchase warrants exercisable at a price of $25 per share expiring on September 7, 2021. The fair value of share-purchase warrants was $338 estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.23%
Estimate life	0.88 to 0.94 years
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

Concurrent with the closing of the Transaction the Company granted 300,000 options exercisable at $1.00 for a period of five years. The options \vest one year after the grant date and $nil has been recorded relating to the vesting of the options. The fair value of the options was estimated at $261,080 using the Black Scholes valuation model with the following assumptions:

Risk-free interest rate	0.42%
Estimate life	5 years
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

2. PRO FORMA TRANSACTIONS AND ADJUSTMENTS - CONTINUED

b) On November 16, 2020, Novamind completed a private placement offering of 10,000,000 subscription receipts at $1.00 per unit for gross proceeds of $10,000,000 (the "Financing"). Each subscription receipt was automatically exercised into four (4) Novamind common shares prior to the closing of the Transaction and such Novamind common shares were then exchanged for post-consolidated common shares of Hinterland pursuant to the Transaction on the basis of one post-consolidation Hinterland share for each four Novamind shares.

In connection with the Financing, Novamind paid cash finders' fees of $590,539 and issued 2,362,156 broker warrants exercisable at $0.25 for a period of three years. Pursuant to the Transaction, the broker warrants were converted into 590,539 post-consolidated warrants of the Company exercisable at $1.00 per share. The fair value of the broker warrants was estimated at $448,065 using the Black Scholes valuation model with the following assumptions:

Risk-free interest rate	0.30%
Estimate life	3 years
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

c) Concurrent with the Transaction, the Company settled all of the outstanding convertible debenture obligation of $392,197 and the outstanding 11,147,060 debenture warrants through the issuance of 916,640 post-consolidated common shares of the Company and a cash payment of $200,000. The convertible debenture convertible feature of $27,009 and the corresponding warrant reserves of $29,082 was reallocated to share capital.

d) Prior to closing of the Transaction, the Company effected a 25:1 share consolidation of its outstanding common shares and warrants, resulting in 455,377 common shares and 34,680 warrants outstanding. All references to shares and warrants in these pro forma financial statements have been retroactively restated to reflect the consolidation.

e) On November 19, 2020, Novamind issued 2,000,000 common shares relating to the acquisition of Cedar Psychiatry Inc. and Cedar Clinical Research Inc. (the "Cedar Acquisition") and $200,000 of shares to be issued was reallocated to share capital. Pursuant to the Transaction, the common shares were exchanged for 500,000 common shares of Hinterland.

f) On December 11, 2020, Novamind granted 12,584,208 options exercisable at $0.10 for a period of five years. Pursuant to the Transaction, the options were converted into 3,146,052 options of Hinterland at an exercise price $0.40 for a period of five years. The options will vest as follows: 25% vest 6 months from the grant date, 25% vest 12 months from the grant date, 25% vest 18 months from the grant date and 25% 24 months from the grant date. As of the date of these pro-forma consolidated financial statements, $132,437 in share-based compensation was recorded in relation to the vesting of these options. The fair value of the options was estimated at $2,896,120 using the Black Scholes valuation model with the following assumptions:

Risk-free interest rate	0.44%
Estimate life	5 years
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

g) On December 23, 2020, Hinterland issued 200,000 common shares and 200,000 share purchase warrants pursuant to a consulting agreement. The fair value of the common shares was estimated at $200,000 based on the price of the Novamind Financing. The share purchase warrants are exercisable into common shares of Hinterland at an exercise price of $1.50 per Common Share for 24 months from the date of issuance. The fair value of the share purchase warrants was estimated at $117,882 using the Black Scholes valuation model with the following assumptions:

Risk-free interest rate	0.22%
Estimate life	2 years
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

h) On December 23, 2020, Hinterland issued 284,023 share purchase warrants pursuant to consulting agreements. The share purchase warrants are exercisable into common shares of Hinterland at an exercise price of $1.00 per Common Share for 12 months from the date of issuance. The fair value of the share purchase warrants was estimated at $142,050 using the Black Scholes valuation model with the following assumptions:

Risk-free interest rate	0.16%
Estimate life	1 year
Expected volatility	135%
Expected dividend yield	0%
Forfeiture rate	0%

3. SHARE CAPITAL

Authorized – unlimited common shares without par value.

Share capital in the unaudited consolidated pro forma financial statements is comprised of the following:

	Number of Shares	Share Capital	Reserves	Note
		$	$	
Hinterland's balance as at September 30, 2020	455,377	5,553,709	1,335,858	2(d)
Novamind's balance as at September 30, 2020	28,128,749	6,147,548	162,179	
Conversion of Hinterland's convertible debenture obligation and debenture warrants	916,640	248,288	(56,091)	2(c)
Reversal of Hinterland's balance as of closing of the Transaction	-	(5,801,997)	(1,279,767)	2(a)
Recapitalization of Hinterland's share capital	-	1,372,017	338	2(a)
Novamind's private placement	10,000,000	8,961,396	448,065	2(b)
Issuance of shares pursuant to the Cedar Acquisition	500,000	200,000	-	2(e)
Novamind's options granted	-	-	132,437	2(f)
Share and warrant issuance pursuant to a consulting agreement	200,000	200,000	117,882	2(g)
Warrant issuance pursuant to a consulting agreement	-	-	142,050	2(h)
	40,200,766	16,880,961	1,002,951	

SCHEDULE "B"

HINTERLAND FINANCIAL STATEMENTS

HINTERLAND METALS INC.
FINANCIAL STATEMENTS
DECEMBER 31, 2019 AND 2018

HINTERLAND METALS INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2019

CONTENTS

Management's Responsibility

To the Shareholders of Hinterland Metals Inc.:

The accompanying financial statements of Hinterland Metals Inc. ("Corporation") have been prepared by, and are the responsibility of the Corporation's management.

The financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**") that have been incorporated into Canadian Generally Accepted Accounting Principles ("**CGAAP**") and reflect management's best estimates and judgments based on information currently available. In the opinion of management, the accounting practices utilized are appropriate in the circumstances and the financial statements fairly reflect the financial position and results of operations of the Corporation within reasonable limits of materiality

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safe-guarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors ("**Board**") is composed primarily of directors who are neither management nor employees of Hinterland Metals Inc. and the Audit Committee is comprised of independent directors. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management, and with the external auditor. The Board is also responsible for recommending the appointment of the external auditor of Hinterland Metals Inc.

/s/ "*Binyomin Posen*"
Binyomin Posen
Chief Executive Officer

/s/ "*Claude Ayache*"
Claude Ayache
Chief Financial Officer

Toronto
April 23, 2020

Stern & Lovrics LLP
Chartered Professional Accountants

Samuel V. Stern, BA, CPA, CA
George G. Lovrics, BComm, CPA, CA

Nazli Dewji, BA, CPA, CMA

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Hinterland Metals Inc.

Opinion

We have audited the financial statements of Hinterland Metals Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2019, and the consolidated statements of loss and comprehensive loss, shareholders equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matter

The financial statements for the year ended December 31, 2018 were audited by another auditor who expressed an unmodified opinion on those financial statements on April 29, 2019.

1210 Sheppard Avenue East, Suite 302, Toronto, Ontario M2K 1E3 Tel: (416) 499-8848 Fax: (416) 491-5301

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
April 23, 2020

Chartered Professional Accountants
Licensed Public Accountants

HINTERLAND METALS INC.
STATEMENTS OF FINANCIAL POSITION
(All Amounts are in Canadian Dollars)

As at December 31,	2019	2018
ASSETS		
Cash	$ 54,052	$ 62,857
Marketable securities	47,637	30,237
Mining tax credits and government grants	—	50,583
Commodity tax refundable	54,048	3,148
Prepaid expenses	2,066	5,536
	$ 157,803	$ 125,497
LIABILITIES		
Accounts payable and accrued liabilities (Note 6)	$ 164,847	$ 329,459
Convertible debenture obligation (Note 7)	366,755	—
	531,602	329,459
SHAREHOLDERS' EQUITY		
Share capital (Note 8)	5,474,130	5,474,130
Contributed surplus and other items (Note 9)	1,332,277	1,279,767
Accumulated deficit	(7,180,206)	(6,957,859)
	(373,799)	(203,962)
	$ 157,803	$ 125,497

Nature of Organization (Note 1)

Approved on behalf of the board of directors:

/s/ "*Binyomin Posen*"
Binyomin Posen, Director

/s/ "*Yaron Conforti*"
Yaron Conforti, Director

HINTERLAND METALS INC.
STATEMENTS OF SHAREHOLDERS' EQUITY
(All Amounts are in Canadian Dollars)

	Number of Common Shares	Capital Stock	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, January 1, 2018	4,226,958	$ 5,469,130	$ 1,279,767	$ (6,165,495)	$ 583,402
Issuance of common shares	25,000	5,000	—	—	5,000
Net loss and comprehensive loss	—	—	—	(792,364)	(792,364)
Balance, December 31, 2018	4,251,958	$ 5,474,130	$ 1,279,767	$ (6,957,859)	$ (203,962
Balance, January 1, 2019	4,251,958	$ 5,474,130	$ 1,279,767	$ (6,957,859)	$ (203,962)
Issuance of convertible debentures & warrants	—	—	52,510	—	52,510
Net loss and comprehensive loss	—	—	—	(222,347)	(222,347)
Balance, December 31, 2019	4,251,958	$ 5,474,130	$ 1,332,277	$ (7,180,206)	$ (373,799)

HINTERLAND METALS INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(All Amounts are in Canadian Dollars)

For the years ended December 31,	2019	2018
EXPENSES		
Administrative expenses (Note 11)	$ 10,423	$ 21,613
Management fees (Note 11)	76,138	120,700
Mineral exploration	5,484	9,885
Professional fees (Note 11)	145,611	98,318
Regulatory fee	33,685	38,470
Travel	—	8,155
Gain on disposition of exploration properties	(70,000)	(83,648)
Write-off of exploration and evaluation assets	—	504,284
Write down of exploration and evaluation assets	—	34,468
Operating loss	(201,341)	(752,245)
Accretion expense of convertible debenture	(9,265)	—
Change in value of marketable securities	(1,000)	(40,119)
Interest expenses	(5,041)	—
Realized loss on sale of marketable securities	(5,700)	—
NET LOSS AND COMPREHENSIVE LOSS	$ (222,347)	$ (792,364)
Basic & diluted net loss per share	$ (0.05)	$ (0.19)
Weighted average number of common shares outstanding (Note 14)		
Basic & Diluted	4,251,958	4,231,700

HINTERLAND METALS INC.
STATEMENTS OF CASH FLOWS
(All Amounts are in Canadian Dollars)

For the years ended December 31,	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss and comprehensive loss for the year	$ (222,347)	$ (792,364)
Non-cash expenses:		
Non-cash interest charges	9,265	—
Realized loss on sale of marketable securities	5,700	—
Change in value of marketable securities	1,000	40,119
Gain on sale of exploration and evaluation assets	(45,000)	(83,647)
Write-off of exploration and evaluation assets	—	504,283
Write down of exploration and evaluation assets	—	34,468
	(251,382)	(297,141)
Net change in operating assets and liabilities		
Commodity tax refundable	(50,900)	(23,105)
Prepaid expenses	3,470	(614)
Accounts payable and accrued liabilities	(140,893)	230,301
CASH FLOWS USED IN OPERATING ACTIVITIES	(439,705)	(90,559)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan advancement	410,000	—
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	410,000	—
CASH FLOWS FROM INVESTING ACTIVITIES		
Disposal of marketable securities	20,900	90,668
Acquisition of exploration and evaluation assets	—	(27,307)
Disposal of exploration and evaluation assets	—	25,000
Mining tax credits and government grants cashed	—	50,583
CASH FLOWS PROVIDED BY INVESTING ACTIVITIES	20,900	138,944
NET (DECREASE) INCREASE IN CASH	(8,805)	48,385
CASH - Beginning of the year	62,857	14,472
CASH - End of the year	$ 54,052	$ 62,857
NON-CASH FINANCING ACTIVITY		
Shares received on disposition of exploration and evaluation Assets (Note 5)	$ 45,000	$ 74,000
Issuance of Convertible Debentures and Warrants	52,510	—
Common shares on exploration and evaluation assets	—	5,000
Exploration and evaluation assets included in accounts payable and accrued liabilities	—	14,554

1. Nature of Organization

Description of the Business
Hinterland Metals Inc. (the "**Corporation**" or "**Hinterland**"), incorporated under the Canada Business Corporations Act, is a junior mining exploration company operating in Canada. To date, the Corporation has not earned revenues.

The common shares of the Corporation are listed and posted for trading on the TSX Venture, under the trading symbol "HMI".

The registered office of the Corporation is 3081, Third Avenue, Whitehorse, Yukon, Canada Y1A 4Z7. The principal place of business is 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9.

On March 4, 2019, shareholders approved the consolidation of common shares of the Corporation on a basis of 10 old common shares for 1 new common share (Note 8).

2. Going Concern and Presentation

Statement of Compliance
These financial statements of the Corporation have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**").

These financial statements were approved and authorized for issue by the Board of Directors on April 23, 2020.

Going Concern of Operations
These financial statements have been prepared on a going concern basis, which assumes the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2019, the Corporation has not generated any revenues from operations, has working capital deficit of $373,799 (December 31, 2018 - $203,962) and an accumulated deficit of $7,180,206 (December 31, 2018 - $6,957,859). The Corporation has generally incurred losses since inception and the ability of the Corporation to continue as a going concern depends upon its ability to raise adequate financing and/or to achieve profitable operations These financial statements do not include adjustments to amounts and classifications of assets and liabilities might be necessary should the Corporation be unable to continue as a going concern.

The Corporation will periodically have to raise additional funds to execute its business plan and meet operating costs and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These factors indicate the existence of material uncertainties that may cast significant doubt upon the Corporation's ability to continue as a going concern.

Should the Corporation no longer be able to continue as a going concern, certain assets and liabilities may require restatement on a liquidation basis which may differ materially from the going concern basis.

Basis of Measurement
These financial statements have been prepared under the historical cost convention, modified, where applicable, by the measurement at fair value of selected financial assets and financial liabilities.

Functional and Presentation Currency
These financial statements are presented in Canadian dollars, which is the Corporation's functional currency. Transactions during the years were converted at the average exchange rate for the year and year-end balance sheet amounts were converted at the exchange rate as at that date.

3. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Exploration and Evaluation Expenditures
Pre-exploration Costs
Pre-exploration costs are expensed in the year in which they are incurred.

Acquisition Costs
The fair value of all consideration paid to acquire an exploration and evaluation asset is capitalized, including amounts paid under option agreements. Consideration may include cash, loans or other financial liabilities, and equity instruments including common shares and share purchase warrants.

Exploration and Evaluation Expenditures
Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("**E&E**") are of mining properties less refundable tax credits and credits on duties related to these expenses are recognized as E&E assets. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

The Corporation may occasionally enter into farm-out arrangements, whereby the Corporation will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Corporation. The Corporation does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Corporation, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off in the statement of loss and comprehensive loss.

The Corporation assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

As the Corporation currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.
Mining tax credits and government grants receivable
The Corporation is entitled to a refundable tax credit for resources for mining companies on qualified exploration expenditures incurred. The exploration tax credits have been applied against the exploration costs incurred based on estimate made by management.

Furthermore, the Corporation is entitled to a refundable credit on duties for losses. This refundable credit on duties for losses is applicable on exploration costs incurred in the Province of Quebec. The credit on duties has been applied against the exploration cost incurred based on estimate made by management.

The Corporation records these tax credits when there is reasonable assurance with regards to collections and assessments and that the Corporation will comply with the conditions associated to them.

3. Summary of Significant Accounting Policies – continued

Impairment of exploration and evaluation assets
At least once a year, the carrying amounts of the Corporation's assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment reviews for E&E assets are carried out on a project by project basis, with each project representing a potential single cash generating unit. Additionally, when technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the E&E assets of the related mining property are tested for impairment before these items are transferred to property and equipment. The impairment loss is the amount by which the asset's cash-generating unit's carrying amount exceeds its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of comprehensive income.

When an impairment loss subsequently reverses when it is justified by a change of circumstances, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the asset in prior years. A reversal of an impairment loss is recognized in the statement of comprehensive income.

An impairment loss is charged to the statement of loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive loss/income.

Financial Instruments
Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to receive cash flows and benefits related to the financial asset expire or if the Corporation transfers the control or substantially all the risks and rewards of ownership of the financial asset or transfers the significant risks and rewards, along with the unconditional ability to sell or pledge the asset to another party. Financial liabilities are derecognized when obligations under the contract are discharged, cancelled or expired.

Financial assets and liabilities are off-set and the net amount is reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Upon initial recognition, financial instruments are measured at fair value net of transaction cost (when applicable) and classified as either amortized cost, fair value through profit or loss ("**FVTPL**") or fair value through other comprehensive income ("**FVOCI**").

Financial assets
Financial assets that meet the following conditions are subsequently measured at amortized cost less impairment loss (except for financial assets that are designated as at fair value through profit or loss on initial recognition using the effective interest method):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

3. Summary of Significant Accounting Policies – continued

Amortized cost and effective interest method ("**EIM**")
The Corporation's cash fall into this category of financial instruments.

Financial assets at fair value through profit or loss ("**FVTPL**")
Financial assets that are held within a different business model other than "hold to collect" or "hold to collect and sell" are categorised at FVTPL and are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit or loss. The net gain or loss recognized in profit or loss is included in the change in value of marketable securities line item. Fair value of marketable securities is based on the last bid price on the stock market at the end of the period.

The Corporation's marketable securities fall into this category of financial instruments.

Impairment of Financial Assets
Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Corporation has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to the statement of loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive loss/income.

Financial Liabilities
The Corporation classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired.

Fair value through profit or loss – this category is comprised of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Corporation classifies warrant payable and conversion feature of convertible debt as fair value through profit and loss.

Other financial liabilities – items in this category are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The Corporation classifies its accounts payable and accrued liabilities, customer points liability, contingent performance share obligation and convertible debt as other financial liabilities.

Financial Instruments

The Company adopted all of the requirements of IFRS 9 Financial Instruments on November 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

3. Summary of Significant Accounting Policies – continued

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("**FVTPL**"), at fair value through other comprehensive income (loss) ("**FVTOCI**") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original Classification IAS 39	New Classification IFRS 9
Cash	Loans and receivables	FVTPL
Accounts receivable	Amortized cost	Amortized cost
Accounts payable	Amortized cost	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on January 1, 2018.

(ii) Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

3. Summary of Significant Accounting Policies – continued

(iii) Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition
Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Provision and Contingent Liabilities
Provisions are recognized when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Corporation and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes, decommissioning, restoration and similar liabilities, or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted when the time value of money is significant.

The Corporation's operations are governed by government environment protection legislation. Environmental consequences are difficult to identify in terms of amounts, timetable and impact. As of the reporting date, management believes that the Corporation's operations are in compliance with current laws and regulations.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination.

At December 31, 2019 and 2018, the Corporation had no material provisions. All provision, if any, are reviewed at each reporting date and adjusted to reflect the current best estimate.

3. Summary of Significant Accounting Policies – continued

Share Capital
Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs. In addition, if shares were issued as consideration for the acquisition of a mineral property or some other form of non-monetary assets, they were measured at their fair value according to the quoted price on the day of the conclusion of the agreement.

Contributed Surplus
The Corporation measures the fair value of options and warrants issued using the Black-Scholes option-pricing model. The fair value of each option or warrant is estimated based on their respective issuance dates taking into account volatility, expected life, the dividend rate, and the risk-free interest rate. The fair value of warrants issued in conjunction with an offering is charged to share issue costs with an offsetting amount recorded to contributed surplus. The fair value of warrants exercised is recorded as share capital, and the fair value of any expired warrants is recorded as contributed surplus general account.

Flow-through Placements
Issuance of flow-through units represents in substance an issue of ordinary shares and the sale of the right to tax deductions to the investors. When the flow-through units are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the statement of financial position. The proceeds received from flow-through placements are allocated between shares, warrants and other liabilities using the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance, then to warrants according to their fair value at the date of issuance and the residual proceeds are allocated to other liabilities. The fair value of the warrants is determined using the Black-Scholes valuation model. The liability component recorded initially on the issuance of shares is reversed on renouncement of the right to tax deductions to the investors and when eligible expenses are incurred and recognized in profit or loss in reduction of deferred income tax expense.

Other Elements of Equity
Deficit includes all current and prior period retained profits or losses.

Equity-settles Share-based Payments
The Corporation operates equity-settled share-based payment plans for its eligible directors, employees and consultants. None of the Corporation's current plans feature any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payments are measured at their fair values, unless that fair value cannot be estimated reliably. If the Corporation cannot estimate reliably the fair value of the goods or services received, the Corporation shall measure their value indirectly by reference to the fair value of the equity instruments granted. For the transactions with employees and others providing similar services, the Corporation measured the fair value of the services received by reference to the fair value of the equity instruments granted.

All equity-settled share-based payments, except warrants, are ultimately recognized as an expense in the profit or loss or capitalized as an exploration and evaluation asset, depending on the nature of the payment with a corresponding credit to contributed surplus, within shareholders' equity. Equity-settled share-based payments to brokers, in respect of an equity financing are recognized as issuance costs of the equity instruments with a corresponding credit to stock options and or warrants respectively, within shareholders' equity.

3. Summary of Significant Accounting Policies – continued

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior period if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs, as well as the related compensation cost previously recorded as contributed surplus, are credited to share capital.

Deferred Financing Costs
Financing costs related to the Corporation's proposed financing are recorded as deferred financing costs. These costs will be deferred until the proposed financing is completed, at which time the costs will be charged against the proceeds received. If the proposed financing does not close, the costs will be charged to the statements of operations and comprehensive loss at such time as the financing is no longer contemplated.

Incremental costs incurred in respect of raising capital are charged against equity or debt proceeds raised. Costs associated with the issuance of common share are charged to capital stock upon the raising of equity. Costs associated with the issuance of debt are amortized using the effective interest method over the life of the debt.

Income Tax
Income tax comprises current and deferred taxes. Income tax is recognized in the statements of loss and comprehensive loss, except to the extent that it relates to items recognized directly in equity, in which case, the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the reporting year, using tax rates enacted, or substantively enacted, at the end of the reporting year.

Deferred tax is determined based on the temporary differences between the carrying value and the tax basis of the assets and liabilities. Any change in the net amount of deferred income tax assets and liabilities is included in the statement of loss and comprehensive loss. Deferred income tax assets and liabilities are determined based on enacted or substantively enacted tax rates and laws which are expected to apply to the Corporation's taxable income for the year in which the assets and liabilities will be recovered or settled. Deferred income tax assets are recognized when it is probable that there will be sufficient taxable income against which to utilize the benefits of the temporary differences.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Basic and diluted loss per share
Basic earnings per share is calculated by dividing the net income attributable to shareholders of the Corporation by the weighted average number of shares outstanding during the year.

3. Summary of Significant Accounting Policies – continued

Diluted earnings per share is determined by adjusting the net income attributable to shareholders and the weighted average number of shares outstanding, adjusted for the dilutive effects of all convertible securities and granted incentive stock options and warrants, issued and outstanding, if any. No effect has been given to the potential exercise of stock options and warrants in the calculation of diluted net earnings (loss) per share if the effect would be anti-dilutive. Stock options and warrants have a dilutive effect only when the average market price per common share during the period exceeds the exercise price.

Furthermore, when calculating diluted loss per share, an entity shall assume the exercise of dilutive options and warrants of the Corporation. The assumed proceeds from these instruments shall be regarded as having been received from the issue of ordinary shares at the average market price of ordinary shares during the period. The diluted loss per share is equal to the basic loss per share as a result of the anti-dilutive effect of the outstanding options and warrants as explained in Note 14.

Segmental reporting
The Corporation presents and discloses segmental information based on information that is regularly reviewed by the Chief Executive Officer ("**CEO**") and the Board of Directors. The CEO and the Board of Directors have joint responsibility for allocating resources and assessing performance. The Corporation has determined that there was only one operating segment being the sector of exploration and evaluation of mineral resources.

Accounting standards issued and adopted early
IFRS 16 Leases
On January 1, 2019, the Corporation adopted IFRS 16 which specifies how an IFRS reporter recognizes, measures, presents and discloses leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The Corporation does not have any material lease agreements as at December 31, 2019. Adoption of this standard did not have a material impact on the Corporation's consolidated financial statements.

Management anticipates that all of the pronouncements will be adopted in the Corporation's accounting policies for the first period beginning after the effective date of the pronouncement. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Corporation's financial statements.

4. Significant Accounting Policies, Judgements and Estimation Uncertainty

***Critical Judgments and Estimates*:**
The preparation of the financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of income and expenses during the year. Actual results may differ from these estimates.

In making estimates, the Corporation relies on external information and observable conditions where possible, supplemented by internal analysis as required. Those estimates and judgments have been applied in a manner consistent with the prior year and there are no known trends, commitments, events or uncertainties that the Corporation believes will materially affect the methodology or assumptions utilized in making those estimates and judgments in the financial statements. The areas involving greater judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed separately.

Changes to estimates and assumptions may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of these financial statements and the reported amounts of revenue and expenses during the years. Actual results could also differ from those estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Going Concern
Management has made an assessment of the Corporation's ability to continue as a going concern and is satisfied that the Corporation has the resources to continue in business for the foreseeable future. The findings considered by management are disclosed in Note 2.

Fair Value of Financial Instruments
The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Title to exploration and evaluation assets
Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Corporation's title. Such properties may be subject to prior agreements or transfers and such title may be affected by undetected defects.

Recoverability of exploration and evaluation assets
The application of the Corporation's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Corporation, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of loss and comprehensive loss when the new information becomes available.

4. Significant Accounting Policies, Judgements and Estimation Uncertainty – continued

Impairment of exploration and evaluation assets
Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and assumptions in many cases.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating units must be estimated.

In assessing impairment, the Corporation must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recovered from either future exploitation or sale when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Corporation's capacity to obtain financial resources necessary to complete the evaluation and development and to renew permits. Estimates and assumptions may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available. See Note 5 for the exploration and evaluation assets impairment analysis.

Mining tax credits and government grants receivable
The calculation of the Corporation's refundable tax credit on qualified exploration expenditure incurred and refundable tax credit involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a notice of assessment has been issued by the relevant taxation authority and payment has been received. Difference arising between the actual results following final resolution of some of these items and the assumptions made could necessitate adjustments to the refundable tax credit, exploration and evaluation assets, and income tax expense in future periods. See note 3 for more information.

Share-Based Payment Transactions
The Corporation measures the cost of share-based payment transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate of the share option. The assumptions and models used for estimating fair value for share-based payment transactions are determined at the time of the granting of such share-based compensation.

Recognition of deferred income tax assets and measurement of income tax expense
Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

Convertible Debenture
The calculation of convertible debenture and its equity portion and the accretion expenses on convertible debenture requires estimate of the effective interest rate which is based on the Corporation's incremental borrowing rate for a loan of similar terms but without the conversion feature. Any changes to this estimate can significantly affect the amortized cost of the convertible debenture, the equity portion of the convertible debenture and the accretion expenses of the convertible debenture.

5. Exploration and Evaluation Assets

Details of exploration and evaluation assets for 2018;

	Quebec	Ontario	New Brunswick	Total
Balance, January 1, 2018	$ 535,722	$ —	$ —	$ 535,722
Acquisitions of mining rights:				
Staking and maintenance fees	13,382	—	—	13,382
Share issued to vendors	5,000	—	—	5,000
	18,382	—	—	18,382
Net Additions for 2018	18,382	—	—	18,382
Disposals	(15,352)	—	—	(15,352)
Write-off during the year	(504,284)	—	—	(504,284)
Write down during the year	(34,468)	—	—	(34,468)
Balance, December 31, 2018 and 2019	$ —	$	$ —	$ —

There were no investments in exploration and evaluation assets during 2019.

Chilton Cobalt (Quebec)
On February 27, 2017, the Corporation sold a 100% interest in the Chilton Cobalt property to CBLT Inc. ("**CBLT**") (previously known as Green Swan Capital Corp.) for 150,000 units. Each unit is composed of one share of CBLT and one share purchase warrant exercisable at $0.10 up to March 3, 2019. The 150,000 shares were valued at $16,500 (based on the closing price on the day of the Exchange approval). A gain on sale of $13,313 was accounted for in 2017. The Corporation had retained a 2% NSR on the property. CBLT has the right to purchase half of this NSR for $1 million.

Fenelon (Quebec)
In 2018, the Corporation acquired a 100% undivided interest in the Fenelon Property situated in the James Bay Territory of Quebec in exchange for 25,000 common shares at a deemed value of $5,000 and $2,000 in cash in an arm's length transaction. The property is subject to a 1% NSR. The Fenelon Property is comprised of 23 claims, covering an area of approximately 1,275 hectors. All costs in this property have been written off as at December 31, 2018. In March 2020, the Corporation sold its interest in Fenelon and Guyberry for $7,936.

Guyberry (Quebec)
The Corporation holds a 100% undivided interest in the Guyberry property located in the Guyenne and Berry townships, 95 km northwest of Val-d'Or. All costs in this property have been written off as at December 31, 2018. In March 2020, the Corporation sold its interest in Fenelon and Guyberry for $7,936.

James Bay (Quebec)
The Corporation holds a 100% undivided interest in four properties in the James Bay area of Quebec, Nakami, Sakami North, Dunite and Auclair. All costs in this property have been written down as at December 31, 2018.

Lockout (Quebec)
The Corporation retained a 2% NSR on this property of which half of this NSR may be purchased by Beaufield Resources Inc. for $1 million, in addition to the right of first refusal on the remaining 1%.

5. Exploration and Evaluation Assets - continued

Mozart (Quebec)
The Corporation holds a 100% interest in the Mozart property located 60 km northeast of Val-d'Or, Quebec. The property is subject to a 2.5% net smelter returns royalty ('**NSR**"). The Corporation has the right to purchase 1.5% of the NSR for $1 million and has a right of first refusal on the remaining 1%. All costs in this property have been written off as at December 31, 2018.

In March 2020, the Corporation sold its interest in Mozart for $3,000.

Skyfall (Quebec)
In April 2017, the Corporation staked the Skyfall Gold property located 75 km south of Chapais, Quebec in the Urban-Barry Greenstone Belt. In May 2018, Hinterland expanded the Skyfall Gold property by staking to 215 claims (12,116 hectares).

In July 2018 Hinterland signed an agreement with Seahawk Ventures Ltd. ("**Seahawk**") whereby Seahawk has been granted an option to earn a 100% interest in Skyfall. Under the terms of the agreement, Seahawk will pay Hinterland $100,000 in cash where $25,000 was received prior to 2019 and $25,000 was received this fiscal year, issue 800,000 shares where 200,000 shares were received prior to 2019 and 200,000 were received this fiscal year, valued at $74,000 and $45,000 and complete $800,000 of work over a three-year period were to date Seahawk has completed $222,028. Hinterland retained a 2% Net Smelter Returns royalty, and Seahawk will have a right of first refusal in the event that Hinterland sells the royalty.

In January 2020, Seahawk returned the property to the Corporation and therefore relinquished their right of first refusal to purchase a Net Smelter Returns royalty should Hinterland resell or options off the property.

Tardif (Quebec)
In September 2017, the Corporation staked the Tardif property located approximately 50 km north of Quevillon in the Abitibi Region. All costs in this property have been written off as at December 31, 2018.

Teck (Ontario)
The Corporation holds the Teck Property in the Kirkland Lake Gold Camp of Ontario following the consolidation of claims through nine agreements with vendors. All the agreements except one are subject to a 2% NSR and a 2% Gross Overriding Receipts royalty on all diamonds extracted, of which 1% of the combined royalties may be purchased by the Corporation for $1 million each (except one royalty which can be purchased for $500,000). The Teck property has not been active for a number of years. All costs related to Teck were written off in prior years. In March 2020, The Corporation sold its interest in Tech to Mistango River Resources Inc. ("**MIS**") for $15,000 plus 1,500,000 common shares of MIS with a deemed value of $90,000.

Gowganda (Ontario)
In March 2017, the Corporation staked the Gowganda property located 85 km northwest of Cobalt, Ontario. On May 5, 2017, the Corporation signed an agreement to sell the Gowganda property to CBLT Inc. for $67,650 cash and 562,500 units valued at $50,625 (based on the closing price on the day of the Exchange approval). Each unit is composed of one share of CBLT and one share purchase warrant exercisable at $0.10 up to November 12, 2018. A gain on sale of $90,524 was accounted in profit or loss. The Corporation retains a 2% NSR on the property. CBLT may purchase one-half (i.e., 1%) of the royalty interest for $1 million.

Harker (Ontario)
The Harker property is located in the Larder Lake Mining Division of Ontario. The Corporation retains a 0.75% NSR royalty of which 0.375% may be purchased by Newmont Canada Ltd for $500,000.

5. Exploration and Evaluation Assets - continued

Write-offs and Write-downs
During the fiscal year ended December 31, 2018, the Corporation wrote-off and wrote-down exploration and evaluation assets of $504,284 and $34,468 respectively, with no reversal of previous impairment losses. For the period ended December 31, 2019, there were no write-off and no write-downs.

Claim Compliance
As at December 31, 2019, the Corporation is in compliance with the requirements for each of the above properties. The Corporation has fulfilled all work commitments on the above properties and is not required to perform any further work to maintain their interest in good standing with the exception of any provincial requirements that exist.

In accordance with IFRS, as the recoverability of the above properties was not determinable, the Corporation reduced the carrying values to Nil. All the properties not expensed in previous years were written off in 2018.

6. Accounts Payable and Accrued Liabilities

As at December 31,	2019	2018
Trade payables	$ 86,787	$ 193,669
Accrued expenses	78,060	135,790
	$ 164,847	$ 329,459

7. Convertible Debentures

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370.

During the year ended December 31, 2019, an accretion expense of $9,265 was recorded for the convertible debenture.

8. Share capital

The Corporation is authorized to issue:

- an unlimited number of common shares without par value, voting, participating with dividends as declared by the Board of Directors; and
- an unlimited number of preferred shares without par value at conditions to be determined by the Board of Directors when issued.

On October 23, 2018, the Corporation issued 250,000 consolidation common shares from the treasury for $5,000 to acquire the Fenelon property.

On March 25, 2019, the Corporation filed articles of amendment in order to consolidate its common shares on a ratio of 10 pre-consolidated common shares to a post consolidated common share in accordance with shareholders' approval that was obtained March 4, 2019. Prior to the consolidation, the Corporation had 42,519,614 common shares, 10,160,000 warrants and 3,800,000 incentive stock options outstanding. The exercise price and the number of common shares issuable under any of the Corporation's outstanding warrants and incentive stock options were proportionately adjusted upon consolidation. After consolidation, the Corporation had 4,251,958 common shares, 1,016,000 warrants and 380,000 incentive stock options outstanding. During the period and the comparative period, all information on common shares, earnings (loss) per share, warrants and incentive stock options have been adjusted to reflect this change.

9. Contributed Surplus

The Corporation's contributed surplus consists of the following:

	General	Convertible Debenture Convertible Feature	Incentive Stock Option	Warrants	Total
Balance, January 1, 2018	$ 1,121,816	$ —	$ 76,297	$ 81,654	$ 1,220,870
Expiration of warrants	12,904	—	—	(12,904)	—
Balance, January 1, 2019	1,134,720	—	76,297	68,750	1,279,767
Expiry of options	(76,297)	—	(76,297)	—	—
Expiry of warrants	(30,000)	—	—	(30,000)	—
Issuance of warrants	—	29,140	—	23,370	52,510
Balance, December 31, 2019	$ 1,241,017	$ 29,140	$ —	$ 62,120	$ 1,332.277

a) Incentive Stock options

The Corporation's Incentive Stock Option Plan ("**Plan**"), that was approved in 2004, provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal to or greater than the market price of the Corporation's common shares on the date of the grant to directors, officers, employees and consultants to the Corporation. The incentive stock options are non-assignable and non-transferable with a maximum period of 5 years. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised. In addition, options granted to persons performing investor relations activities which must at a minimum vest in stages over a period not less than 12 months with no more than one fourth of the option vesting in any three-month period. All stock-based payments will be settled in equity. The Corporation has no legal or constructive obligation to repurchase or settle the options in cash. Each stock option is exercisable into one common share of the Corporation at the price specified within the terms of the option.

9. Contributed Surplus - continued

Stock option issuances are recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest that have not yet been forfeited. Stock compensation expense adjustments for anticipated forfeitures have been determined to be immaterial.

The following table reconciles outstanding incentive stock options as at December 31, 2019 and 2018:

	Number	Weighted Average Exercise Price
Balance, January 1, 2019 and 2018	380,000	$ 0.50
Granted	—	N/A
Exercised & Cancelled	—	N/A
Forfeited	(380,000)	0.50
Balance, December 31, 2019	—	$ N/A

Upon the cancelling or forteitfing of an incentive stock option, the cumulative amount previously expensed is transferred from contributed surplus - incentive stock options to contributed surplus - general.

All information presented in the above table, including comparative balances, has been adjusted and presented on a post-consolidation basis.

b) Warrants
The following is a summary of outstanding warrants as at December 31, 2019 and 2018:

	Number of Warrants	Amount	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)
Outstanding, January 1, 2018	1,050,300	$ 81,654	$ 0.98	0.6
Expired	(34,300)	(12,904)	0.50	N/A
Outstanding, December 31, 2018	1,016,000	68,750	1.00	1.6
Expired	(149,000)	(30,000)	0.50	N/A
Issuance of warrants	9,647,060	23,370	0.05	2.9
Outstanding, December 31, 2019	10,514,060	$ 62,120	$ 0.14	2.77

9. Contributed Surplus - continued

The warrants issued and outstanding as at December 31, 2019 are as follows:

Expiry Date	Number of shares to be issued	Exercise Price
August 17, 2021[1]	775,000	$ 1.00
September 7, 2021[2]	92,000	1.00
November 28, 2022	9,647,060	0.05

Note:

1. On May 24, 2018, the Exchange approved the extension of these warrants to August 17, 2021 from August 17, 2018.
2. On May 24, 2018, the Exchange approved the extension of these warrants to September 7, 2021 from September 7, 2018.

During fiscal period ending 2019, the fair value of the warrants issued based on the Black Scholes option-pricing model was calculated using the following assumptions:

Period ended	December 31, 2019
Number of warrants	9,647,060
Exercise price	$ 0.05
Expected life	3.0 years
Vesting Period	0.0 year
Weighted average risk-free interest rate	1.58%
Weighted average expected volatility	100.0%
Dividend yield	0.0%
Fair value	$0.002422

All information presented in the above table, including comparative balances, has been adjusted and presented on a post-consolidation basis.

10. Income taxes

The Corporation's income tax rate differs from the combined federal and provincial statutory rate of approximately 26.5% (2017 - 26.7%) as follows:

For the year ended December 31,	2019	2018
Pre-tax loss from continuing operations	$ (222,347)	$ (792,347)
Expected income tax benefit based on statutory rate	$ (58,922)	$ (211,561)
Prior to period adjustments		
Other and non-deductible expenses	3,908	10,603
Changes in tax rates	4,944	1,584
Change in value of marketable securities	133	5,356
Tax effects of current years temporary differences not recognized	49,937	194,018
Deferred Income tax expense	$ —	$ —

The deducting timing differences and unused tax losses for which the Company has not recognized deferred tax assets are as follows:

	2019	2018
Unrecognized deductible temporary differences		
Exploration and evaluation assets	$ 407,893	$ 407,893
Non-capital loss carry forward	1,876,000	1,658,659
Marketable securities	7,863	3,082
Share issuance costs	12,897	25,824
Capital losses	105,065	95,514
Exploration equipment	14,910	14,910
Intangibles	266,066	266,066
	$ 2,283,893	$ 2,471,948

Deferred tax assets are recognized for the carry-forward or unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which the unused tax losses/credits can be utilized. The following represent the deductible temporary differences which have not been recognized in the financial statements.

As at December 31, 2019, the Corporation has non-capital tax losses of approximately $1,875,000 available to reduce income taxes in future years and for which no deferred tax asset has been recorded in the statement of financial position. These losses expire as follows:

2032	$ 393,000
2033	257,000
2034	250,000
2035	182,000
2036	213,000
2037	130,000
2038	232,000
2039	219,000
	$ 1,876,000

The Corporation has investment tax credits to receive for an amount of $30,149 that are not yet recognized. Those credits can be applied to reduce federal income tax and expire between 2027 and 2033.

11. Transactions with related parties and payments to key management

Related party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related party transactions occurring during the fiscal period.

For the year ended December 31,	2019	2018
Expenses		
Administrative expenses (a)	$ —	$ 11,000
Management fees (b)	76,138	110,700
Professional Fees (c)	36,654	57,840

a) Administrative fees prior to 2019 where charged by an entity controlled by a prior director and officer;
b) Management fees in 2019 and 2018 where charged by an entities controlled by a prior directors and officers;
c) Professional fees prior to 2019 where charged by an entities controlled by prior directors and officers;

As December 31, 2019, the balance due to related parties included in accounts payable and accrued liabilities was $38,026 (December 31, 2018 - $nil). The balances outstanding are non-interest bearing, unsecured, have no specific terms for repayment and due to demand.

The Corporation's key management personnel and persons connected with them are also considered to be related parties for disclosure purposes. Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Corporation and comprise of the Chief Executive Officer and the Chief Financial Officer.

12. Capital management

The Corporation manages its common shares, stock options, warrants and accumulated deficit as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk, as there are no external restrictions on it.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets in order at adjust the amount of cash it holds.

When financing conditions are not optimal, the Corporation may enter into option agreements or other solutions to continue its activities or may slow its activities until conditions improve. The Corporation does not use long-term debts since it does not generate operating revenues. There is no dividend policy. The Corporation does not have any externally imposed capital requirements neither regulatory nor contractual requirements to which it is subject, unless the Corporation closes a flow-through private placement where the funds are restricted in use for exploration expenses, for which the Corporation was in compliance during the year.

12. Capital management - continued

To facilitate the management of its capital requirements, the Corporation prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry and market conditions.

The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Management reviews its approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

13. Financial instruments and risk management

(a) Fair value
Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Level 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly or indirectly; and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liabilities that are not based on observable market date.

As at December 31, 2019 and 2018, the estimated fair values of cash and cash equivalents and accounts payable approximate their respective carrying values due to their short-term nature.

The fair value of the marketable securities is based on level 1.

(b) Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Corporation's exposure to credit risk is on its cash held in bank accounts totaling $54,052 (December,31, 2018 - $62,857). This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

(c) Liquidity risk
Liquidity risk is the risk the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities. The Corporation's objective for liquidity risk management is to maintain sufficient liquid financial resources to fund operations and to meet commitments and obligations in the most cost-effective manner possible. The Corporation achieves this by maintaining sufficient cash and cash equivalents and managing working capital. The Corporation monitors its financial resources on a regular basis and updates its expected use of cash resources based on the latest available data. Accounts payable and accrued liabilities are due within three months.

14. Loss Per Share

In calculating the diluted loss per share, issued and outstanding incentive stock options and warrants were not considered as they would have been anti-dilutive.

For the period ended December 31,	2019	2018
Denominator basic and diluted earnings per share		
Weighted average number of Common shares outstanding	4,251,958	4,231,700
Dilutive effect of incentive stock options	—	—
Dilutive effect of warrants	—	—
Diluted weighted average Common shares	4,251,958	4,231,700

15. Subsequent Event

Subsequent to December 31, 2019, the Corporation disposed of three properties:

1) Mozart: The property was disposed of for $3,000 on March 24, 2020;
2) Fenelon and Guyberry: These properties were disposed on March 12, 2020 for $5,000 in cash and the settlement of $2,925.68 in debt; and
3) Teck Property: This property was disposed on March 25, 2020 for $15,000 in cash and 1.5 million common shares of Mistango River Resources Inc. at a deemed value of $90,000.

All of these properties had been previously written down, and as such the deemed proceeds less expenses will be recognized as a gain in 2020.

Heath Risks

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

HINTERLAND METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED SEPTEMBER 30, 2020
DATED NOVEMBER 13, 2020

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in Hinterland's public disclosures.

Hinterland Metals Inc.
Management's Discussion and Analysis
Table of Contents

Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**$**" are to the Canadian Dollar.

The financial statements were prepared in conformity with Canadian Generally Accepted Accounting Principles that incorporate International Financial Reporting Standards ("**IFRS**"), which require management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. Hinterland Metals Inc. ("**Hinterland**" or "**Corporation**") bases its estimates on historical experience, current trends and other assumptions that deemed reasonable under the circumstances. Actual results could differ and will most likely differ from estimates.

Forward Looking Statements
This MD&A may contain forward looking-statements with respect to financial performance strategy and business conditions. The words believe "anticipate", "could", "estimate", "expect", "intend", "may", "plan", "project", "will", "would", "aim" and similar expressions are intended to identify forward-looking statements although not all forward-looking statements contained these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that may cause such differences include, but that are not limited to, General economic and market conditions, investment performance, Global and domestic financial markets, the competitive industry environment, legislative and regulatory changes, technology development, catastrophic events and other business risks. The reader is caution against undue reliance on these forward-looking statements. Although the forward looking-statements contained in this MD&A are based upon what management currently believe to be reasonable assumptions, we cannot assure that actual results, performance or achievements will be consistent with such statements. The forward-looking statements are as of the date of this MD&A and will only be updated or revised where required by applicable laws. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations

ITEM 1 - Overview

General
Hinterland Metals Inc. has its common shares listed on the TSX Venture Exchange ("**TSXV**") for trading under the symbol HMI.

Hinterland is a mineral exploration company engaged in the acquisition and exploration of mineral resource properties. The Corporation's exploration and evaluation properties are located within Canada, mainly Quebec and Ontario, and continues to evaluate, and will acquire, additional properties, as capital and opportunities present themselves.

In accordance with IFRS, as the recoverability of the Corporation's properties was not determinable, the Corporation reduced the carrying values to $Nil, and therefore a reserve for full book value of all properties not previously written down to $Nil.

On March 4, 2019, shareholders approved the consolidation of common shares of the Corporation on a basis of 10 old common shares for 1 new common shares. Accordingly, all information on common shares, loss per share, warrants and incentive stock options have been adjusted to reflect this change.

On January 18, 2019, the CEO and CFO as well as a number of directors resigned. And on March 4, 2019, while the newly appointed CFO, remained, a new board was elected, and a new CEO was appointed to help restructure the company and seek to create shareholder value.

On June 3, 2019, the Corporation voluntarily delisted from the TSXV as its legal advised believe that the delisting to provide the Corporation with additional flexibility to consider debt restructuring strategies that may not otherwise be permitted under the policies of the TSXV.

On September 23, 2019, the Corporation entered in to an LOI with Molecular Science Corp. ("**Molecular Science**") in respect of a transaction pursuant to which Molecular Science and its shareholders will complete a business combination with Hinterland (the "**MSC LOI**").

On December 17, 2019, the MSC LOI was terminated.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370.

During the year ended December 31, 2019, an accretion expense of $9,265 was recorded for the convertible debenture.

Despite a very difficult capital market within the backdrop of the Covid-19 pandemic, in order to raise capital, the Corporation has been seeking to dispose of its exploration and evaluation assets prior to the expiration of certain rights. To date, the Corporation has been successful in completing the following:

1) Mozart: The property was disposed of for $3,000 on March 24, 2020;
2) Fenelon and Guyberry: These properties were disposed on March 12, 2020 for $5,000 in cash and the settlement of $2,925.68 in debt;
3) Teck Property: This property was disposed on March 25, 2020 for $15,000 in cash and 1.5 million common shares of Mistango River Resources Inc. at a deemed value of $90,000 which is restricted from trading until early July 2020; and
4) On June 17, 2020, the Skyfall property that was previously optioned off was returned to the Corporation in January 2020 was sold for $25,000.

All of these properties had been previously written down in 2018, and as such the proceeds less expenses were recognized as a gain upon the disposition. Subsequent to the above-mentioned transactions, the Corporation no longer retained any significant exploration and evaluation assets other than NSR which it shall seek to also monetarize.

On July 13, 2020, the Corporation raised $15,000 via a convertible debenture with an interest rate of 15%, a conversion price of $0.01 and 100,000 warrants with a three-year expiry and an exercise price of $0.01. Subsequently, $71,692.47 in convertible debentures were converted in to 7,169,244 common shares of the corporation.

Proposed Transaction

On July 3, 2020, the Corporation entered in to an LOI with Novamind Ventures inc. ("**Novamind**") in respect of a transaction pursuant to which Novamind and its shareholders will complete a business combination with Hinterland (the "**NM LOI**"). Novamind conducts business through its two main operating segments, Cedar Psychiatry, a specialized provider of outpatient mental health services, and Cedar Research, which manages and hosts third party clinical trials and participates in Institutional Review Board studies.

It is intended that the transaction will result in Novamind becoming a legally wholly-owned subsidiary of Hinterland or otherwise combining its corporate existence with a wholly-owned subsidiary of Hinterland, but shall be accounted for as a reverse take-over in accordance with IFRS. While the final structure of the transaction will be subject to the receipt of tax, corporate and securities law advice for both Hinterland and Novamind, it is currently anticipated that the Transaction will be completed by way of a "three-cornered amalgamation".

For purposes of the transaction, the parties have agreed that the aggregate value of the issued and outstanding common shares of Hinterland after having converted the convertible debentures and exercising all of the warrants with the exception of (i) 775,000 warrants expiring August 17, 2021 with an exercise price of $1.00 and (ii) 92,000 warrants expiring September 7, 2021 with an exercise price of $1.00, shall have a deemed value of $1,300,000 (the "**Hinterland Value**").

The parties have further agreed that Novamind is to complete a financing of a minimum of $2 million.

The Corporation intends to seek the approval of its shareholders for the transaction at a special meeting of shareholders (the "**Meeting**").

At the Shareholders' Meeting held August 21, 2020, Shareholders approved a resolution to consolidate the common shares of the Corporation of one (1) new common share for a range of two (2) to twenty-five (25) old common share of the Corporation, with such ratio to be determined by the board of directors of the Corporation (the "**Consolidation**") and to change the name of the Corporation to "Novamind Inc." or such other name as may be acceptable to Novamind. Other than the Hinterland Reorganization, the Consolidation and the shares issuable pursuant to the transaction (including the shares issuable to investors in connection with the Financing), it is not expected that the Corporation's share capital will be altered as a result of the Transaction.

Closing Conditions

Completion of the transaction is subject to a number of conditions, including but not limited to completion of the Financing, the satisfaction of the Corporation and Novamind in respect of the due diligence investigations to be undertaken by each party, the entering into by the parties of the Definitive Agreement with respect to the transaction (which shall include such representations, warranties, conditions and covenants typical for a transaction of this nature), the receipt of all necessary corporate approvals of each of Hinterland and Novamind, the determination of a new board of directors of the resulting issuer (to consist of directors nominated by Novamind, in its sole discretion), the receipt of approval of the shareholders of Hinterland at the Meeting, the receipt of approval of the shareholders of Novamind and the receipt of all necessary approvals of all regulatory bodies having jurisdiction in connection with the transaction, including stock exchange approvals. The transaction cannot close until the required conditions are satisfied or waived, and there can be no assurances that the transaction will be completed as proposed or at all.

ITEM 2 - Selected Annual Information

The following is the Corporation's selected annual information for the preceding three fiscal years:

	December 2019	December 2018	December 2017
Net revenues	$ Nil	$ Nil	$ Nil
Net loss	(222,347)	(792,364)	(144,545)
Loss per share – basic and dilutive	(0.05)	(0.19)	(0.03)
Total assets	157,803	125,497	583,475
Long term financial liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR.

ITEM 3 - Results of Operations

For the twelve-month period ending December 31, 2019 versus December 31, 2018

As the Corporation continues to be in a state of exploration and development, it does not have any revenues from operations.

Administrative expenditures from continuing operations for the year ending December 31, 2019 was $10,423 versus $21,613 a year earlier for a positive variance of $11,190 or 51.8%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Management fees for the year ending December 31, 2019 was $76,138 versus $120,700 a year earlier for a positive variance of $44,562 or 36.9%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Mineral exploration for the year ending December 31, 2019 was $5,484 versus $9,885 a year earlier for a decrease in exploration expenses of $4,401 or 44.5%. Management anticipates this amount to be marginal as management executes the business plan.

Professional fees for the year ending December 31, 2019 was $145,611 versus $98,318 a year earlier for a negative variance of $47,293 or 48.1%. The increase is due to the legal costs associated with the failed proposed transaction with Molecular Science.

Regulatory fees for the year ending December 31, 2019 was $33,685 versus $38,470 a year earlier for a positive variance of $4,785 or 12.4%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Travel expenses for the year ending December 31, 2019 was $Nil versus $8,155 a year earlier for a positive variance of $8,155 or 100%.

Gain on the sale of exploration and evaluation assets for the year ending December 31, 2019 was $70,000 versus $83,648 a year earlier for a negative variance of $13,648 or 16.3%. In 2018, the Corporation had optioned off the Skyfall project and it received a payment in July 2019. While the optionee had also completed the work program necessary they still decided to return the property in January 2020.

Write-off of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $504,284 a year earlier for a positive variance of $504,284 or 100.0%. In 2019, all properties not yet divested of was written-off.

Write down of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $34,468 a year earlier for a positive variance of $34,468 or 100%.

Operating loss for the year ending December 31, 2019 was $201,341 versus a loss of $752,245 a year earlier for a positive variance of $550,905 or 73.2%.

For the year ending December 31, 2019, the Corporation recorded an accretion expense due to its convertible bonds in the amount of $9,265 versus $Nil a year earlier for a negative variance of $9,265. This non- cash expense is related to the convertible debenture issued in late November 2019 that matures in November 2020.

For the year ending December 31, 2019, the Corporation recorded an unrealized loss of $1,000 on its marketable securities portfolio versus $40,119 for the year earlier for a positive variance of $39,199 or 97.5%.

For the year ending December 31, 2019, the Corporation recorded an interest expense of $5,041 versus $Nil a year earlier for an negative variance of $5,041.

For the year ending December 31, 2019, the Corporation recorded a realized gain of $5,700 versus $Nil a year earlier on its marketable securities portfolio for a positive variance of $29,908 or 292.9%.

Loss before tax provision for the year ending December 31, 2019 was $222,347 versus a loss of $792,364 for the year earlier.

The potential benefit of future tax benefits from these losses has not been recognized, as the recoverability is not more likely than not due to the fact the Corporation has yet to make a profit.

Net loss for the year ending December 31, 2019 was $222,347 versus $792,364 a year earlier for a positive variance of $570,017 or 71.9%.

For the year ended December 31, 2019, the Corporation had a loss per share of $0.05 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,251,958, as it would have been anti-dilutive. For the prior year, the loss per share was $0.19 based on 4,231,700 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,231,700, as it would have been anti-dilutive.

During the year ended December 31, 2018, as the recoverability of the Corporation's exploration and evaluation portfolio was not determinable, in accordance with IFRS the book value was written down to $Nil.

As at December 31, 2019, the Corporation had working deficit of $373,799 versus a working capital of $203,962, for a negative variance of $169,837 or 83.3%.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures due November 29, 2020 which bears interest at a fixed rate of 15% per year and is payable at maturity. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370. In addition, upon the exercise of these warrants, common shares can be issued for the intrinsic value of the warrants.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022.

ITEM 4 - Summary of Quarter Results

The following table sets forth, for each quarter ended on the date indicated, for the past eight quarters, information relating to the Corporation's revenue, net loss and loss per common share as prepared in accordance with Canadian GAAP which incorporates IFRS.

	Net Revenue	Net (Loss) Income	Net earnings (loss) / share fully basic & diluted
September 30, 2020	$ Nil	$ (186,007)	$ (0.02)
June 30, 2020	Nil	326,585	0.08
March 31, 2020	Nil	95,151	0.02
December 31, 2019	Nil	(91,039)	(0.02)
September 30, 2019	Nil	57,982	0.01
June 30, 2019	Nil	(43,486)	(0.01)
March 31, 2019	Nil	(145,804)	(0.03)
December 31, 2018	Nil	(662,869)	(0.16)

For the three-month period ended September 30, 2020 versus the three-month period ended September 30, 2019

The Corporation has as of yet not started commercialization, it continues to seek various ways to enhance shareholders' value.

Administrative expenditures from continuing operations for the three-month period ending September 30, 2020 was $748 versus $8,192 a year earlier for a positive variance of $7,444 or 90.9%. Management believes that going forward this line item will be non-material until it has identified a company to merge with.

Management fees for the three-month period ending September 30, 2020 was $Nil versus $4,995 a year earlier for a positive variance of $4,995 or 100.0%. The decrease was is due to the fact that the new management team has significantly reduced expenses post January 2019 other than to pay for professional fees to meet its continuous financial reporting requirements and costs relating to completing a transaction with the objection to create shareholder value.

Mineral exploration for the three-month period ending September 30, 2020 was $nil versus $1547 a year earlier for a positive variance in exploration expenses of $154 or 100%. Management anticipates that this line item shall be minimal going forward, as it has divested itself of its exploration and evaluation assets.

Professional fees for the three-month period ending September 30, 2020 was $38,841 versus $23,368 a year earlier for a negative variance of $15,473 or 66.2%. The Corporation uses external services to meet its continuous financial reporting requirements as well as legal advisors in its objective to consummate a significant transaction to enhance shareholders' value.

Regulatory fees for the three-month period ending September 30, 2020 was $4,995 versus $2,808 a year earlier for a negative variance of $2,187 or 77.9%. Management anticipates that this item shall be reduced over time until such time as a business combination is completed.

Gain on the sale of exploration and evaluation assets for the three-month period ending September 30, 2020 was a gain of $nil versus $100,000 a year earlier for a negative variance of $100,000. The gain on the sale of exploration and evaluation assets is net of expenses related to the sale of such assets. As the Corporation has divested itself of all mineral exploration assets, with the exception of a few Net Smelting Royalties there is little expectation of future gains or loses.

Operating loss for the three-month period ending September 30, 2020 was $44,584 versus an operating gain of $60,483 for the year earlier for a negative variance of $105,067. This turn around is due to the gain on the sale of exploration and evaluation assets and should not expect to continue.

For the three-month period ending September 30, 2020, the Corporation recorded an accretion expense of $34,502 versus $nil for the year earlier for a negative variance of $34,502. This non-cash expense is related to the convertible debenture issued in late November 2019 and July 2020.

For the three-month period ending September 30, 2020, the Corporation recorded a cash interest expense of $227 versus $nil for the year earlier for a negative variance of $227.

For the three-month period ending September 30, 2020, the Corporation recorded a realized gain of $137,480 on its marketable securities portfolio versus a realized gain of $nil for the year earlier for a positive variance of $137,480.

For the three-month period ending September 30, 2020, the Corporation recorded an unrealized loss of $244,174 on its marketable securities portfolio versus an unrealized loss of $2,501 for the year earlier for a negative variance of $241,673. As this gain unrealized, there are no assurances that the Corporation will be able to realize this gain (see risk factors).

Net loss for the three-month period ending September 30, 2020 was $186,007 versus a net income of $57,982 a year earlier for a negative variance of $243,989. This turn around is due to the gain on the sale of exploration and evaluation assets as well as an increase in the value of marketable securities and should not expect to continue.

For the period ended September 30, 2020, the Corporation had basic and diluted loss per share of $0.02 based on 10,450,807 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares. For the prior year, the earnings per share was $0.01 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares.

<u>For the nine-month period ended September 30, 2020 versus the nine-month period ended September 30, 2019</u>

Administrative expenditures from continuing operations for the nine-month period ending September 30, 2020 was $2,1657 versus $9,941 a year earlier for a positive variance of $7,776 or 78.2%. Management believes that going forward this line item will be non-material until it has identified a company to merge with.

Management fees for the nine-month period ending September 30, 2020 was $Nil versus $71,138 a year earlier for a positive variance of $71,138 or 100.0%. The decrease was is due to the fact that the new management team has reduced expenses post January 2019 other than to pay for professional fees to meet its continuous financial reporting requirements and costs relating to completing a transaction with the objection to create shareholder value.

Mineral exploration for the nine-month period ending September 30, 2020 was $nil versus $188 a year earlier for a positive variance in exploration expenses of $296 or 61.2%. Management anticipates that this line item shall be minimal going forward, as it has divested itself of its exploration and evaluation assets.

Professional fees for the six-month period ending September 30, 2020 was $75,315 versus $110,412 a year earlier for a positive variance of $35,097 or 31.8%. The Corporation uses external services to meet its continuous financial reporting requirements as well as legal advisors in its objective to consummate a significant transaction to enhance shareholders' value.

Regulatory fees for the nine-month period ending September 30, 2020 was $8,511 versus $31,132 a year earlier for a positive variance of $22,621 or 72.7%. Management anticipates that this item shall be reduced over time until such time as a business combination is completed.

Gain on the sale of exploration and evaluation assets for the nine-month period ending September 30, 2020 was a gain of $134,790 versus $100,000 a year earlier for a positive variance of $34,790 or 34.8%. As the Corporation has divested itself of all mineral exploration assets, with the exception of a few Net Smelting Royalties there is little expectation of future gains or loses.

Operating income for the nine-month period ending September 30, 2020 was $48,611 versus an operating loss of $123,107 for the year earlier for a positive variance of $171,718. This turn around is due to the gain on the sale of exploration and evaluation assets and should not expect to continue.

For the nine-month period ending September 30, 2020, the Corporation recorded an accretion expense of $93,473 versus $nil for the year earlier for a negative variance of $93,473. This non-cash expense is related to the convertible debenture issued in November 2019 and July 2020.

For the nine-month period ending September 30, 2020, the Corporation recorded a cash interest expense of $2,231 versus $nil for the year earlier for a negative variance of $2,231.

For the nine-month period ending September 30, 2020, the Corporation recorded a realized gain of $138,133 on its marketable securities portfolio versus a realized loss of $5,700 for the year earlier for a positive variance of $143,833.

For the nine-month period ending September 30, 2020, the Corporation recorded an unrealized gain of $144,669 on its marketable securities portfolio versus an unrealized loss of $2,501 for the year earlier for a positive variance of $147,190. As this gain unrealized, there are no assurances that the Corporation will be able to realize this gain (see risk factors).

Income before tax provisions for the nine-month period ending September 30, 2020 was $235,729 versus a loss for the nine-month period ending September 30, 2020 was $131,308 a year earlier for a positive variance of $367,037. This turn around is due to the gain on the sale of exploration and evaluation assets as well as the realized and unrealized gain of marketable securities held by the Corporation and should not expect to continue.

For the period ended September 30, 2020, the Corporation had income per share of $0.04 based on 6,326,574 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares. For the prior year, the loss per share was $0.02 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares.

As at September 30, 2020, the Corporation had working deficit of $54,910 (December 31, 2019 - $373,799), for a positive variance of $318,889 or 85.3%. This increase is due to the gain on the sale of exploration and evaluation assets as well as realized and unrealized gain on the marketable securities and such amount can fluctuate significantly due to the nature of the securities.

ITEM 5 - Liquidity

As at September 30, 2020, the Corporation had a cash balance of $217,283 (December 31, 2019 - $54,052) with working deficit of $54,910 (December 31, 2019 - $373,799).

ITEM 6 - Capital Resources

As of the filing date of this statement, the Corporation did not have any incentive stock options issued and outstanding.

In addition, the Corporation, has the following warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Date
775,000	Share Purchase Warrant	$ 1.00	August 17, 2021
92,000	Share Purchase Warrant	1.00	September 7, 2021
9,647,060	Share Purchase Warrant	0.01	November 28, 2022
1,500,000	Share Purchase Warrant	0.01	July 13, 2023

In order to meet its financial obligations as they arise, the Corporation will be required to raise additional funds. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance the Corporation. Future financing may be completed by the issuance of the Corporation's securities such as equity, as well as debt financing, which includes financial instruments that may permit investors to receive additional common shares. The risk of such financing can be drastically dilutive as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

ITEM 7 - Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - Transactions with Related Parties

Related-party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related-party transactions that occurred during the fiscal period.

For the period from	July 1		January 1	
To September 30,	2020	2019	2020	2019
Expenses				
Management fees	$ —	$ 5,000	$ —	$ 71,138
Professional Fees	9,076	6,485	16,520	25,435

As September 30, 2020, the balance due to related parties included in accounts payable and accrued liabilities was $3,000 (December 31, 2019 - $38,026). The balances outstanding are non-interest bearing, unsecured, have no specific terms for repayment and due to demand.

The Corporation's key management personnel and persons connected with them are also considered to be related parties for disclosure purposes. Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Corporation and comprise of the Chief Executive Officer and the Chief Financial Officer.

ITEM 9 - Proposed Transactions

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the approval of the Board of Directors of the Corporation as well as the Shareholders of the Corporation that has not been discussed.

ITEM 10 - Risk Factors

The following risk factors relate to the Corporation's activities subsequent to the completion of its COB. These risks, to which the Corporation is now subject, were previously disclosed within the Corporation's information circular, made available to all shareholders prior to providing the Corporation with its approval to proceed with the COB. This information is also available on the regulator's web site, SEDAR.

Exploration and Mining Risks
The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Corporation intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. The Corporation from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Corporation's mineral properties, or any known body of commercial ore. Programs conducted on the Corporation's mineral property would be an exploratory search for ore.

Titles to Property
While the Corporation has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

Permits and Licenses
The Corporation's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Metal Prices
Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

Competition
The mining industry is intensely competitive in all its phases. The Corporation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

Environmental Regulations
The Corporation's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with

changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

Conflicts of Interest
Certain directors of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interest of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation.

If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

Stage of Development
The Corporation's properties are in the exploration stage and to date none of them have a proven ore body. The Corporation does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

Industry Conditions
Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Corporation, such as government regulations.

The Corporation undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

Uninsured Hazards
Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Corporation may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Corporation may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Corporation assets or the insolvency of the Corporation.

Future Financing
The completion of future exploration programs, staking and property maintenance obligations and overall corporate operating expenses may require additional financing, which may dilute the interests of existing shareholders.

Key Employees
Management of the Corporation rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

Canada Revenue Agency and provincial agencies
No assurance can be made that Canada Revenue Agency or provincial agencies will agree with the Corporation's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

Investment in listed shares
The Corporation's investments in securities of publicly traded companies in the resource sector are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to

wide fluctuations in response to various factors beyond the control of the Corporation, including, the high degree of risk associated to the business of exploration for minerals, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. Such market fluctuations could adversely affect the market price of the Corporation's investments.

The Corporation may participate in a limited number of investments and, as a consequence, the Corporation's financial results may be adversely affected by the unfavourable performance of such investments.

Risk of Lack of Diversification of Investments
Investments concentrated in specific sectors are generally more volatile than the overall market. Investing in one specific sector, entails greater risk and greater potential reward than investing in all sectors of the economy. If a sector declines or falls out of favour, the values of most or all of the companies in that sector will generally fall faster than the value of other investments as a whole. The opposite is equally true.

Due Diligence Risks
The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making such investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by investee and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

No Guaranteed Return or Dividends
There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term. To date, while the Corporation has not paid any dividends to holders of its common shares and the Corporation is not required to pay any dividends on a going basis. Any decision to pay dividends will be made on the basis of the Corporation's earnings, financial position, cash flow needs and other conditions as they may arise from time to time.

Tax Loss Carried Forward
The Corporation has considerable tax losses carried-forward, and there is no assurance that it will be able to recognize them.

Risks of Fluctuations in the Value of the Resulting Issuer and the Shares
The book value of the Corporation's common shares and its market value will fluctuate with changes in the market value of the Corporation's investments, in addition to the supply and demand of the Corporation's securities. Such changes in value may occur as the result of various factors, including general economic and market conditions. An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider such an investment.

Market Disruption Risks
War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the

securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation.

Stress in the Global Economy

Global financial conditions such as reduction in credit, combined with reduced economic activity and the fluctuations in the Canadian dollar, may adversely affect the Corporation's business. Adverse effects on the capital markets generally make the raising of capital by equity or debt financing more difficult and the Corporation will be dependent upon the capital markets to raise additional funds. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results, and financial condition.

Financing Risks

Additional funding will be required to complete the proposed transaction or exploration projects. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Corporation to reduce or delay execution of its business plan. The primary source of funds currently available to the Corporation is derived from the issuance of equity. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Corporation. Furthermore, should such financing be obtained, the risk of such financing can be drastically dilutive to shareholders as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

Risk of Dilution from Possible Future Offerings

The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

Dependence upon Key Management

The Corporation will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance on any members of its management or directors.

Conflict of Interest

Conflict of interest situations may arise between the directors, officers, insiders and promoters of the Corporation and the Corporation. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in real estate directly and indirectly themselves, as investors of other business, with a view to invest, either on their own behalf and on behalf of other corporations. Therefore, situations may arise where some or all of the directors, officers, insiders and promoters will be in a conflict. Conflict of interest may also arise when the Corporation loans or invests in projects in which the directors, officers, insiders and promoters of the Corporation and the Corporation have an interest independently of via the Corporation. Conflicts, if any, will be subject to the procedures and remedies prescribed by the appropriate corporations a, the Exchange and applicable securities law, regulations and policies.

Heath Risks

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

ITEM 11 - Critical Accounting Estimates

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements filed on SEDAR and incorporated by reference, which includes a discussion on accounting estimates considered to be significant to the Corporation.

ITEM 12 - Changes in Accounting Policies

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2020 and unaudited condensed interim financial statements for the period ending September 30, 2020, which are incorporated by reference and can be found at www.sedar.com.

ITEM 13 - Financial Instruments and Other Instruments

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019 and unaudited condensed interim financial statements for the period ending September 30, 2020, which are incorporated by reference and can be found at www.sedar.com.

ITEM 14 - Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 11,421,202 common shares issued and outstanding as well as the above-mentioned options and warrants.

ITEM 15 - Other MD&A Requirements

As defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, requires that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.

The Corporation is not required to file an Annual Information Form under current securities legislation and thus has not filed one.

SCHEDULE "C"

NOVAMIND FINANCIAL STATEMENTS

Novamind Ventures Inc.
(formerly The Psychedelic Pharma Company Inc.)

Financial Statements

For the Period from May 22, 2019 (Date of Incorporation) to June 30, 2020

(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Novamind Ventures Inc.

Opinion

We have audited the financial statements of Novamind Ventures Inc. (the "Company"), which comprise the statement of financial position as at June 30, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from May 22, 2019 (date of incorporation) to June 30, 2020, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2020, and its financial performance and its cash flows for the period from May 22, 2019 (date of incorporation) to June 30, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

December 27, 2020

Novamind Ventures Inc.
(formerly The Psychedelic Pharma Company Inc.)
Statement of Financial Position
(Expressed in Canadian Dollars)

As at June 30,		2020
Assets		
Current Assets		
Cash	$	2,845,018
Subscription receivable (Note 6)		52,500
Prepaid expenses		18,667
Marketable securities (Note 4)		147,461
		3,063,646
Convertible debenture receivable (Note 5)		1,139,590
Interest receivable (Note 5)		48,169
Marketable securities (Note 4)		49,154
Total Assets	$	4,300,559
Liabilities		
Current Liabilities		
Accounts payable (Note 10)	$	329,413
Accrued liabilities		115,034
Total Liabilities		444,447
Shareholders' Equity		
Share capital (Note 6)		4,334,505
Shares to be issued (Note 6)		727,500
Warrant reserves (Note 7)		123,601
Deficit		(1,329,494)
Total Shareholders' Equity		3,856,112
Total Liabilities and Shareholders' Equity	$	4,300,559

The accompanying notes are an integral part of these financial statements.

Nature of Operations and Going Concern (Note 1**)**

Subsequent Events (Notes 1,5 and 12)

On Behalf of the Board:

"Yaron Conforti"
Director

"Sruli Weinreb"
Director

Novamind Ventures Inc.
(formerly The Psychedelic Pharma Company Inc.)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		Period from May 22, 2019 (Date of incorporation) to June 30, 2020
Expenses		
Consulting fees (Note 10)	$	694,395
Professional fees		28,175
Office and general		164,445
Advertising and promotion		36,057
Share-based payments		472,500
Filing fees		4,903
		1,400,475
Other (Income) Expenses		
Gain on foreign exchange		(31,629)
Unrealized loss on investment (Note 5)		8,285
Interest income		(47,637)
		(70,981)
Net loss and comprehensive loss for the period	$	(1,329,494)
Basic and diluted net loss per share	$	(0.03)
Weighted average number of common shares outstanding		44,760,321

The accompanying notes are an integral part of these financial statements.

Novamind Ventures Inc.
(formerly The Psychedelic Pharma Company Inc.)
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital					
	Number	Amount	Shares to be issued	Warrant reserves	Deficit	Total
Balance, May 22, 2019 (date of incorporation)	**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Shares issued in private placements	93,705,000	4,750,500	-	-	-	4,750,500
Obligation to issue shares	-	-	727,500	-	-	727,500
Share issuance costs	-	(415,995)	-	123,601	-	(292,394)
Net loss for the period	-	-	-	-	(1,329,494)	(1,329,494)
Balance, June 30, 2020	**93,705,000**	**$ 4,334,505**	**$ 727,500**	**$ 123,601**	**$ (1,329,494)**	**$ 3,856,112**

The accompanying notes are an integral part of these financial statements.

Novamind Ventures Inc.
(formerly The Psychedelic Pharma Company Inc.)
Statement of Cash Flows
(Expressed in Canadian Dollars)

	Period from May 22, 2019 (Date of incorporation) to June 30, 2020
Operating activities	
Net loss for the period	$ (1,329,494)
Items not involving cash	
Unrealized gain on investment in convertible debt	8,285
Foreign exchange gain on investments	(26,832)
Interest income	(47,637)
Share-based payments	472,500
Changes in non-cash working capital:	
Prepaid expenses	(18,667)
Accounts payable and accrued liabilities	444,447
Cash flows used in operating activities	(497,398)
Investing activities	
Investment in marketable securities	(196,615)
Investment in convertible debenture	(1,121,575)
Cashflows from investing activities	(1,318,190)
Financing activities	
Shares issued, net of costs	3,933,106
Proceeds for shares to be issued	727,500
Cash flows provided by financing activities	4,660,606
Change in cash	2,845,018
Cash, beginning of period	-
Cash, end of period	$ 2,845,018

The accompanying notes are an integral part of these financial statements.

1. Nature of Operations and Going Concern

Novamind Ventures Inc. ("Novamind" or "the Company") was incorporated under the name "The Psychedelic Pharma Company Inc." pursuant to the Ontario Business Corporations Act on May 22, 2019. On October 15, 2019, the Company changed its name to "Novamind Ventures Inc.". The head office and registered office of the Company is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

The Company had no commercial operations and incurred losses since inception of its business and as of June 30, 2020, the Company's accumulated deficit was $1,329,494. These circumstances indicate that material uncertainties exist that may cast significant doubt about the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon raising additional capital to meet its present and future commitments, the continued support of certain shareholders and trade creditors, and on achieving profitable commercial operations. If additional financing is arranged through the issuance of shares, control of the Company may change and shareholders may suffer significant dilution.

These financial statements do not give effect to adjustments to the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

On July 23, 2020, the Company completed the acquisition (the "Cedar Acquisition") of 100% of the shares of Cedar Psychiatry LLC and Cedar Clinical Research LLC (CCR) pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020, among the Company, Psychosomatics, LLC and Probatio, LLC. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition. As of the date of these financial statements, the Company has issued 10,250,000 common shares pursuant to the Cedar Acquisition.

On December 22, 2020, the Company completed a reverse takeover of Hinterland Metals Inc. ("Hinterland"), a Canadian public company, whereby Hinterland acquired all the issued and outstanding common shares of the Company on the basis of one Hinterland share for every four common shares of the Company (the "Transaction"). The Transaction was structured as a three-corner amalgamation pursuant to which the Company amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for acquiring 100% of the outstanding common shares of the Company, Hinterland issued 38,628,749 common shares to the shareholders of the Company.

1. Nature of Operations and Going Concern (continued)

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

2. Basis of Presentation

Statement of Compliance

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Issues Committee ("IFRIC").

These financial statements were authorized for issuance by the Board of Directors of the Company on December 27, 2020.

Basis of Presentation

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The functional and presentation currency, as determined by management, of the Company is the Canadian dollar.

3. Significant Accounting Policies

Use of Management Estimates, Judgments and Measurement Uncertainty

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as at the date of the financial statements. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenues, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Valuation of Financial Instruments
The Company makes estimates and assumptions relating the fair value measurement and disclosure of its investment in convertible debenture not quoted in an active market or private company investments. The fair value is determined using certain valuation techniques. The inputs to the model are derived from observable market data where possible, but where observable market data are not available, management's judgement is required to establish fair values.

There are no quoted prices in an active market for the investment in convertible debenture. The Company determines fair value based on its assessment of the current lending market for investments having the same or similar terms, and other available information. The critical assumptions underlying the fair value measurements and disclosures include the market interest rates for similar loans and convertible debentures. The market interest rates were determined taking into consideration similar instruments with corresponding maturity dates, plus a credit adjustment in accordance with the borrower's credit worthiness.

The Company makes estimates and assumptions relating to the fair value measurement and disclosure on marketable securities subject to a holding period. The fair value is determined certain valuation techniques. The inputs to the model are derived from observable market data where possible, but where observable market data are not available, management's judgement is required to establish fair values. The critical assumptions underlying the fair value measurements and disclosures include the volatility of the share price of the comparable listed companies.

3. Significant Accounting Policies (Continued)

Income Taxes

The calculation of income taxes requires judgment in interpreting tax rules and regulations. There are transactions and calculations for which the ultimate tax determination is uncertain. The Company's tax filings also are subject to audits, the outcome of which could change the amount of current and deferred tax assets and liabilities. Management believes that it has sufficient amounts accrued for outstanding tax matters based on information that currently is available.

Management judgment is used to determine the amounts of deferred tax assets and liabilities and future tax liabilities to be recognized. In particular, judgment is required when assessing the timing of the reversal of temporary differences to which future income tax rates are applied.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive loss.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

3. Significant Accounting Policies (Continued)

Loss per share

Loss per common share have been determined by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares securing employee share purchase loans and shares in escrow, if any. The Company follows the "treasury stock" method in the calculation of diluted earnings per share. Under this method, the calculation of diluted earnings per share assumes that outstanding options and warrants that are dilutive to earnings per share are exercised and the proceeds are used to repurchase shares of the Company at the average market price of the shares for the period. As of June 30, 2020, the Company's diluted loss per share does not include the effect of warrants as they are anti-dilutive.

Financial Instruments

Financial Instruments are accounted for in accordance with IFRS 9 Financial instruments: Classification and Measurement. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification
Cash	Fair value through profit or loss
Interest receivable	Fair value through profit or loss
Subscription receivable	Amortized cost
Marketable securities	Fair value through profit or loss
Convertible debenture receivable	Fair value through profit or loss
Accounts payable	Amortized cost

3. Significant Accounting Policies (Continued)

Financial Instruments (continued)

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed.

All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Subscriptions receivable are measured at amortized cost, cash, interest receivable, marketable securities and convertible debenture receivable are measured at FVTPL.

Impairment of financial assets
IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

3. Significant Accounting Policies (Continued)

Financial Instruments (continued)

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable are carried on the statement of financial position at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

4. Marketable Securities

On January 15, 2020, the Company acquired an aggregate of 166,666 common shares of Field Trip Psychedelics Inc. ("Field Trip"), a private company, at a price of US$0.90 per share for gross payment of $196,615. Subsequent to June 30, 2020, Field Trip completed the reverse take-over transaction with a Canadian listed company (the “Listed Company”) and exchanged its shares for the shares of the Listed Company on the basis of one for one. As at June 30, 2020, the marketable securities were valued at $196,615. The shares are subject to lock-up restrictions whereby 25% of the shares will release on November 30, 2020, 25% on January 29, 2021, 255 on May 29, 2021 and 25% on July 28, 2021.

5. Convertible Debenture Receivable

On November 18, 2019, the Company entered into a convertible loan agreement (the “Synthesis Investment Agreement”) with Synthesis Institute B.V. (“Synthesis”). Pursuant to the Synthesis Investment Agreement, the Company advanced a €750,000 ($1,121,575) aggregate principal amount of convertible loan to Synthesis (the “Convertible Loan”). The Convertible Loan (i) has a maturity date of May 19, 2021; (ii) accumulates interest at an annual interest rate of 10%, calculated monthly and payable at maturity; and (iii), upon Synthesis completing an equity financing of not less than €5,000,000 to arm’s length parties (the “Synthesis Financing”), the then outstanding Convertible Loan principal and interest shall convert into shares of Synthesis (“Synthesis Shares”) at the same terms as the Synthesis Financing at a 15% discount. On October 5, 2020, the Company entered into an amendment whereby the maturity date was extended to October 15, 2021 and the conversion terms were amended to - upon Synthesis completing the Synthesis Financing, the then outstanding Convertible Loan principal and interest shall convert into Synthesis Shares, whereby – as to valuation - a cap of €9,600,000 and a discount of 15% shall apply to the price of the Synthesis Shares offered pursuant to the Synthesis Financing.

During the period ended June 30, 2020, the Company accrued interest income of $47,637 and as at June 30, 2020, had an interest receivable of $48,169. At June 30, 2019, the Convertible Loan was fair valued at $1,139,590 and recorded an unrealized loss of $8,285 and a foreign exchange gain of $26,300 on the Convertible Loan.

6. Share Capital

(a) Authorized

The Company is authorized to issue an unlimited number of common shares.

(b) Issued and outstanding - Common Shares

	Shares	Consideration
Balance, as at May 22, 2019 (date of incorporation)	-	$ -
Shares issued in private placements (i)(ii)(iii)(iv)(v)(vi)(vii)	93,705,000	4,750,500
Share issuance costs – cash (iv)(v)(vi)(vii)	-	(292,394)
Share issuance costs – warrants (iv)(v)(vi)(vii)	-	(123,601)
Balance, June 30, 2020	**93,705,000**	**$ 4,334,505**

(i) On September 30, 2019, the Company issued 31,500,000 common shares to related parties with each share valued at $0.02 for gross consideration of $630,000 (the "September Financing"). Out of the gross consideration the Company received cash proceeds of $157,500 with the remainder of $472,500 being recorded as share-based payments. The fair value of the shares was determined using the most recent private placement closed after the September Financing.

(ii) On October 18, 2019, the Company issued 22,500,000 common shares at $0.02 per share for gross proceeds of $450,000.

(iii) On November 15, 2019, the Company issued 6,000,000 common shares at $0.05 per share for gross proceeds of $300,000.

(iv) On January 8, 2020, the Company issued 8,950,000 common shares at $0.10 per share for gross proceeds of $895,000. The Company incurred share issuance costs of $62,650 and issued 626,500 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 1.66%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $33,107.

(v) On March 20, 2020, the Company issued 7,125,000 common shares at $0.10 per share for gross proceeds of $712,500. The Company incurred share issuance costs of $49,875 and issued 498,750 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.56%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $26,094.

(vi) On June 19, 2020, the Company issued 6,725,000 common shares at $0.10 per share for gross proceeds of $672,500, $12,500 of which was received subsequent to the period ended June 30, 2020. The Company incurred share issuance costs of $47,075 and issued 470,750 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.26%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $24,562.

6. Share Capital (Continued)

(vii) On June 29, 2020, the Company issued 10,905,000 common shares at $0.10 per share for gross proceeds of $1,090,500, $40,000 of which was received subsequent to the period ended June 30, 2020. The Company incurred share issuance costs of $132,794 and issued 763,350 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.29%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $39,838

(viii) As at June 30, 2020, the Company received $727,500 for 7,250,000 common shares that were issued subsequent to the period ended June 30, 2020.

7. Warrants

The following table reflects the continuity of warrants for the period ended June 30, 2020:

	Number of Broker Warrants	Weighted Average Exercise Price
Balance, May 22, 2019 (date of incorporation)	**-**	**$ -**
Issued (Note 6)	2,359,350	0.10
Balance, June 30, 2020	**2,359,350**	**$ 0.10**

The following table reflects the warrants issued and outstanding as of June 30, 2020:

Expiry Date	Exercise Price	Weighted Average Number of Contractual Life (years)	Broker Warrants Outstanding
January 8, 2022	$ 0.10	1.52	626,500
March 20, 2022	0.10	1.77	498,750
June 19, 2022	0.10	1.97	470,750
June 29, 2022	0.10	2.00	763,350
	$ 0.10	1.86	2,359,350

8. Capital Management

The Company considers its capital to be its shareholders' equity. As at June 30, 2020, the Company had shareholders' equity of $3,856,112. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the period ended June 30, 2020.

9. Fair Value and Financial Risk Factors

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash and investment as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments recorded at fair value within the fair value hierarchy as at June 30, 2020:

June 30, 2020	Level 1	Level 2	Level 3	Total
Cash	$ 2,845,018	$ -	$ -	$ 2,845,018
Marketable securities	$ -	$ -	$ 196,615	$ 196,615
Convertible Loan	$ -	$ -	$ 1,139,590	$ 1,139,590
Interest receivable	$ -	$ -	$ 48,169	$ 48,169

9. Fair Value and Financial Risk Factors (continued)

Fair Values (continued)

Level 3 hierarchy:

The following table presents the changes in fair value measurement of financial instrument classified as Level 3. The financial instrument is measured at fair value utilizing non-observable market inputs.

	Opening balance	Purchases and interest Income	Unrealized (loss) and interest income	Foreign exchange	Ending balance at June 30, 2020
Marketable securities	$ -	$ 196,615	$ -	$ -	$ 196,615
Investment in Convertible Loan	$ -	$ 1,121,575	$ (8,285)	$ 26,300	$ 1,139,590
Interest receivable	$ -	$ 47,637	$ -	$ 532	$ 48,169

Within Level 3, the Company includes marketable securities subject to a holding period and convertible debenture receivable and interest receivable. The key assumptions of marketable securities include the volatility of the share price of comparable listed companies. The critical assumptions of the convertible debenture and interest receivable include the market interest rates for similar loans and convertible debentures. The market interest rates were determined taking into consideration similar instruments with corresponding maturity dates, plus a credit adjustment in accordance with the borrower's credit worthiness.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

June 30, 2020

Investment name	Valuation technique	Fair value	Unobservable inputs
Field Trip	Black-Scholes Model	$ 196,615	Volatility
Convertible Loan	Comparable instruments	$ 1,139,590	Comparable prices
Interest receivable	Comparable instruments	$ 48,169	Comparable prices

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments. As at June 30, 2020, a change in the transaction price of 5% would result in an increase/decrease in the fair value estimate of the investment of approximately $10,000, keeping all other variables constant.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at June 30, 2020, management believes that the credit risk with respect to its financial assets is minimal.

9. Fair Value and Financial Risk Factors (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting it operations and anticipating its operating and investing activities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors. The market risk factor that affects the Company is foreign currency risk.

(a) Interest rate risk

The Company has cash balances and loan receivable. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest bearing accounts of select major Canadian chartered banks. The Company regularly monitors its cash activities in compliance with its cash management policy.

As of June 30, 2020, the Company's interest rate risk mainly relates to the Convertible Loan but its interest rate risk is limited as the Convertible Loan is subject to a fixed interest rate.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. As of June 30, 2020, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would affect the reported comprehensive loss by approximately $33,000 and sensitivity to a plus or minus 10% change in Euro foreign exchange rate would affect the reported comprehensive loss by approximately $115,000.

10. Related Party Transactions and Balances

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and members of the Company's Board of Directors.

10. Related Party Transactions and Balances (continued)

Compensation awarded to key management personnel is as follows:

	Period from May 22, 2019 (Date of incorporation) to June 30, 2020
Consulting fee - Emmcap Corp. (i)	$ 221,960
Consulting fee - Seek Capital Management (ii)	145,000
Consulting fee- Bay Street Mercantile (iii)	145,000
Consulting fee - PCA (iv)	63,560
Consulting fee – VP of Business Development (v)	47,500
Total	$ 623,020

(i) Emmcap Corp. is controlled by the CEO of the Company. As at June 30, 2020, Emmcap Corp. was owed $37,800 which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Emmcap Corp. subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Emmcap Corp relating to the September Financing.

(ii) Seek Capital is controlled by one of the directors of the Company. As at June 30, 2020, Seek Capital was owed $96,050 which was included in accounts payable and accrued liabilities.

(iii) Bay Street Mercantile is controlled by one of the directors of the Company. As at June 30, 2020, Bay Street Mercantile was owed $50,850 which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Bay Street Mercantile subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Bay Street Mercantile relating to the September Financing.

(iv) PCA is controlled by directors of the Company. As at June 30, 2020, PCA was owed $nil.

(v) During the period ended June 30, 2020, the VP of business development subscribed to 200,000 common shares of the Company for $10,000.

(vi) During the period ended June 30, 2020, a director of the Company subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to the director relating to the September Financing.

11. Income Taxes

The reported recovery of income taxes differs from amounts computed by applying the statutory income tax rates to the reported loss before income taxes due to the following:

		As at June 30, 2020
Loss before recovery of income taxes	$	(1,329,494)
Combined statutory income tax rate:		26.5%
Expected income tax recovery		(352,000)
Share issuance costs		(15,000)
Permanent differences		125,000
Other		(60,000)
Adjustment resulting from:		
Deferred tax assets not recognized		302,000
	$	-

Deferred income taxes

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying values of assets and liabilities. The temporary differences and unused tax losses that give rise to deferred income tax assets are presented below:

		As at June 30, 2020
Non-capital loss carry forwards	$	245,000
Share issuance costs		62,000
Investment in convertible debentures		(5,000)
Deferred tax assets		302,000
Less: deferred tax assets not recognized		(302,000)
Net deferred tax assets	$	-

Loss carry-forwards

As at June 30, 2020, the Company had total non-capital tax losses for Canadian income tax purpose of $925,000, available to use against future taxable income. The non-capital losses expire in 2040.

12. Subsequent Events

On July 14, 2020, the Company issued 10,560,000 common shares for gross proceeds of $1,056,000, $727,500 of which was received during the period ended June 30, 2020.

On July 21, 2020, the Company entered into a convertible note purchase agreement (the "ATAI Investment Agreement") with ATAI Life Sciences AG ("ATAI"). Pursuant to the ATAI Investment Agreement. The Company purchased a €150,000 principal amount convertible note (the "ATAI Convertible Note"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "ATAI Mandatory Conversion Event") (i) upon the sale of the issued and outstanding share capital of ATAI (the "ATAI Sale"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "ATAI Financing"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "Non-Qualifying ATAI Financing"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of a Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("ATAI Shares"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

Subsequent to the period ended June 30, 2020, the Company completed a private placement offering of 10,000,000 subscription receipts at $1.00 per unit for gross proceeds of $10,000,000 (the "Financing"). Each subscription receipt was automatically exercised into four common shares of the Company prior to the closing of the Transaction and such common shares were then exchanged for post-consolidated common shares of Hinterland pursuant to the Transaction on the basis of one post-consolidated Hinterland share for each four common shares of the Company. In connection with the Financing, Novamind paid cash finders' fees of $590,539 and issued 2,362,156 broker warrants exercisable at $0.25 for a period of three years.

Subsequent to the period ended June 30, 2020, the Company granted 12,584,208 options to directors and consultants of the Company. The options are exercisable at $0.10 for a period of five years and vest as follows: 25% vest 6 months from the grant date, 25% vest 12 months from the grant date, 25% vest 18 months from the grant date and 25% 24 months from the grant date.

Novamind Ventures Inc.

Condensed Interim Consolidated Financial Statements

For the Three Months Ended September 30, 2020

(Expressed in Canadian Dollars)

(Unaudited)

Novamind Ventures Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars - Unaudited)

	September 30, 2020	June 30, 2020
Assets		
Current Assets		
Cash	$ 2,308,252	$ 2,845,018
Subscription receivable	-	52,500
Accounts receivable	353,693	-
Prepaid expenses	4,002	18,667
Marketable securities (note 5)	213,662	147,461
Total Current Assets	2,879,609	3,063,646
Convertible debentures receivable (note 9)	1,424,913	1,139,590
Interest receivable (note 9)	81,038	48,169
Marketable securities (note 5)	-	49,154
Property and equipment (note 6)	116,672	-
Right of-use-asset (note 7)	3,709,346	-
Intangible assets (note 8)	851,196	-
Goodwill (note 8)	1,548,706	-
Total Assets	$ 10,611,480	$ 4,300,559
Liabilities and Shareholders' Equity		
Liabilities		
Current Liabilities		
Accounts payable	$ 379,050	$ 329,413
Accrued liabilities	93,293	115,034
Due to related parties (note 16)	469,406	-
Loan payable to related party (note 16)	53,356	-
Lease liabilities (note 10)	355,925	-
Government loan payable (note 11)	1,389	-
Income taxes payable (note 19)	7,728	-
Total Current Liabilities	1,360,147	444,447
Deferred tax liability (note 19)	220,000	-
Government loan payable (note 11)	195,052	-
Lease liabilities (note 10)	3,416,988	-
Total Liabilities	5,192,187	444,447
Shareholders' Equity		
Share capital (note 12)	6,147,548	$ 4,334,505
Shares to be issued (note 4)	943,125	727,500
Warrants (note 13)	162,179	123,601
Accumulated other comprehensive (loss)	(10,451)	-
Deficit	(1,823,108)	(1,329,494)
Total Shareholders' Equity	5,419,293	3,856,112
Total Liabilities and Shareholders' Equity	$ 10,611,480	$ 4,300,559

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

Nature of Operations and Going Concern (Note 1)
Subsequent Events (Notes 1 and 20)

On Behalf of the Board:

"Yaron Conforti"
Director

"Sruli Weinreb"
Director

Novamind Ventures Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars - Unaudited)

	Three months Ended September 30, 2020	Period from May 22, 2019 (Date of Incorporation to September 30, 2019
Revenues		
Service fee income	$ 871,598	$ -
Clinical trial income	1,683	-
	873,281	-
Cost of services (note 17)	464,228	-
Gross margin	409,053	-
Expenses		
Consulting fees (note 16)	65,123	40,000
Depreciation and amortization (notes 6,7 and 8)	54,177	-
Interest expense and bank charges	59,369	-
Professional fees	276,041	-
Office and general	200,293	250
Advertising and promotion	101,063	5,493
Share-based compensation (notes 12 and 16)	-	472,500
Filing fees	5,650	-
Salaries and wages (note 16)	214,174	-
Software license fees	44,695	-
Sub-contract fees (note 16)	8,412	-
Total Expenses	1,028,997	518,243
Other (Income) Expense		
Foreign exchange	(34,462)	-
Unrealized gain of marketable securities (note 5 and 9)	(43,527)	-
Interest income (note 9)	(32,069)	-
Income before income taxes	(509,886)	(518,243)
Income tax recovery (note 19)	(16,272)	-
Net loss	(493,614)	(518,243)
Other comprehensive loss		
Foreign currency translation adjustment	(10,451)	-
Comprehensive loss	$ (504,065)	$ (518,243)
Basic and diluted net loss per share	$ (0.00)	$ (0.02)
Weighted average number of common shares outstanding	110,456,957	31,500,000

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

Novamind Ventures Inc.

Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars - Unaudited)

	Share Capital						
	Number	Amount	Shares to be issued	Warrant reserves	Accumulated other comprehensive loss	Deficit	Total
Balance, May 22, 2019 (date of incorporation)	**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Shares issued in private placements	31,500,000	630,000	-	-	-	-	630,000
Net loss for the period	-	-	-	-	-	(518,243)	(518,243)
Balance, September 30, 2019	**31,500,000**	**$ 630,000**	**$ -**	**$ -**	**$ -**	**$ (518,243)**	**$ 111,757**
Balance, June 30, 2020	**93,705,000**	**$ 4,334,505**	**$ 727,500**	**$ 123,601**	**$ -**	**$ (1,329,494)**	**$ 3,856,112**
Shares issued in private placements	10,560,000	1,056,000	(727,500)	-	-	-	328,500
Share issuance costs	-	(67,957)	-	38,578	-	-	(29,379)
Shares issued and to be issued for the Cedar Acquisition	8,250,000	825,000	943,125	-	-	-	1,768,125
Net loss for the period	-	-	-	-	-	(493,614)	(493,614)
Foreign currency translation adjustment	-	-	-	-	(10,451)	-	(10,451)
Balance, September 30, 2020	**112,515,000**	**$ 6,147,548**	**$ 943,125**	**$ 162,179**	**$ (10,451)**	**$ (1,823,108)**	**$ 5,419,293**

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

Novamind Ventures Inc.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars - Unaudited)

	Three months ended September 30, 2020	Period from May 22, 2019 (Date of incorporation) to September 30, 2019
Operating activities		
Net loss	$ (493,614)	$ (518,243)
Items not involving cash		
Unrealized gain of investment	(43,527)	-
Gain on foreign exchange	(26,523)	-
Share-based compensation	-	472,500
Depreciation and amortization	119,683	-
Interest expense	58,969	-
Income tax recovery	(16,272)	-
	(401,284)	(45,743)
Changes in non-cash working capital:		
Accounts receivable	14,868	(5,200)
Interest receivable	(32,869)	-
Prepaid expenses	18,698	-
Accounts payable and accrued liabilities	(73,588)	45,200
Cash flows used in operating activities	(474,175)	(5,743)
Investing activities		
Investment in convertible debentures	(232,320)	-
Purchases of leasehold improvements	(59,426)	-
Cash obtained upon Cedar Acquisition	429,436	-
Cash paid for Cedar Acquisition	(500,000)	-
Cash used in investing activities	(362,310)	-
Financing activities		
Shares issued for seed capital, net of costs	360,368	157,500
Proceeds from loan payable	-	15,018
Payment on lease liabilities	(58,388)	-
Cash flows provided by financing activities	301,980	172,518
Change in cash	(534,505)	166,775
Impact of foreign exchange on cash	(2,261)	-
Cash, beginning of period	2,845,018	-
Cash, end of period	$ 2,308,252	$ 166,775

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

1. Nature of Operations and Going Concern

Novamind Ventures Inc. ("Novamind" or "the Company") was incorporated under the name “The Psychedelic Pharma Company Inc.” pursuant to the Ontario Business Corporations Act on May 22, 2019. On October 15, 2019, the Company changed its name to “Novamind Ventures Inc.”. The head office and registered office of the Company is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

The Company has incurred losses since inception of its business and as of September 30, 2020, the Company’s accumulated deficit was $1,823,108. These circumstances indicate that material uncertainties exist that may cast significant doubt about the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern. The Company’s ability to continue as a going concern is dependent upon raising additional capital to meet its present and future commitments, the continued support of certain shareholders and trade creditors, and on achieving profitable commercial operations. If additional financing is arranged through the issuance of shares, control of the Company may change and shareholders may suffer significant dilution.

These financial statements do not give effect to adjustments to the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

On July 23, 2020, the Company acquired 100% of the issued and outstanding shares of Cedar Psychiatry Inc. and Cedar Clinical Research Inc. (CCR) (collectively "Cedar Group") pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020, among the Company, Psychosomatics, LLC and Probatio, LLC. (the “Cedar Acquisition”) (Note 4).

On December 22, 2020, the Company completed a reverse takeover of Hinterland Metals Inc. (“Hinterland”), a Canadian public company, whereby Hinterland acquired all the issued and outstanding common shares of the Company on the basis of one Hinterland share for every four common shares of the Company (the “Transaction”). The Transaction was structured as a three-corner amalgamation pursuant to which the Company amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for acquiring 100% of the outstanding common shares of the Company, Hinterland issued 38,628,749 common shares to the shareholders of the Company.

1. Nature of Operations and Going Concern (continued)

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

2. Basis of Presentation

Statement of Compliance

The condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 – Interim Financial Reporting.

These financial statements do not include all of the information required for full IFRS financial statements and therefore should be read in conjunction with the Company's most recent audited financial statements for the period from May 22, 2019 (date of incorporation) to June 30, 2020, which were prepared in accordance with IFRS as issued by IASB.

The accounting policies and methods of application applied by the Company in these financial statements are the same as those applied in the Company's most recent audited financial statements for the period from May 22, 2019 (date of incorporation) to June 30, 2020.

The preparation of these financial statements in conformity with IFRS also requires management to make estimates and judgements that may have a significant impact on these financial statements. Estimates are continuously evaluated and are based on management's experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates. The critical accounting judgements and estimates were presented in the Company's most recent audited financial statements for the period from May 22, 2019 (date of incorporation) to June 30, 2020 and are the same as those applied for the three months ended September 30, 2020 except for the those listed in note 3 Significant Accounting Policies.

These financial statements were authorized for issuance by the Board of Directors of the Company on December 27, 2020.

Basis of Presentation

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements are presented in Canadian dollars which is also the Company's functional currency. The functional currency of Cedar Psychiatry Inc. and Cedar Clinical Research Inc. is the US dollar.

2. Basis of Presentation (continued)

Basis of Consolidation

These financial statements include the accounts of the Company and all of its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain variable benefits from its power over the entity's activities. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition of control up to the effective date of disposal or loss of control.

Details of the Company's subsidiaries are as follows:

Entity	Country of Incorporation	Ownership interest
Cedar Psychiatry Inc.	USA	100%
Cedar Clinical Research Inc.	USA	100%

3. Significant Accounting Policies

Revenue recognition

To determine the amount and timing of revenue to be recognized, the Company follows a 5-step process:

a. Identifying the contract with a customer;
b. Identifying the performance obligations;
c. Determining the transaction price;
d. Allocating the transaction price to the performance obligations; and
e. Recognizing revenue when/as performance obligation(s) are satisfied.

Service fee income

The Company earns service income through provision of outpatient mental health services including psychotherapy, psychiatric medication management, transcranial magnetic stimulation, and ketamine-assisted psychotherapy. Service income is measured at the amount of transaction price that is allocated to a performance obligation. The transaction price that is allocated to each performance obligation is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised medical services to a patient. Service revenue is recognized upon completion of medical services, which are determined when services have been provided to a patient and no significant obligations from the Company remains.

Clinical trial income

The Company earns clinical trial income through hosting clinical trials and researches focusing on emerging treatment options in neuropsychiatry. The transaction price is allocated to each clinical trial and research task on an estimated stand-alone price basis, for the Company recognizes revenue as or when such a task under the contract is satisfied.

Cost of services

Cost of services includes the expenses incurred to provide services to patients and customer, which are the related labor costs and depreciation expense on the TMS systems.

3. Significant Accounting Policies (continued)

Equipment and right-of-use assets

Equipment and right-of-use assets are stated at cost less accumulated depreciation. The cost of repairs and maintenance is expensed as incurred. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from property and equipment and any gain or loss is reflected as a gain or loss from operations.

The estimated useful lives are:

Furniture and equipment	1-5 years
Medical equipment	1-5 years
Leasehold improvements	Lease terms
Right-of-use assets	Lease terms

Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

3. Significant Accounting Policies (continued)

Leases (continued)

The right-of-use asset is initially measured at cost, which comprises the following:

- the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company; and
- an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. It is depreciated in accordance with the Company's accounting policy for property and equipment, from the commencement date to the earlier of the end of its useful life or the end of the lease term. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use assets are presented as property and equipment and the lease liabilities are presented as loans on the combined statement of financial position.

The Company has elected not to recognize right-of-use assets and lease liabilities for the short-term leases that have a lease term of 12 months or less and recognizes the lease payments as an expense to profit or loss on a straight-line basis over the term of the lease.

Business combination

Acquisitions of business are accounted for using the acquisition method. The consideration of each business combination is measured, at the date of the exchange, as the aggregate of the fair value of assets acquired, liabilities incurred or assumed and equity instruments issued by the Company to the former owners of the acquiree in exchange for control of the acquire. Acquisition-related costs incurred for the business combination are expensed. The acquiree's identifiable assets, liabilities and contingent liabilities are recognized at their fair value at the acquisition date.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the consideration of the acquisition over the Company's interest in the fair value of the net identifiable assets, liabilities and contingent liabilities recognized. If the Company's interest in the fair value of the acquiree's net identifiable assets, liabilities and contingent liabilities exceeds the cost of the acquisition, the excess is recognized in profit or loss immediately. Goodwill may also arise as a result of the requirement under IFRS to record a deferred tax liability on the excess of the fair value of the acquired assets over their correspondence tax bases, with the corresponding offset recorded as goodwill.

In the case of the amount of the net of the amounts of the identifiable assets acquired and the liabilities assumes exceeding the fair value of the consideration, the Company recognizes the resulting amount in profit or loss on the acquisition date.

3. Significant Accounting Policies (continued)

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Customer relationships and brand name

The Company acquired patient relationships and brand name as part of the acquisition of the Cedar Group.

Patient relationships	5 years
Brand name	5 years

3. Significant Accounting Policies (continued)

Goodwill

Goodwill is only recognized as part of business combinations and is made up of intangible assets with indefinite useful lives that cannot be identified separately. Goodwill is measured at historical cost less any impairment losses. Goodwill is not amortized, but is systematically tested for impairment annually in the fourth quarter or earlier if there is an indication of impairment. An increase in interest rates and a drop-in sales or in operating profit are some of the indicators of impairment that management monitors.

Significant accounting judgments and estimates

Application of accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income or loss, assets and liabilities recognized and disclosures made in the financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made.

Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

The following areas require significant estimates or judgment by management.

Segmented information

The Company's Chief Executive Officer has been identified as the Chief Operating Decision Maker (the "CODM") with respect to segmented information disclosures. The CODM represents the appropriate level of management to analyze and determine the distinct operating segments of the Company. The CODM examine the Company's performance both from a service and geographic perspective and has identified two reportable segments of its business, namely the US and the Canadian operations.

Leases

All the components of the lease liability are required to be discounted to reflect the present value of the payments. The discount rate to use is the rate implicit in the lease, unless this cannot readily be determined, in which case the lessee's incremental borrowing rate is used instead. The definition of the lessee's incremental borrowing rate states that the rate should represent what the lessee would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. Significant judgment is required to estimate an incremental borrowing rate in the context of a right-of-use asset.

3. Significant Accounting Policies (continued)

Significant accounting judgments and estimates (continued)

Business combination

When the Company completes an acquisition, management is required to make judgments to determine whether the acquisition meets the definition of a business under IFRS 3 – Business Combinations.

In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may determine the FairValue, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

In addition, the Company may provide contingent consideration as part of the purchase price for acquisitions of businesses and/or assets. Management is required to make judgments and estimates of the future performance of the acquired business and/or assets in order to determine the amount of contingent consideration to be recognized at acquisition and at each subsequent reporting date. During the period ended September 30, 2020, the Company completed the acquisition of Cedar Group (note 4).

4. Acquisition of Cedar Group

On July 22, 2020, the Company acquired 100% of the issued and outstanding shares of Cedar Group pursuant to a stock purchase agreement dated July 22, 2020. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition. During the three months ended September 30, 2020, the Company paid $500,000 and issued 8,250,000 common shares for Cedar Acquisition. As at September 30, 2020, the Company recorded $469,406 consideration payable which was included in accrued liabilities and recorded $943,125 shares to be issued.

The Company determined that the acquisition was a business combination under IFRS 3 - Business Combinations and was accounted for by applying the acquisition method, whereby the assets acquired and liabilities assumed were recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill.

The allocation purchase price calculation is as follows:

Consideration - cash	$ 958,824
Consideration - shares	1,768,125
Total consideration paid	$ 2,726,949
Identifiable assets acquired	
Cash	$ 429,436
Accounts receivable	368,561
Prepaid expenses	8,035
Property and equipment	63,307
Right-of-use assets	1,470,892
Accounts payable	(92,737)
Lease liabilities	(1,470,892)
Deferred tax liability	(244,000)
Loan payable to related party	(53,563)
Government loans payable	(193,414)
Patient relationship	494,165
Brand name	393,993
Net identifiable assets acquired	1,173,783
Goodwill	1,553,166
	$ 2,726,949

4. Acquisition of Cedar Group (continued)

The value of the share consideration was estimated using a combination of the Finnerty put option model and Chaffe model to estimate the discount related to the shares to be issued six and twelve months after the acquisition. The key assumptions used are as follows:

	Shares issued 6 months after acquisition	Shares issued 12 months after acquisition
Volatility	131%	111%
Risk-free rate	0.13%	0.12%
Term	0.5 years	1 year

The cash payments due six and twelve months after the closing of the acquisition are discounted using an effective interest rate of 12%.

The goodwill recognized on the acquisition is primarily attributed to the assembled workforce and the synergies which will contribute to operational efficiencies within the Company.

Operating results have been included in these unaudited condensed interim consolidated financial statements from the date of the acquisition. Cedar Group's revenue and net income for the period from the date of acquisition to September 30, 2020 included in the unaudited condensed interim consolidated statement of loss and comprehensive loss are $873,281 and $72,969, respectively. Had the above noted business combination occurred on July 1, 2020, Cedar Group's revenue and net income included in the unaudited condensed interim consolidated statement of loss and comprehensive loss would have been $1,189,384 and $230, respectively.

5. Marketable Securities

On January 15, 2020, the Company acquired an aggregate of 166,666 common shares of Field Trip Psychedelics Inc. ("Field Trip"), a private company, at a price of US$0.90 per share for gross payment of $196,615. During the three months ended September 30, 2020, Field Trip completed the reverse take-over transaction with a Canadian listed company (the "Listed Company") and exchanged its shares for the shares of the Listed Company on the basis of one for one. As at September 30, 2020, the marketable securities were valued at $213,662 and the Company recorded an unrealized gain on marketable securities of $17,047. The shares are subject to lock-up restrictions whereby 25% of the shares will be released on November 30, 2020, 25% on January 29, 2021, 25% on May 29, 2021 and 25% on July 28, 2021.

6. Property and Equipment

	Furniture	Medical Equipment	Leasehold Improvements	Total
Cost				
Balance, June 30, 2020	$ -	$ -	$ -	$ -
Acquired on acquisition	62,628	679	-	63,307
Additions	-	-	59,426	59,426
Foreign exchange	(248)	(3)	(235)	(486)
Balance September 30, 2020	$ 62,380	$ 676	$ 59,191	$ 122,247
Accumulated Depreciation				
Balance, June 30, 2020	$ -	$ -	$ -	$ -
Charge for the period	5,523	73	-	5,596
Foreign exchange	(21)	-	-	(21)
Balance September 30, 2020	$ 5,502	$ 73	$ -	$ 5,575
Net book Value – June 30, 2020	$ -	$ -	$ -	$ -
Net book Value – September 30, 2020	$ 56,878	$ 73	$ 59,191	$ 116,672

7. Right-of-use Assets

	Offices	TMS Systems	Total
Cost			
Balance, June 30, 2020	$ -	$ -	$ -
Additions upon acquisition	1,181,687	289,205	1,470,892
Additions	1,968,674	340,991	2,309,665
Foreign exchange	8,996	1,224	10,220
Balance, September 30, 2020	$ 3,159,357	$ 631,420	$ 3,790,777
Depreciation			
Balance, June 30, 2020	$ -	$ -	$ -
Charge for the period	48,642	32,229	80,871
Foreign exchange	338	222	560
Balance, September 30, 2020	$ 48,980	$ 32,451	$ 81,431
Net book Value – June 30, 2020	$ -	$ -	$ -
Net book Value – September 30, 2020	$ 3,110,377	$ 598,969	$ 3,709,346

Transcranial magnetic stimulation is defined as “TMS”

8. Goodwill and Intangible Assets

	Goodwill	Patient relationships	Brand name	Total intangible assets
Cost				
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Additions upon acquisition	1,553,166	494,165	393,993	888,158
Foreign exchange differences	(4,460)	(1,956)	(1,560)	(3,516)
Balance, September 30, 2020	**$ 1,548,706**	**$ 492,209**	**$ 392,433**	**$ 884,642**
Amortization				
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Amortization	**-**	**18,481**	**14,735**	**33,216**
Foreign exchange differences	**-**	**129**	**101**	**230**
Balance, September 30, 2020	**$ -**	**$ 18,610**	**$ 14,836**	**$ 33,446**
Net book value				
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Balance, September 30, 2020	**$ 1,548,706**	**$ 473,559**	**$ 377,597**	**$ 851,196**

9. Convertible Debentures Receivable

	Investment in Synthesis Convertible Loan	Investment in ATAI Convertible Note	Total
Balance, May 22, 2019	**$ -**	**$ -**	**$ -**
Additions	1,121,575	-	1,121,575
Fair value gain (loss)	(8,285)	-	(8,285)
Foreign currency gain (loss)	26,300	-	26,300
Balance, June 30, 2020	$ 1,139,590	$ -	$ 1,139,590
Additions	-	232,320	232,320
Unrealized fair value gain (loss)	31,395	(4,915)	26,480
Foreign currency gain (loss)	24,381	2,142	26,523
Balance, September 30, 2020	**$ 1,195,366**	**$ 229,547**	**$ 1,424,913**

On November 18, 2019, the Company entered into a convertible loan agreement (the "Synthesis Investment Agreement") with Synthesis Institute B.V. ("Synthesis"). Pursuant to the Synthesis Investment Agreement, the Company advanced a €750,000 ($1,121,575) aggregate principal amount of convertible loan to Synthesis (the "Synthesis Convertible Loan"). The Synthesis Convertible Loan (i) has a maturity date of May 19, 2021; (ii) accumulates interest at an annual interest rate of 10%, calculated monthly and payable at maturity; and (iii), upon Synthesis completing an equity financing of not less than €5,000,000 to arm's length parties (the "Synthesis Financing"), the then outstanding Synthesis Convertible Loan principal and interest shall convert into shares of Synthesis ("Synthesis Shares") at the same terms as the Synthesis Financing at a 15% discount. On October 5, 2020, the Company entered into an amendment whereby the maturity date was extended to October 15, 2021 and the conversion terms were amended to - upon Synthesis completing the Synthesis Financing, the then outstanding Synthesis Convertible Loan principal and interest shall convert into Synthesis Shares, whereby – as to valuation - a cap of €9,600,000 and a discount of 15% shall apply to the price of the Synthesis Shares offered pursuant to the Synthesis Financing.

9. Convertible Debentures Receivable (continued)

During the period ended September 30, 2020, the Company accrued interest income of $29,789 and as at September 30, 2020, had an interest receivable of $78,744.

On July 21, 2020, the Company entered into a convertible note purchase agreement (the "ATAI Investment Agreement") with ATAI Life Sciences AG ("ATAI"). Pursuant to the ATAI Investment Agreement. The Company purchased a €150,000 ($232,320) principal amount convertible note (the "ATAI Convertible Note"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "ATAI Mandatory Conversion Event") (i) upon the sale of the issued and outstanding share capital of ATAI (the "ATAI Sale"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "ATAI Financing"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "Non-Qualifying ATAI Financing"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of a Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("ATAI Shares"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

During the period ended September 30, 2020, the Company accrued interest income of $2,280 and as at September 30, 2020, had an interest receivable of $2,294.

10. Lease Liabilities

The Company leases certain assets under lease agreements. The lease liabilities consist of leases of various clinical facilities with a term ranging from one to ten years and the TMS Systems with a four-year term. The leases are calculated using an incremental borrowing rate of 9% per annum.

	Offices	TMS System	Total
June 30, 2020	$ -	$ -	$ -
Additions upon acquisition	1,181,687	289,205	1,470,892
Additions	1,968,674	337,018	2,305,692
Accretion	34,362	10,258	44,620
Lease payment	(32,837)	(25,551)	(58,388)
Foreign exchange	9,007	1,090	10,097
September 30, 2020	$ 3,160,893	$ 612,020	$ 3,772,913
Allocated as:			
Current	198,270	157,655	355,925
Non-current	2,962,623	454,365	3,416,988
September 30, 2020	$ 3,160,893	$ 612,020	$ 3,772,913

The maturity analysis of the undiscounted contractual balances of the lease liabilities is as follows:

Maturity analysis	**September 30, 2020**
Less than one year	$ 668,229
One to three years	1,429,263
Three to five years	1,158,186
Greater than five years	2,154,769
Total undiscounted lease liabilities	5,410,447
Amount representing implicit interest	(1,637,534)
Lease liabilities	$ 3,772,913

11. Government Loans Payable

		September 30, 2020
Balance, beginning	$	-
Additions upon acquisition		193,414
Interest		3,767
Foreign exchange		(740)
Balance, ending	$	196,441
Allocated as:		
Current		1,389
Non-current		195,052
September 30, 2020	$	196,441

The government loans payable represent are made up of a US$175,000 loan (the "PPP Loan") of Cedar Group under the United States Small Business Administration ("SBA") Paycheck Protection Program pursuant to the recently adopted Coronavirus Aid, Relief, and Economic Security Act and a US$10,000 small business bridge loan (the "SBB Loan") from the Governor's Office of Economic Development of State of Utah.

The PPP Loan is guaranteed by the SBA, matures on April 15, 2022 and bears interest at 1% per annum. The loan was recognized at fair value on the acquisition date of the Cedar Group using the effective interest rate of 15%, $184,479.

All or a portion of the PPP Loan may be forgiven if the Cedar Group maintains its employment and compensation within certain parameters during the eight-week to twenty-four-week period following the loan origination date and the proceeds of the loan are spent on payroll costs. As of the date of authorization for issue, the Company is in the process of assessing its eligibility of the loan forgiveness.

The SBB Loan is unsecured, non-interest bearing and payable with a monthly instalment of US$209 commencing on May 1, 2021 with the final payment due on April 1, 2025. The loan was recognized at fair value on the acquisition date of the Cedar Group using the effective interest rate of 15%, $8,935.

12. Share Capital

(a) Authorized

The Company is authorized to issue an unlimited number of common shares.

(b) Issued and outstanding - Common Shares

	Shares	Consideration
Balance, as at May 22, 2019 (date of incorporation)	-	$ -
Shares issued in private placements (i)(ii)(iii)(iv)(v)(vi)(vii)	93,705,000	4,750,500
Share issuance costs - cash (iv)(v)(vi)(vii)	-	(292,394)
Share issuance costs - warrants (iv)(v)(vi)(vii)	-	(123,601)
Balance, June 30, 2020	93,705,000	$ 4,334,505
Shares issued in private placements (viii)	10,560,000	1,056,000
Share issuance costs - cash (viii)	-	(29,379)
Share issuance costs - warrants (viii)	-	(38,578)
Shares issued for Cedar Acquisition (note 4)	8,250,000	825,000
Balance, September 30, 2020	112,515,000	$ 6,147,548

(i) On September 30, 2019, the Company issued 31,500,000 common shares to related parties with each share valued at $0.02 for gross consideration of $630,000 (the “September Financing”). Out of the gross consideration the Company received cash proceeds of $157,500 with the remainder of $472,500 being recorded as share-based payments. The fair value of the shares was determined using the most recent private placement closed after the September Financing.

(ii) On October 18, 2019, the Company issued 22,500,000 common shares at $0.02 per share for gross proceeds of $450,000.

(iii) On November 15, 2019, the Company issued 6,000,000 common shares at $0.05 per share for gross proceeds of $300,000.

(iv) On January 8, 2020, the Company issued 8,950,000 common shares at $0.10 per share for gross proceeds of $895,000. The Company incurred share issuance costs of $64,588 and issued 626,500 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: one year expected life; 100% expected volatility; risk-free interest rate of 1.66%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $33,107.

12. Share Capital (continued)

(b) Issued and outstanding - Common Shares (continued)

(v) On March 20, 2020, the Company issued 7,125,000 common shares at $0.10 per share for gross proceeds of $712,500. The Company incurred share issuance costs of $49,875 and issued 498,750 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.56%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $26,094.

(vi) On June 19, 2020, the Company issued 6,725,000 common shares at $0.10 per share for gross proceeds of $672,500, $12,500 of which was received subsequent to the period ended June 30, 2020. The Company incurred share issuance costs of $47,075 and issued 470,750 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.26%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $24,562.

(vii) On June 29, 2020, the Company issued 10,905,000 common shares at $0.10 per share for gross proceeds of $1,090,500, $40,000 of which was received subsequent to the period ended June 30, 2020. The Company incurred share issuance costs of $132,794 and issued 763,350 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.29%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $39,838.

(viii) On July 14, 2020, the Company issued 10,560,000 common shares at $0.10 per share for gross proceeds of $1,056,000, $727,500 of which was received during the period ended June 30, 2020 as shares to be issued. The Company incurred share issuance costs of $29,379 and issued 739,200 broker warrants with each broker warrant exercisable into one common share of the Company at $0.10 for two years from the issuance. The fair value of these broker warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: two year expected life; 100% expected volatility; risk-free interest rate of 0.29%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $38,578.

13. Warrants

The following table reflects the continuity of warrants for the period ended September 30, 2020:

	Number of Broker Warrants	Weighted Average Exercise Price
Balance, May 22, 2019 (date of incorporation)	-	$ -
Issued (Note 12)	2,359,350	0.10
Balance, June 30, 2020	2,359,350	$ 0.10
Issued (Note 12)	739,200	0.10
Balance, September 30, 2020	3,098,550	$ 0.10

The following table reflects the warrants issued and outstanding as of September 30, 2020:

Expiry Date	Exercise Price	Weighted Average Number of Contractual Life (years)	Broker Warrants Outstanding
January 8, 2022	0.10	1.27	626,500
March 20, 2022	0.10	1.47	498,750
June 19, 2022	0.10	1.72	470,750
June 29, 2022	0.10	1.75	763,350
July 14, 2022	0.10	1.79	739,200
	0.10	1.61	3,098,550

14. Capital Management

The Company considers its capital to be its shareholders' equity. As at September 30, 2020, the Company had shareholders' equity of $5,419,293. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the period ended September 30, 2020.

15. Fair Value and Financial Risk Factors

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash and investment as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The carrying value of the Company's financial liabilities as at September 30, 2020 approximate their fair value due to their short terms to maturity.

The following table illustrates the classification of the Company's financial instruments recorded at fair value within the fair value hierarchy as at September 30, 2020:

September 30, 2020	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash	$ 2,308,252	$ -	$ -	$ 2,308,252
Marketable securities	$ -	$ -	$ 213,662	$ 213,662
Convertible debentures receivable	$ -	$ -	$ 1,424,913	$ 1,424,913
Interest receivable	$ -	$ -	$ 81,038	$ 81,038

Level 3 hierarchy:

The following table presents the changes in fair value measurement of financial instrument classified as Level 3. The financial instrument is measured at fair value utilizing non-observable market inputs.

	Opening balance, June 30, 2020	**Purchases and interest income**	**Unrealized gain on investment**	**Foreign exchange**	**Ending balance, September 30, 2020**
Marketable securities	$ 196,615	$ -	$ 17,047	$ -	$ 213,662
Investments in convertible debentures	$ 1,139,590	$ 232,320	$ 26,480	$ 26,523	$ 1,424,913
Interest receivable	$ 48,169	$ 32,069	$ -	$ 800	$ 81,038

15. Fair Value and Financial Risk Factors (continued)

Fair Values (continued)

Level 3 hierarchy (continued):

Within Level 3, the Company includes marketable securities subject to a holding period and convertible debentures receivable and interest receivable. The key assumptions of marketable securities include the volatility of the share price of comparable listed companies. The critical assumptions of the convertible debentures and interest receivable include the market interest rates for similar loans and convertible debentures. The market interest rates were determined taking into consideration similar instruments with corresponding maturity dates, plus a credit adjustment in accordance with the borrower's credit worthiness.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

September 30, 2020

Investment name	Valuation technique		Fair value	Unobservable inputs
Field Trip	Black-Scholes Model	$	213,662	Volatility
Convertible debentures receivable	Comparable instruments	$	1,424,913	Comparable prices
Interest receivable	Comparable instruments	$	81,038	Comparable prices

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments. As at September 30, 2020, a change in the transaction price of 5% would result in an increase/decrease in the fair value estimate of the investment of approximately $10,000, keeping all other variables constant.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at September 30, 2020, management believes that the credit risk with respect to its financial assets is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting it operations and anticipating its operating and investing activities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors. The market risk factor that affects the Company is foreign currency risk.

15. Fair Value and Financial Risk Factors (continued)

Interest rate risk

The Company has cash balances and loan receivable. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest-bearing accounts of select major Canadian chartered banks. The Company regularly monitors its cash activities in compliance with its cash management policy.

As of September 30, 2020, the Company's interest rate risk mainly relates to the convertible debentures receivable but its interest rate risk is limited as the convertible debentures receivable is subject to a fixed interest rate.

Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. As of September 30, 2020, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would affect the reported comprehensive loss by approximately $40,000 and sensitivity to a plus or minus 10% change in Euro foreign exchange rate would affect the reported comprehensive loss by approximately $150,000.

16. Related Party Transactions

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and members of the Company's Board of Directors.

Compensation awarded to key management personnel is as follows:

	Three months ended September 30, 2020	Period from May 22, 2019 (Date of incorporation) to September 30, 2019
Consulting fee - Emmcap Corp. (i)	$ 75,000	$ -
Consulting fee - Seek Capital Management (ii)	15,000	-
Consulting fee- Bay Street Mercantile (iii)	15,000	40,000
Salaries (v)	141,419	-
Lease payments (vi)	27,289	-
Sub-contractor fees (vii)	3,974	-
Share-based compensation (i)(iii)(iv)	-	472,500
Total	$ 277,682	$ 512,500

16. Related Party Transactions (continued)

(i) Emmcap Corp. is controlled by the CEO of the Company. As at September 30, 2020, Emmcap Corp. was owed $84,750 (June 30, 2020 - $37,800) which was included in accounts payable and accrued liabilities. During the period ended September 30, 2020, Emmcap Corp. subscribed to nil (period from incorporation on May 22, 2019 to June 30, 2019 - 17,550,000) common shares of the Company for $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $193,500). The Company recorded share-based compensation of $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $157,500) to Emmcap Corp relating to the September Financing.

(ii) Seek Capital is controlled by one of the directors of the Company. As at September 30, 2020, Seek Capital was owed $15,000 (June 30, 2020 - $96,050) which was included in accounts payable and accrued liabilities.

(iii) Bay Street Mercantile is controlled by one of the directors of the Company. As at September 30, 2020, Bay Street Mercantile was owed $15,000 (June 30, 2020 - $50,850) which was included in accounts payable and accrued liabilities. During the period ended September 30, 2020, Bay Street Mercantile subscribed to nil (period from incorporation on May 22, 2019 to June 30, 2019 - 17,550,000) common shares of the Company for $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $193,500). The Company recorded share-based compensation of $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $157,500) to Bay Street Mercantile relating to the September Financing.

(iv) During the period ended June 30, 2020, a director of the Company subscribed to nil (period from incorporation on May 22, 2019 to June 30, 2019 - 17,550,000) common shares of the Company for $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $193,500). The Company recorded share-based compensation of $nil (period from incorporation on May 22, 2019 to June 30, 2019 - $157,500) to the director relating to the September Financing.

(v) During the period ended September 30, 2020, the Company paid salaries of $141,419 to certain officers of the Company. As of September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the officers.

(vi) During the period ended September 30, 2020, the Company made lease payments of $27,289 (June 30, 2020 - $nil) to a company controlled by an officer of the Company for the use of an office space. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(vii) During the period ended September 30, 2020, the Company paid sub-contract fees of $3,974 (June 30, 2020 - $nil) to a company controlled by an officer of the Company. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(viii) As of September 30, 2020, the loan payable to an officer of the Company is $53,356 (June 30, 2020 - $nil), which is unsecured, due on demand and non-interest bearing.

(ix) As of September 30, 2020, the Company owed a principal balance of $500,000 to certain officers of the Company for consideration payable for the Cedar Acquisition, with $250,000 due six months after the close of the Cedar Acquisition and the remaining $250,000 due 12 months after the close of the Cedar Acquisition (note 4). At initial recognition, the cash consideration payable to the officers was recorded at fair value and discounted using an effective interest rate of 12.2%. During the three months ended September 30, 2020, the Company recorded interest accretion expense of $10,582 (for the period ended September 30, 2019 - $nil). As at September 30, 2020 the Company has a balance of $469,406 (June 30, 2020 – $nil) recorded as due to related parties.

17. Cost of Services

	Three months ended September 30, 2020	Period from May 22, 2019 (Date of incorporation) to September 30, 2019
Salaries and wages to psychiatric service providers	$ 398,783	$ -
Depreciation of TMS system	32,229	-
Amortization of intangible assets	33,216	-
Total	$ 464,228	$ -

18. Segmented Information

The Company has two reportable segments related to its outpatient mental health clinics businesses which it operates in the United States and corporate administration in Canada. The disclosure with regards to the Company's aforementioned segments and locations are listed below:

Three months ended September 30, 2020	**USA**	**Canada**	**Total**
Revenue	$ 873,281	$ -	$ 873,281
Cost of sales	464,228	-	464,228
Gross profit	409,053	-	409,053
Total expenses	498,293	530,704	1,028,997
Other income	-	(110,058)	(110,058)
Current tax expense	7,728	-	7,728
Deferred tax recovery	(24,000)	-	(24,000)
Income (loss)	$ (72,968)	$ (420,646)	$ (493,614)

As at September 30, 2020	**USA**	**Canada**	**Total**
Non-current assets	$ 6,225,920	$ 1,505,951	$ 7,731,871
Total assets	$ 7,022,842	$ 3,588,638	$ 10,611,480
Total liabilities	$ 4,379,313	$ 812,874	$ 5,192,187

As at June 30, 2020 and during the period from May 22, 2019 to September 30, 2019, the Company had only one segment of corporate administration in Canada.

19. Income taxes

Income tax is comprised of:

	Three months ended September 30, 2020	Period from May 22, 2019 (Date of incorporation) to September 30, 2019
Current:		
Current taxes for the period	$ 7,728	$ -
Deferred:		
Origination and reversal of temporary differences	(24,000)	-
Income tax recovery	$ (16,272)	$ -

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	Three months ended September 30, 2020	Period from May 22, 2019 (Date of incorporation) to September 30, 2019
Loss before income taxes	$ (509,886)	$ (518,243)
Statutory income tax rate	26.5%	26.5%
Expected income tax recovery at statutory income tax rate	(135,000)	(137,000)
Permanent differences	9,000	125,000
Impact of foreign exchange	(272)	-
Share issue costs	(5,000)	-
Adjustment resulting from:		
Deferred tax assets not recognized	115,000	12,000
Income tax recovery	$ (16,272)	$ -

Temporary differences that give rise to the following deferred tax assets and liabilities are:

	September 30, 2020	June 30, 2020
Deferred tax assets		
Share issuance costs	$ 63,000	$ 62,000
Non-capital losses	372,000	245,000
Lease liabilities	979,000	-
Valuation allowance	(417,000)	(302,000)
Deferred tax assets	997,000	5,000
Deferred tax liabilities		
Marketable securities	(2,000)	-
Convertible debentures receivable	(19,000)	(5,000)
Government loans payable	(13,000)	-
ROU Assets	(962,000)	-
Intangible assets	(221,000)	-
Net deferred tax liability	$ (220,000)	$ -

20. Subsequent events

On November 19, 2020, the Company issued 2,000,000 common shares pursuant to the Cedar Acquisition.

Subsequent to the period ended September 30, 2020, the Company completed a private placement offering of 10,000,000 subscription receipts at $1.00 per unit for gross proceeds of $10,000,000 (the "Financing"). Each subscription receipt was automatically exercised into four common shares of the Company prior to the closing of the Transaction and such common shares were then exchanged for post-consolidated common shares of Hinterland pursuant to the Transaction on the basis of one post-consolidated Hinterland share for each four common shares of the Company. In connection with the Financing, Novamind paid cash finders' fees of $590,539 and issued 2,362,156 broker warrants exercisable at $0.25 for a period of three years.

Subsequent to the period ended September 30, 2020, the Company granted 12,584,208 options to directors and consultants of the Company. The options are exercisable at $0.10 for a period of five years and vest as follows: 25% vest 6 months from the grant date, 25% vest 12 months from the grant date, 25% vest 18 months from the grant date and 25% 24 months from the grant date.

SCHEDULE "D"

HINTERLAND MD&A

HINTERLAND METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

DATED APRIL 23, 2020

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in Hinterland's public disclosures.

Hinterland Metals Inc.
Management's Discussion and Analysis
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Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**$**" are to the Canadian Dollar.

The financial statements were prepared in conformity with Canadian Generally Accepted Accounting Principles that incorporate International Financial Reporting Standards ("**IFRS**"), which require management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. Hinterland Metals Inc. ("**Hinterland**" or "**Corporation**") bases its estimates on historical experience, current trends and other assumptions that deemed reasonable under the circumstances. Actual results could differ and will most likely differ from estimates.

Forward Looking Statements
This MD&A may contain forward looking-statements with respect to financial performance strategy and business conditions. The words believe "anticipate", "could", "estimate", "expect", "intend", "may", "plan", "project", "will", "would", "aim" and similar expressions are intended to identify forward-looking statements although not all forward-looking statements contained these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that may cause such differences include, but that are not limited to, General economic and market conditions, investment performance, Global and domestic financial markets, the competitive industry environment, legislative and regulatory changes, technology development, catastrophic events and other business risks. The reader is caution against undue reliance on these forward-looking statements. Although the forward looking-statements contained in this MD&A are based upon what management currently believe to be reasonable assumptions, we cannot assure that actual results, performance or achievements will be consistent with such statements. The forward-looking statements are as of the date of this MD&A and will only be updated or revised where required by applicable laws. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations

ITEM 1 - Overview

General
Hinterland Metals Inc. has its common shares listed on the TSX Venture Exchange ("**TSXV**") for trading under the symbol HMI.

Hinterland is a mineral exploration company engaged in the acquisition and exploration of mineral resource properties. The Corporation's exploration and evaluation properties are located within Canada, mainly Quebec and Ontario, and continues to evaluate, and will acquire, additional properties, as capital and opportunities present themselves.

In accordance with IFRS, as the recoverability of the Corporation's properties was not determinable, the Corporation reduced the carrying values to $Nil, and therefore a reserve for full book value of all properties not previously written down to $Nil.

On March 4, 2019, shareholders approved the consolidation of common shares of the Corporation on a basis of 10 old common shares for 1 new common shares. Accordingly, all information on common shares, loss per share, warrants and incentive stock options have been adjusted to reflect this change.

Extension of Warrants
In May 2018, the Corporation announced that it had received approval to extend the following warrants:

Previous Expiry Date	Revised Expiry Date	Number of Warrants	Exercise price
May 27, 2019	May 27, 2019	90,000	$ 1.00
June 13, 2019	June 13, 2021	59,000	1.00
August 17 2019	August 17 2021	775,000	1.00
September 7, 2018	September 7, 2021	92,000	1.00

On January 18, 2019, the CEO and CFO as well as a number of directors resigned. And on March 4, 2019, while the newly appointed CFO, remained, a new board was elected, and a new CEO was appointed to help restructure the company and seek to create shareholder value.

On June 3, 2019, the Corporation voluntarily delisted from the TSXV as its legal advised believe that the delisting to provide the Corporation with additional flexibility to consider debt restructuring strategies that may not otherwise be permitted under the policies of the TSXV.

On September 23, 2019, the Corporation entered in to an LOI with Molecular Science Corp. ("**Molecular Science**") in respect of a transaction pursuant to which Molecular Science and its shareholders will complete a business combination with Hinterland (the "**MSC LOI**").

On December 17, 2019, the MSC LOI was terminated.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370.

During the year ended December 31, 2019, an accretion expense of $9,265 was recorded for the convertible debenture.

ITEM 2 - Selected Annual Information

The following is the Corporation's selected annual information for the preceding three fiscal years:

	December 2019	December 2018	December 2017
Net revenues	$ Nil	$ Nil	$ Nil
Net loss	(222,347)	(792,364)	(144,545)
Loss per share – basic and dilutive	(0.05)	(0.19)	(0.03)
Total assets	157,803	125,497	583,475
Long term financial liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR.

ITEM 3 - Results of Operations

For the twelve-month period ending December 31, 2019 versus December 31, 2018

As the Corporation continues to be in a state of exploration and development, it does not have any revenues from operations

Administrative expenditures from continuing operations for the year ending December 31, 2019 was $10,423 versus $21,613 a year earlier for a positive variance of $11,190 or 51.8%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Management fees for the year ending December 31, 2019 was $76,138 versus $120,700 a year earlier for a positive variance of $44,562 or 36.9%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Mineral exploration for the year ending December 31, 2019 was $5,484 versus $9,885 a year earlier for a decrease in exploration expenses of $4,401 or 44.5%. Management anticipates this amount to be marginal as management executes the business plan.

Professional fees for the year ending December 31, 2019 was $145,611 versus $98,318 a year earlier for a negative variance of $47,293 or 48.1%. The increase is due to the legal costs associated with the failed proposed transaction with Molecular Science.

Regulatory fees for the year ending December 31, 2019 was $33,685 versus $38,470 a year earlier for a positive variance of $4,785 or 12.4%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Travel expenses for the year ending December 31, 2019 was $Nil versus $8,155 a year earlier for a positive variance of $8,155 or 100%.

Gain on the sale of exploration and evaluation assets for the year ending December 31, 2019 was $70,000 versus $83,648 a year earlier for a negative variance of $13,648 or 16.3%. In 2018, the Corporation had optioned off the Skyfall project and it received a payment in July 2019. While the optionee had also completed the work program necessary they still decided to return the property in January 2020.

Write-off of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $504,284 a year earlier for a positive variance of $504,284 or 100.0%. In 2019, all properties not yet divested of was written-off.

Write down of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $34,468 a year earlier for a positive variance of $34,468 or 100%.

Operating loss for the year ending December 31, 2019 was $201,341 versus a loss of $752,245 a year earlier for a positive variance of $550,905 or 73.2%.

For the year ending December 31, 2019, the Corporation recorded an accretion expense due to its convertible bonds in the amount of $9,265 versus $Nil a year earlier for a negative variance of $9,265.

For the year ending December 31, 2019, the Corporation recorded an unrealized loss of $1,000 on its marketable securities portfolio versus $40,119 for the year earlier for a positive variance of $39,199 or 97.5%.

For the year ending December 31, 2019, the Corporation recorded an interest expense of $5,041 versus $Nil a year earlier for an negative variance of $5,041.

For the year ending December 31, 2019, the Corporation recorded a realized gain of $5,700 versus $Nil a year earlier on its marketable securities portfolio for a positive variance of $29,908 or 292.9%.

Loss before tax provision for the year ending December 31, 2019 was $222,347 versus a loss of $792,364 for the year earlier.

The potential benefit of future tax benefits from these losses has not been recognized, as the recoverability is not more likely than not due to the fact the Corporation has yet to make a profit.

Net loss for the year ending December 31, 2019 was $222,347 versus $792,364 a year earlier for a positive variance of $570,017 or 71.9%.

For the year ended December 31, 2019, the Corporation had a loss per share of $0.05 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,251,958, as it would have been anti-dilutive. For the prior year, the loss per share was $0.19 based on 4,231,700 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,231,700, as it would have been anti-dilutive.

During the year ended December 31, 2018, as the recoverability of the Corporation's exploration and evaluation portfolio was not determinable, in accordance with IFRS the book value was written down to $Nil.

As at December 31, 2019, the Corporation had working deficit of $373,799 versus a working capital of $203,962, for a negative variance of $169,837 or 83.3%.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022.

ITEM 4 - Summary of Quarter Results

The following table sets forth, for each quarter ended on the date indicated, for the past eight quarters, information relating to the Corporation's revenue, net loss and loss per common share as prepared in accordance with Canadian GAAP which incorporates IFRS.

	Net Revenue	Net (Loss) Income	Net earnings (loss) / share fully basic & diluted
December 31, 2019	$ Nil	$ (91,039)	$ (0.02)
September 30, 2019	Nil	57,982	0.01
June 30, 2019	Nil	(43,486)	(0.01)
March 31, 2019	Nil	(145,804)	(0.03)

	Net Revenue	Net (Loss) Income	Net earnings (loss) / share fully basic & diluted
December 31, 2018	Nil	(662,869)	(0.16)
September 30, 2018	Nil	9,310	0.00
June 30, 2018	Nil	(80,456)	(0.02)
March 31, 2018	Nil	(58,349)	(0.01)

For the three-month period ended December 31, 2019 versus the three-month period ended December 31, 2018

The Corporation has as of yet not started commercialization, it continues to seeks various ways to enhance shareholders' value.

Administrative expenditures from continuing operations for the three-month period ending December 31, 2019 was $482 versus $4,363 a year earlier for a positive variance of $3,881 or 89.0%. Management believes that this amount is currently in line for a company with the Corporation's current activities.

Management fees for the three-month period ending December 31, 2019 was $5,000 versus $91,000 a year earlier for a positive variance of $86,000 or 94.5%. The decrease was is due to the fact that the new management team has reduced fees post January 2019 other than to pay for professional fees to meet its continuous financial reporting requirements and costs relating to completing a transaction to create shareholder value.

Mineral exploration for the three-month period ending December 31, 2019 was $5,000 versus $2,004 a year earlier for an increase in exploration expenses of $2,996 or 149.5%. Management anticipates that this line item shall be minimal going forward, as it seeks to divest itself of its exploration and evaluation assets.

Professional fees for the three-month period ending December 31, 2019 was $35,199 versus $58,110 a year earlier for a positive variance of $22,911 or 39.4%.

Regulatory fees for the three-month period ending December 31, 2019 was $2,553 versus $5,880 a year earlier for a positive variance of $3,327 or 56.6%. Management anticipates that this item shall be reduced over time until such time as a business combination is completed.

Gain on the sale of exploration and evaluation assets for the three-month period ending December 31, 2019 was a loss of $30,000 versus $Nil a year earlier for a negative variance of $30,000.

Write-off of exploration and evaluation assets for the three-month period ending December 31, 2019 was $Nil versus $469,816 a year earlier for a positive variance of $469,816 or 100.0%. In addition, write-down of exploration and evaluation assets for the three-month period ending December 31, 2019 was $Nil versus $34,468 a year earlier for a positive variance of $34,468 or 100.0%. As the Corporation has written-off or down all of its exploration and evaluation properties and is now seeking to divest itself of them, this amount will be minimal going forward.

Operating loss for the three-month period ending December 31, 2019 was $78,234 versus an operating loss of $667,139 for the year earlier for a positive variance of $588,905 or 88.3%.

For the three-month period ending December 31, 2019, the Corporation recorded an accretion expense of $9,265 versus $nil for the year earlier for a negative variance of $9,265.

For the three-month period ending December 31, 2019, the Corporation recorded an unrealized loss of $1,501 on its marketable securities portfolio versus an unrealized loss of $4,270 for the year earlier for a positive variance of $1,501 or 64.8%.

For the three-month period ending December 31, 2019, the Corporation recorded an interest expense of $5,041 versus $nil for the year earlier for a negative variance of $5,041.

Loss before tax provisions for the three-month period ending December 31, 2019 was $91,039 versus a loss of $662,869 for the year earlier for a positive variance of $571,830 or 86.3%.

The potential benefit of future tax benefits from these losses has not been recorded, as the recoverability is not more likely than not that they would be recognized.

Net loss for the three-month period ending December 31, 2019 was $91,039 versus $662,869 a year earlier for a positive variance of $571,830 or 86.3%.

For the period ended December 31, 2019, the Corporation had loss per share of $0.02 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares. For the prior year, the loss per share was $0.16 based on 4,245,914 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares.

As at December 31, 2019, the Corporation had working deficit of $373,799 versus a working capital of $203,962, for a negative variance of $169,837 or 83.3%.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022.

During the period ending December 31, 2018, as the recoverability of the Corporation's exploration and evaluation portfolio was not determinable, in accordance with IFRS the book value was written down to $Nil.

ITEM 5 - Liquidity

As at December 31, 2019, the Corporation had a cash balance of $54,052 (December 31, 2018 - $62,857) with working deficit of $373,799 (December 31, 2018 - $203,602).

ITEM 6 - Capital Resources

The Corporation, as of the filing date of this statement, the Corporation did not have any incentive stock options issued and outstanding, as all those outstanding as at December 31, 2018 were cancelled on April 18, 2019 as those to whom they were granted too had resigned 90 days earlier on January 18, 2019.

In addition, the Corporation, as of the date of this filing, has the following warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Date
775,000	Share Purchase Warrant	$ 1.00	August 17, 2021
92,000	Share Purchase Warrant	1.00	September 7, 2021

9,647,060	Share Purchase Warrant	0.05	November 28, 2022

In order to meet its financial obligations as they arise, the Corporation will be required to raise additional funds. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance the Corporation. Future financing may be completed by the issuance of the Corporation's securities such as equity, as well as debt financing, which includes financial instruments that may permit investors to receive additional common shares. The risk of such financing can be drastically dilutive as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

ITEM 7 - Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - Transactions with Related Parties

Related-party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related-party transactions that occurred during the fiscal period.

For the year ended December 31	2019	2018
Expenses		
Administrative expenses (a)	$ —	$ 11,000
Management fees (b)	76,138	110,700
Professional Fees (c)	36,654	57,840

a) Administrative fees in 2019 where charged by an entity controlled by a prior director and officer;
b) Management fees in 2019 where charged by an entities controlled by a prior directors and officers, as well as $66,138 in 2020;
c) Professional fees in 2019 where charged by an entities controlled by prior directors and officers;

As at December 31, 2019, the balance due to related parties was $38,026 (December 31, 2018 - $nil). The balances outstanding are non-interest bearing, unsecured, have no specific terms for repayment and due to demand.

The Corporation's key management personnel and persons connected with them are also considered to be related parties for disclosure purposes. Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Corporation and comprise of the Chief Executive Officer and the Chief Financial Officer.

ITEM 9 - Proposed Transactions

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the approval of the Board of Directors of the Corporation as well as the Shareholders of the Corporation that has not been discussed.

ITEM 10 - Risk Factors

The following risk factors relate to the Corporation's activities subsequent to the completion of its COB. These risks, to which the Corporation is now subject, were previously disclosed within the Corporation's information circular, made available to all shareholders prior to providing the Corporation with its approval to proceed with the COB. This information is also available on the regulator's web site, SEDAR.

Exploration and Mining Risks
The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Corporation intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. The Corporation from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Corporation's mineral properties, or any known body of commercial ore. Programs conducted on the Corporation's mineral property would be an exploratory search for ore.

Titles to Property
While the Corporation has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

Permits and Licenses
The Corporation's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Metal Prices
Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

Competition
The mining industry is intensely competitive in all its phases. The Corproation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

Environmental Regulations
The Corporation's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with

changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

Conflicts of Interest
Certain directors of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interest of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation.

If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

Stage of Development
The Corporation's properties are in the exploration stage and to date none of them have a proven ore body. The Corporation does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

Industry Conditions
Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Corporation, such as government regulations.

The Corporation undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

Uninsured Hazards
Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Corporation may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Corporation may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Corporation assets or the insolvency of the Corporation.

Future Financing
The completion of future exploration programs, staking and property maintenance obligations and overall corporate operating expenses may require additional financing, which may dilute the interests of existing shareholders.

Key Employees
Management of the Corporation rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

Canada Revenue Agency and provincial agencies
No assurance can be made that Canada Revenue Agency or provincial agencies will agree with the Corporation's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

Investment in listed shares
The Corporation's investments in securities of publicly traded companies in the resource sector are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to

wide fluctuations in response to various factors beyond the control of the Corporation, including, the high degree of risk associated to the business of exploration for minerals, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. Such market fluctuations could adversely affect the market price of the Corporation's investments.

The Corporation may participate in a limited number of investments and, as a consequence, the Corporation's financial results may be adversely affected by the unfavourable performance of such investments.

Risk of Lack of Diversification of Investments
Investments concentrated in specific sectors are generally more volatile than the overall market. Investing in one specific sector, entails greater risk and greater potential reward than investing in all sectors of the economy. If a sector declines or falls out of favour, the values of most or all of the companies in that sector will generally fall faster than the value of other investments as a whole. The opposite is equally true.

Due Diligence Risks
The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making such investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by investee and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

No Guaranteed Return or Dividends
There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term. To date, while the Corporation has not paid any dividends to holders of its common shares and the Corporation is not required to pay any dividends on a going basis. Any decision to pay dividends will be made on the basis of the Corporation's earnings, financial position, cash flow needs and other conditions as they may arise from time to time.

Tax Loss Carried Forward
The Corporation has considerable tax losses carried-forward, and there is no assurance that it will be able to recognize them.

Risks of Fluctuations in the Value of the Resulting Issuer and the Shares
The book value of the Corporation's common shares and its market value will fluctuate with changes in the market value of the Corporation's investments, in addition to the supply and demand of the Corporation's securities. Such changes in value may occur as the result of various factors, including general economic and market conditions. An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider such an investment.

Market Disruption Risks
War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the

securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation.

Stress in the Global Economy

Global financial conditions such as reduction in credit, combined with reduced economic activity and the fluctuations in the Canadian dollar, may adversely affect the Corporation's business. Adverse effects on the capital markets generally make the raising of capital by equity or debt financing more difficult and the Corporation will be dependent upon the capital markets to raise additional funds. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results, and financial condition.

Financing Risks

Additional funding will be required to complete the proposed transaction or exploration projects. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Corporation to reduce or delay execution of its business plan. The primary source of funds currently available to the Corporation is derived from the issuance of equity. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Corporation. Furthermore, should such financing be obtained, the risk of such financing can be drastically dilutive to shareholders as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

Risk of Dilution from Possible Future Offerings

The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

Dependence upon Key Management

The Corporation will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance on any members of its management or directors.

Conflict of Interest

Conflict of interest situations may arise between the directors, officers, insiders and promoters of the Corporation and the Corporation. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in real estate directly and indirectly themselves, as investors of other business, with a view to invest, either on their own behalf and on behalf of other corporations. Therefore, situations may arise where some or all of the directors, officers, insiders and promoters will be in a conflict. Conflict of interest may also arise when the Corporation loans or invests in projects in which the directors, officers, insiders and promoters of the Corporation and the Corporation have an interest independently of via the Corporation. Conflicts, if any, will be subject to the procedures and remedies prescribed by the appropriate corporations a, the Exchange and applicable securities law, regulations and policies.

Heath Risks

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

ITEM 11 - Critical Accounting Estimates

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements filed on SEDAR and incorporated by reference, which includes a discussion on accounting estimates considered to be significant to the Corporation.

ITEM 12 - Changes in Accounting Policies

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019, which are incorporated by reference and can be found at www.sedar.com.

ITEM 13 - Financial Instruments and Other Instruments

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019, which are incorporated by reference and can be found at www.sedar.com.

ITEM 14 - Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 4,251,958 common shares issued and outstanding as well as the above-mentioned options and warrants.

ITEM 15 - Other MD&A Requirements

As defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, requires that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.

The Corporation is not required to file an Annual Information Form under current securities legislation and thus has not filed one.

HINTERLAND METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED SEPTEMBER 30, 2020
DATED NOVEMBER 13, 2020

Disclosure Regarding Forward-Looking Statements

This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in Hinterland's public disclosures.

Hinterland Metals Inc.
Management's Discussion and Analysis
Table of Contents

Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**$**" are to the Canadian Dollar.

The financial statements were prepared in conformity with Canadian Generally Accepted Accounting Principles that incorporate International Financial Reporting Standards ("**IFRS**"), which require management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. Hinterland Metals Inc. ("**Hinterland**" or "**Corporation**") bases its estimates on historical experience, current trends and other assumptions that deemed reasonable under the circumstances. Actual results could differ and will most likely differ from estimates.

Forward Looking Statements
This MD&A may contain forward looking-statements with respect to financial performance strategy and business conditions. The words believe "anticipate", "could", "estimate", "expect", "intend", "may", "plan", "project", "will", "would", "aim" and similar expressions are intended to identify forward-looking statements although not all forward-looking statements contained these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that may cause such differences include, but that are not limited to, General economic and market conditions, investment performance, Global and domestic financial markets, the competitive industry environment, legislative and regulatory changes, technology development, catastrophic events and other business risks. The reader is caution against undue reliance on these forward-looking statements. Although the forward looking-statements contained in this MD&A are based upon what management currently believe to be reasonable assumptions, we cannot assure that actual results, performance or achievements will be consistent with such statements. The forward-looking statements are as of the date of this MD&A and will only be updated or revised where required by applicable laws. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations

ITEM 1 - Overview

General
Hinterland Metals Inc. has its common shares listed on the TSX Venture Exchange ("**TSXV**") for trading under the symbol HMI.

Hinterland is a mineral exploration company engaged in the acquisition and exploration of mineral resource properties. The Corporation's exploration and evaluation properties are located within Canada, mainly Quebec and Ontario, and continues to evaluate, and will acquire, additional properties, as capital and opportunities present themselves.

In accordance with IFRS, as the recoverability of the Corporation's properties was not determinable, the Corporation reduced the carrying values to $Nil, and therefore a reserve for full book value of all properties not previously written down to $Nil.

On March 4, 2019, shareholders approved the consolidation of common shares of the Corporation on a basis of 10 old common shares for 1 new common shares. Accordingly, all information on common shares, loss per share, warrants and incentive stock options have been adjusted to reflect this change.

On January 18, 2019, the CEO and CFO as well as a number of directors resigned. And on March 4, 2019, while the newly appointed CFO, remained, a new board was elected, and a new CEO was appointed to help restructure the company and seek to create shareholder value.

On June 3, 2019, the Corporation voluntarily delisted from the TSXV as its legal advised believe that the delisting to provide the Corporation with additional flexibility to consider debt restructuring strategies that may not otherwise be permitted under the policies of the TSXV.

On September 23, 2019, the Corporation entered in to an LOI with Molecular Science Corp. ("**Molecular Science**") in respect of a transaction pursuant to which Molecular Science and its shareholders will complete a business combination with Hinterland (the "**MSC LOI**").

On December 17, 2019, the MSC LOI was terminated.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures which bears interest at a fixed rate of 15% per year payable from time to time and owing to the conversion date. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370.

During the year ended December 31, 2019, an accretion expense of $9,265 was recorded for the convertible debenture.

Despite a very difficult capital market within the backdrop of the Covid-19 pandemic, in order to raise capital, the Corporation has been seeking to dispose of its exploration and evaluation assets prior to the expiration of certain rights. To date, the Corporation has been successful in completing the following:

1) Mozart: The property was disposed of for $3,000 on March 24, 2020;
2) Fenelon and Guyberry: These properties were disposed on March 12, 2020 for $5,000 in cash and the settlement of $2,925.68 in debt;
3) Teck Property: This property was disposed on March 25, 2020 for $15,000 in cash and 1.5 million common shares of Mistango River Resources Inc. at a deemed value of $90,000 which is restricted from trading until early July 2020; and
4) On June 17, 2020, the Skyfall property that was previously optioned off was returned to the Corporation in January 2020 was sold for $25,000.

All of these properties had been previously written down in 2018, and as such the proceeds less expenses were recognized as a gain upon the disposition. Subsequent to the above-mentioned transactions, the Corporation no longer retained any significant exploration and evaluation assets other than NSR which it shall seek to also monetarize.

On July 13, 2020, the Corporation raised $15,000 via a convertible debenture with an interest rate of 15%, a conversion price of $0.01 and 100,000 warrants with a three-year expiry and an exercise price of $0.01. Subsequently, $71,692.47 in convertible debentures were converted in to 7,169,244 common shares of the corporation.

Proposed Transaction

On July 3, 2020, the Corporation entered in to an LOI with Novamind Ventures inc. ("**Novamind**") in respect of a transaction pursuant to which Novamind and its shareholders will complete a business combination with Hinterland (the "**NM LOI**"). Novamind conducts business through its two main operating segments, Cedar Psychiatry, a specialized provider of outpatient mental health services, and Cedar Research, which manages and hosts third party clinical trials and participates in Institutional Review Board studies.

It is intended that the transaction will result in Novamind becoming a legally wholly-owned subsidiary of Hinterland or otherwise combining its corporate existence with a wholly-owned subsidiary of Hinterland, but shall be accounted for as a reverse take-over in accordance with IFRS. While the final structure of the transaction will be subject to the receipt of tax, corporate and securities law advice for both Hinterland and Novamind, it is currently anticipated that the Transaction will be completed by way of a "three-cornered amalgamation".

For purposes of the transaction, the parties have agreed that the aggregate value of the issued and outstanding common shares of Hinterland after having converted the convertible debentures and exercising all of the warrants with the exception of (i) 775,000 warrants expiring August 17, 2021 with an exercise price of $1.00 and (ii) 92,000 warrants expiring September 7, 2021 with an exercise price of $1.00, shall have a deemed value of $1,300,000 (the "**Hinterland Value**").

The parties have further agreed that Novamind is to complete a financing of a minimum of $2 million.

The Corporation intends to seek the approval of its shareholders for the transaction at a special meeting of shareholders (the "**Meeting**").

At the Shareholders' Meeting held August 21, 2020, Shareholders approved a resolution to consolidate the common shares of the Corporation of one (1) new common share for a range of two (2) to twenty-five (25) old common share of the Corporation, with such ratio to be determined by the board of directors of the Corporation (the "**Consolidation**") and to change the name of the Corporation to "Novamind Inc." or such other name as may be acceptable to Novamind. Other than the Hinterland Reorganization, the Consolidation and the shares issuable pursuant to the transaction (including the shares issuable to investors in connection with the Financing), it is not expected that the Corporation's share capital will be altered as a result of the Transaction.

Closing Conditions

Completion of the transaction is subject to a number of conditions, including but not limited to completion of the Financing, the satisfaction of the Corporation and Novamind in respect of the due diligence investigations to be undertaken by each party, the entering into by the parties of the Definitive Agreement with respect to the transaction (which shall include such representations, warranties, conditions and covenants typical for a transaction of this nature), the receipt of all necessary corporate approvals of each of Hinterland and Novamind, the determination of a new board of directors of the resulting issuer (to consist of directors nominated by Novamind, in its sole discretion), the receipt of approval of the shareholders of Hinterland at the Meeting, the receipt of approval of the shareholders of Novamind and the receipt of all necessary approvals of all regulatory bodies having jurisdiction in connection with the transaction, including stock exchange approvals. The transaction cannot close until the required conditions are satisfied or waived, and there can be no assurances that the transaction will be completed as proposed or at all.

ITEM 2 - Selected Annual Information

The following is the Corporation's selected annual information for the preceding three fiscal years:

	December 2019	December 2018	December 2017
Net revenues	$ Nil	$ Nil	$ Nil
Net loss	(222,347)	(792,364)	(144,545)
Loss per share – basic and dilutive	(0.05)	(0.19)	(0.03)
Total assets	157,803	125,497	583,475
Long term financial liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR.

ITEM 3 - Results of Operations

For the twelve-month period ending December 31, 2019 versus December 31, 2018

As the Corporation continues to be in a state of exploration and development, it does not have any revenues from operations.

Administrative expenditures from continuing operations for the year ending December 31, 2019 was $10,423 versus $21,613 a year earlier for a positive variance of $11,190 or 51.8%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Management fees for the year ending December 31, 2019 was $76,138 versus $120,700 a year earlier for a positive variance of $44,562 or 36.9%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Mineral exploration for the year ending December 31, 2019 was $5,484 versus $9,885 a year earlier for a decrease in exploration expenses of $4,401 or 44.5%. Management anticipates this amount to be marginal as management executes the business plan.

Professional fees for the year ending December 31, 2019 was $145,611 versus $98,318 a year earlier for a negative variance of $47,293 or 48.1%. The increase is due to the legal costs associated with the failed proposed transaction with Molecular Science.

Regulatory fees for the year ending December 31, 2019 was $33,685 versus $38,470 a year earlier for a positive variance of $4,785 or 12.4%. Management anticipates that this expense will decline further as the Corporation focuses to divest itself of its exploration properties and identifies a suitable operating company to acquire in order to help create shareholder value.

Travel expenses for the year ending December 31, 2019 was $Nil versus $8,155 a year earlier for a positive variance of $8,155 or 100%.

Gain on the sale of exploration and evaluation assets for the year ending December 31, 2019 was $70,000 versus $83,648 a year earlier for a negative variance of $13,648 or 16.3%. In 2018, the Corporation had optioned off the Skyfall project and it received a payment in July 2019. While the optionee had also completed the work program necessary they still decided to return the property in January 2020.

Write-off of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $504,284 a year earlier for a positive variance of $504,284 or 100.0%. In 2019, all properties not yet divested of was written-off.

Write down of exploration and evaluation assets for the year ending December 31, 2019 was $Nil versus $34,468 a year earlier for a positive variance of $34,468 or 100%.

Operating loss for the year ending December 31, 2019 was $201,341 versus a loss of $752,245 a year earlier for a positive variance of $550,905 or 73.2%.

For the year ending December 31, 2019, the Corporation recorded an accretion expense due to its convertible bonds in the amount of $9,265 versus $Nil a year earlier for a negative variance of $9,265. This non- cash expense is related to the convertible debenture issued in late November 2019 that matures in November 2020.

For the year ending December 31, 2019, the Corporation recorded an unrealized loss of $1,000 on its marketable securities portfolio versus $40,119 for the year earlier for a positive variance of $39,199 or 97.5%.

For the year ending December 31, 2019, the Corporation recorded an interest expense of $5,041 versus $Nil a year earlier for an negative variance of $5,041.

For the year ending December 31, 2019, the Corporation recorded a realized gain of $5,700 versus $Nil a year earlier on its marketable securities portfolio for a positive variance of $29,908 or 292.9%.

Loss before tax provision for the year ending December 31, 2019 was $222,347 versus a loss of $792,364 for the year earlier.

The potential benefit of future tax benefits from these losses has not been recognized, as the recoverability is not more likely than not due to the fact the Corporation has yet to make a profit.

Net loss for the year ending December 31, 2019 was $222,347 versus $792,364 a year earlier for a positive variance of $570,017 or 71.9%.

For the year ended December 31, 2019, the Corporation had a loss per share of $0.05 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,251,958, as it would have been anti-dilutive. For the prior year, the loss per share was $0.19 based on 4,231,700 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares of 4,231,700, as it would have been anti-dilutive.

During the year ended December 31, 2018, as the recoverability of the Corporation's exploration and evaluation portfolio was not determinable, in accordance with IFRS the book value was written down to $Nil.

As at December 31, 2019, the Corporation had working deficit of $373,799 versus a working capital of $203,962, for a negative variance of $169,837 or 83.3%.

On November 28, 2019, the Corporation raised $410,000 from the issue of $482,353 convertible debentures due November 29, 2020 which bears interest at a fixed rate of 15% per year and is payable at maturity. The debenture was issued to related and non-related counterparties. The convertible debentures are automatically convertible into common shares of the Corporation at the expiry date of November 28,2020 and upon issue they had 9,647,060 warrants attached to the issue which expire on November 28, 2022. The convertible debenture had the convertible feature valued at $29,140 which was included in the equity portion of the convertible debenture.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022. The fair value of these warrants at the date of issuance was estimated using the Black-Scholes option pricing model with the following assumptions: three year expected life; 100% expected volatility; risk-free interest rate of 1.58%; and an expected dividend yield of 0%. The fair value assigned to these broker warrants was $23,370. In addition, upon the exercise of these warrants, common shares can be issued for the intrinsic value of the warrants.

The 9,647,060 warrants attached to the debenture are exercisable into one common share of the Corporation at $0.05 per share expiring on November 28, 2022.

ITEM 4 - Summary of Quarter Results

The following table sets forth, for each quarter ended on the date indicated, for the past eight quarters, information relating to the Corporation's revenue, net loss and loss per common share as prepared in accordance with Canadian GAAP which incorporates IFRS.

	Net Revenue	Net (Loss) Income	Net earnings (loss) / share fully basic & diluted
September 30, 2020	$ Nil	$ (186,007)	$ (0.02)
June 30, 2020	Nil	326,585	0.08
March 31, 2020	Nil	95,151	0.02
December 31, 2019	Nil	(91,039)	(0.02)
September 30, 2019	Nil	57,982	0.01
June 30, 2019	Nil	(43,486)	(0.01)
March 31, 2019	Nil	(145,804)	(0.03)
December 31, 2018	Nil	(662,869)	(0.16)

For the three-month period ended September 30, 2020 versus the three-month period ended September 30, 2019

The Corporation has as of yet not started commercialization, it continues to seek various ways to enhance shareholders' value.

Administrative expenditures from continuing operations for the three-month period ending September 30, 2020 was $748 versus $8,192 a year earlier for a positive variance of $7,444 or 90.9%. Management believes that going forward this line item will be non-material until it has identified a company to merge with.

Management fees for the three-month period ending September 30, 2020 was $Nil versus $4,995 a year earlier for a positive variance of $4,995 or 100.0%. The decrease was is due to the fact that the new management team has significantly reduced expenses post January 2019 other than to pay for professional fees to meet its continuous financial reporting requirements and costs relating to completing a transaction with the objection to create shareholder value.

Mineral exploration for the three-month period ending September 30, 2020 was $nil versus $1547 a year earlier for a positive variance in exploration expenses of $154 or 100%. Management anticipates that this line item shall be minimal going forward, as it has divested itself of its exploration and evaluation assets.

Professional fees for the three-month period ending September 30, 2020 was $38,841 versus $23,368 a year earlier for a negative variance of $15,473 or 66.2%. The Corporation uses external services to meet its continuous financial reporting requirements as well as legal advisors in its objective to consummate a significant transaction to enhance shareholders' value.

Regulatory fees for the three-month period ending September 30, 2020 was $4,995 versus $2,808 a year earlier for a negative variance of $2,187 or 77.9%. Management anticipates that this item shall be reduced over time until such time as a business combination is completed.

Gain on the sale of exploration and evaluation assets for the three-month period ending September 30, 2020 was a gain of $nil versus $100,000 a year earlier for a negative variance of $100,000. The gain on the sale of exploration and evaluation assets is net of expenses related to the sale of such assets. As the Corporation has divested itself of all mineral exploration assets, with the exception of a few Net Smelting Royalties there is little expectation of future gains or loses.

Operating loss for the three-month period ending September 30, 2020 was $44,584 versus an operating gain of $60,483 for the year earlier for a negative variance of $105,067. This turn around is due to the gain on the sale of exploration and evaluation assets and should not expect to continue.

For the three-month period ending September 30, 2020, the Corporation recorded an accretion expense of $34,502 versus $nil for the year earlier for a negative variance of $34,502. This non-cash expense is related to the convertible debenture issued in late November 2019 and July 2020.

For the three-month period ending September 30, 2020, the Corporation recorded a cash interest expense of $227 versus $nil for the year earlier for a negative variance of $227.

For the three-month period ending September 30, 2020, the Corporation recorded a realized gain of $137,480 on its marketable securities portfolio versus a realized gain of $nil for the year earlier for a positive variance of $137,480.

For the three-month period ending September 30, 2020, the Corporation recorded an unrealized loss of $244,174 on its marketable securities portfolio versus an unrealized loss of $2,501 for the year earlier for a negative variance of $241,673. As this gain unrealized, there are no assurances that the Corporation will be able to realize this gain (see risk factors).

Net loss for the three-month period ending September 30, 2020 was $186,007 versus a net income of $57,982 a year earlier for a negative variance of $243,989. This turn around is due to the gain on the sale of exploration and evaluation assets as well as an increase in the value of marketable securities and should not expect to continue.

For the period ended September 30, 2020, the Corporation had basic and diluted loss per share of $0.02 based on 10,450,807 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares. For the prior year, the earnings per share was $0.01 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares.

<u>For the nine-month period ended September 30, 2020 versus the nine-month period ended September 30, 2019</u>

Administrative expenditures from continuing operations for the nine-month period ending September 30, 2020 was $2,1657 versus $9,941 a year earlier for a positive variance of $7,776 or 78.2%. Management believes that going forward this line item will be non-material until it has identified a company to merge with.

Management fees for the nine-month period ending September 30, 2020 was $Nil versus $71,138 a year earlier for a positive variance of $71,138 or 100.0%. The decrease was is due to the fact that the new management team has reduced expenses post January 2019 other than to pay for professional fees to meet its continuous financial reporting requirements and costs relating to completing a transaction with the objection to create shareholder value.

Mineral exploration for the nine-month period ending September 30, 2020 was $nil versus $188 a year earlier for a positive variance in exploration expenses of $296 or 61.2%. Management anticipates that this line item shall be minimal going forward, as it has divested itself of its exploration and evaluation assets.

Professional fees for the six-month period ending September 30, 2020 was $75,315 versus $110,412 a year earlier for a positive variance of $35,097 or 31.8%. The Corporation uses external services to meet its continuous financial reporting requirements as well as legal advisors in its objective to consummate a significant transaction to enhance shareholders' value.

Regulatory fees for the nine-month period ending September 30, 2020 was $8,511 versus $31,132 a year earlier for a positive variance of $22,621 or 72.7%. Management anticipates that this item shall be reduced over time until such time as a business combination is completed.

Gain on the sale of exploration and evaluation assets for the nine-month period ending September 30, 2020 was a gain of $134,790 versus $100,000 a year earlier for a positive variance of $34,790 or 34.8%. As the Corporation has divested itself of all mineral exploration assets, with the exception of a few Net Smelting Royalties there is little expectation of future gains or loses.

Operating income for the nine-month period ending September 30, 2020 was $48,611 versus an operating loss of $123,107 for the year earlier for a positive variance of $171,718. This turn around is due to the gain on the sale of exploration and evaluation assets and should not expect to continue.

For the nine-month period ending September 30, 2020, the Corporation recorded an accretion expense of $93,473 versus $nil for the year earlier for a negative variance of $93,473. This non-cash expense is related to the convertible debenture issued in November 2019 and July 2020.

For the nine-month period ending September 30, 2020, the Corporation recorded a cash interest expense of $2,231 versus $nil for the year earlier for a negative variance of $2,231.

For the nine-month period ending September 30, 2020, the Corporation recorded a realized gain of $138,133 on its marketable securities portfolio versus a realized loss of $5,700 for the year earlier for a positive variance of $143,833.

For the nine-month period ending September 30, 2020, the Corporation recorded an unrealized gain of $144,669 on its marketable securities portfolio versus an unrealized loss of $2,501 for the year earlier for a positive variance of $147,190. As this gain unrealized, there are no assurances that the Corporation will be able to realize this gain (see risk factors).

Income before tax provisions for the nine-month period ending September 30, 2020 was $235,729 versus a loss for the nine-month period ending September 30, 2020 was $131,308 a year earlier for a positive variance of $367,037. This turn around is due to the gain on the sale of exploration and evaluation assets as well as the realized and unrealized gain of marketable securities held by the Corporation and should not expect to continue.

For the period ended September 30, 2020, the Corporation had income per share of $0.04 based on 6,326,574 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares. For the prior year, the loss per share was $0.02 based on 4,251,958 weighted average common shares outstanding. There is no difference for the dilutive weighted average common shares.

As at September 30, 2020, the Corporation had working deficit of $54,910 (December 31, 2019 - $373,799), for a positive variance of $318,889 or 85.3%. This increase is due to the gain on the sale of exploration and evaluation assets as well as realized and unrealized gain on the marketable securities and such amount can fluctuate significantly due to the nature of the securities.

ITEM 5 - Liquidity

As at September 30, 2020, the Corporation had a cash balance of $217,283 (December 31, 2019 - $54,052) with working deficit of $54,910 (December 31, 2019 - $373,799).

ITEM 6 - Capital Resources

As of the filing date of this statement, the Corporation did not have any incentive stock options issued and outstanding.

In addition, the Corporation, has the following warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Date
775,000	Share Purchase Warrant	$ 1.00	August 17, 2021
92,000	Share Purchase Warrant	1.00	September 7, 2021
9,647,060	Share Purchase Warrant	0.01	November 28, 2022
1,500,000	Share Purchase Warrant	0.01	July 13, 2023

In order to meet its financial obligations as they arise, the Corporation will be required to raise additional funds. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance the Corporation. Future financing may be completed by the issuance of the Corporation's securities such as equity, as well as debt financing, which includes financial instruments that may permit investors to receive additional common shares. The risk of such financing can be drastically dilutive as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

ITEM 7 - Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - Transactions with Related Parties

Related-party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related-party transactions that occurred during the fiscal period.

For the period from	July 1		January 1	
To September 30,	2020	2019	2020	2019
Expenses				
Management fees	$ —	$ 5,000	$ —	$ 71,138
Professional Fees	9,076	6,485	16,520	25,435

As September 30, 2020, the balance due to related parties included in accounts payable and accrued liabilities was $3,000 (December 31, 2019 - $38,026). The balances outstanding are non-interest bearing, unsecured, have no specific terms for repayment and due to demand.

The Corporation's key management personnel and persons connected with them are also considered to be related parties for disclosure purposes. Key management personnel are defined as those individuals having authority and responsibility for planning, directing and controlling the activities of the Corporation and comprise of the Chief Executive Officer and the Chief Financial Officer.

ITEM 9 - Proposed Transactions

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the approval of the Board of Directors of the Corporation as well as the Shareholders of the Corporation that has not been discussed.

ITEM 10 - Risk Factors

The following risk factors relate to the Corporation's activities subsequent to the completion of its COB. These risks, to which the Corporation is now subject, were previously disclosed within the Corporation's information circular, made available to all shareholders prior to providing the Corporation with its approval to proceed with the COB. This information is also available on the regulator's web site, SEDAR.

Exploration and Mining Risks
The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Corporation intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. The Corporation from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Corporation's mineral properties, or any known body of commercial ore. Programs conducted on the Corporation's mineral property would be an exploratory search for ore.

Titles to Property
While the Corporation has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

Permits and Licenses
The Corporation's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Metal Prices
Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

Competition
The mining industry is intensely competitive in all its phases. The Corporation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

Environmental Regulations
The Corporation's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with

changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

Conflicts of Interest
Certain directors of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interest of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation.

If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

Stage of Development
The Corporation's properties are in the exploration stage and to date none of them have a proven ore body. The Corporation does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

Industry Conditions
Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Corporation, such as government regulations.

The Corporation undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

Uninsured Hazards
Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Corporation may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Corporation may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Corporation assets or the insolvency of the Corporation.

Future Financing
The completion of future exploration programs, staking and property maintenance obligations and overall corporate operating expenses may require additional financing, which may dilute the interests of existing shareholders.

Key Employees
Management of the Corporation rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

Canada Revenue Agency and provincial agencies
No assurance can be made that Canada Revenue Agency or provincial agencies will agree with the Corporation's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

Investment in listed shares
The Corporation's investments in securities of publicly traded companies in the resource sector are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to

wide fluctuations in response to various factors beyond the control of the Corporation, including, the high degree of risk associated to the business of exploration for minerals, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. Such market fluctuations could adversely affect the market price of the Corporation's investments.

The Corporation may participate in a limited number of investments and, as a consequence, the Corporation's financial results may be adversely affected by the unfavourable performance of such investments.

Risk of Lack of Diversification of Investments
Investments concentrated in specific sectors are generally more volatile than the overall market. Investing in one specific sector, entails greater risk and greater potential reward than investing in all sectors of the economy. If a sector declines or falls out of favour, the values of most or all of the companies in that sector will generally fall faster than the value of other investments as a whole. The opposite is equally true.

Due Diligence Risks
The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making such investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by investee and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

No Guaranteed Return or Dividends
There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term. To date, while the Corporation has not paid any dividends to holders of its common shares and the Corporation is not required to pay any dividends on a going basis. Any decision to pay dividends will be made on the basis of the Corporation's earnings, financial position, cash flow needs and other conditions as they may arise from time to time.

Tax Loss Carried Forward
The Corporation has considerable tax losses carried-forward, and there is no assurance that it will be able to recognize them.

Risks of Fluctuations in the Value of the Resulting Issuer and the Shares
The book value of the Corporation's common shares and its market value will fluctuate with changes in the market value of the Corporation's investments, in addition to the supply and demand of the Corporation's securities. Such changes in value may occur as the result of various factors, including general economic and market conditions. An investment in the Corporation is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider such an investment.

Market Disruption Risks
War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the

securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation.

Stress in the Global Economy

Global financial conditions such as reduction in credit, combined with reduced economic activity and the fluctuations in the Canadian dollar, may adversely affect the Corporation's business. Adverse effects on the capital markets generally make the raising of capital by equity or debt financing more difficult and the Corporation will be dependent upon the capital markets to raise additional funds. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results, and financial condition.

Financing Risks

Additional funding will be required to complete the proposed transaction or exploration projects. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Corporation to reduce or delay execution of its business plan. The primary source of funds currently available to the Corporation is derived from the issuance of equity. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Corporation. Furthermore, should such financing be obtained, the risk of such financing can be drastically dilutive to shareholders as the Corporation has limited assets and significant liabilities therefore investment in the common shares of the Corporation is highly risk.

Risk of Dilution from Possible Future Offerings

The Corporation may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

Dependence upon Key Management

The Corporation will depend on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional general management resources will be required. The Corporation may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Corporation's operations. The Corporation currently maintains no "key man" life insurance on any members of its management or directors.

Conflict of Interest

Conflict of interest situations may arise between the directors, officers, insiders and promoters of the Corporation and the Corporation. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in real estate directly and indirectly themselves, as investors of other business, with a view to invest, either on their own behalf and on behalf of other corporations. Therefore, situations may arise where some or all of the directors, officers, insiders and promoters will be in a conflict. Conflict of interest may also arise when the Corporation loans or invests in projects in which the directors, officers, insiders and promoters of the Corporation and the Corporation have an interest independently of via the Corporation. Conflicts, if any, will be subject to the procedures and remedies prescribed by the appropriate corporations a, the Exchange and applicable securities law, regulations and policies.

Heath Risks

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

ITEM 11 - Critical Accounting Estimates

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements filed on SEDAR and incorporated by reference, which includes a discussion on accounting estimates considered to be significant to the Corporation.

ITEM 12 - Changes in Accounting Policies

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2020 and unaudited condensed interim financial statements for the period ending September 30, 2020, which are incorporated by reference and can be found at www.sedar.com.

ITEM 13 - Financial Instruments and Other Instruments

The Corporation would like to direct readers to its financial statements for the period ending December 31, 2019 and unaudited condensed interim financial statements for the period ending September 30, 2020, which are incorporated by reference and can be found at www.sedar.com.

ITEM 14 - Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A, there were 11,421,202 common shares issued and outstanding as well as the above-mentioned options and warrants.

ITEM 15 - Other MD&A Requirements

As defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, requires that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.

The Corporation is not required to file an Annual Information Form under current securities legislation and thus has not filed one.

SCHEDULE "E"

NOVAMIND MD&A

NOVAMIND VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Period from May 22, 2019 (Date of Incorporation) to June 30, 2020

(Expressed in Canadian Dollars)

Dated: December 27, 2020

INTRODUCTION

Novamind Ventures Inc. ("Novamind" or "the Company" or "the Corporation") was incorporated under the name "The Psychedelic Pharma Company Inc." pursuant to the OBCA on May 22, 2019. On October 15, 2019, Novamind changed its name to "Novamind Ventures Inc." The head office and registered office of the Corporation is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

The Canadian Dollar is the Company's functional and reporting currency. Unless otherwise noted, all dollar amounts are expressed in Canadian Dollars.

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Novamind constitutes management's review of the factors that affected the Company's financial and operating performance for the period from May 22, 2019 (date of incorporation) to June 30, 2020. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations.

This MD&A should be read in conjunction with the audited financial statements of the Company for the period from May 22, 2019 (date of incorporation) to June 30, 2020, together with the notes thereto.

For the purposes of preparing this MD&A, management, in conjunction with the Board of the Company (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Novamind's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company.

This MD&A forms part of the Form 2A Listing Statement of Novamind Inc. (formerly Hinterland Metals Inc.) (the "Listing Statement")."

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking statements contained herein are made as of the date of this MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

Novamind was incorporated in May 2019 and is building a global network of clinics and retreats that are required for a regulated psychedelics industry. Novamind provides access to safe, legal psychedelic experiences, while advancing research for psychedelic medicine. In anticipation of the United States Food and Drug Administration ("FDA") approving psychedelics such as 3,4-methylenedioxy-methamphetamine ("MDMA") and psilocybin, Novamind is investing in, and consolidating specialized treatment infrastructure and resources. To that end, Novamind has made the following investments and acquisitions in order to access and create resources including psychedelic-assisted psychotherapy protocols, industry-leading data, patient screening tools, leading facilitators and scientific advisors.

CORPORATE HIGHLIGHTS

Synthesis Investment

On November 18, 2019, Novamind entered into a convertible loan agreement (the "Synthesis Investment Agreement") with Synthesis Institute B.V. ("Synthesis"). Pursuant to the Synthesis Investment Agreement, Novamind advanced a €750,000 aggregate principal amount of convertible loan to Synthesis (the "Convertible Loan"). The Convertible Loan (i) has a term of 18 months; (ii) accumulates interest at an annual interest rate of 10%, calculated monthly and payable at maturity; and (iii), upon Synthesis completing an equity financing of not less than €5,000,000 to arm's length parties (the "Synthesis Financing"), the then outstanding Convertible Loan principal and interest shall convert into shares of Synthesis ("Synthesis Shares"), at a discount of 15% of the price of the Synthesis Shares offered pursuant to the Synthesis Financing.

Synthesis offers legal, medically supervised psychedelic retreats in the Netherlands. Founded in July 2018, it makes psilocybin experiences accessible for individuals to promote creative breakthroughs and explore consciousness. The multi-day retreats incorporate the consumption of psilocybin containing truffles ("Truffles"), wellness practices, and educational workshops. The retreats are curated by an expert team of facilitators, therapists, meditation and breathwork instructors.

Field Trip Investment

On January 15, 2020, Novamind participated in a non-brokered private placement offering of Class B shares in the capital of Field Trip ("Field Trip Shares"), pursuant to which Novamind purchased 166,666 Field Trip Shares at a price of US$0.90 per Field Trip Share.

Field Trip is a mental wellness company that utilizes psychedelics and psychedelic-enhanced therapies, operates mental wellness centres across North America and conducts research on plant-based psychedelics.

ATAI Investment

On July 21, 2020, Novamind entered into a convertible note purchase agreement (the "ATAI Investment Agreement") with ATAI Life Sciences AG ("ATAI"). Pursuant to the ATAI Investment Agreement, Novamind purchased a €150,000 principal amount convertible note (the "ATAI Convertible Note"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "ATAI Mandatory Conversion Event") (i) upon the sale of the issued and outstanding share capital of ATAI (the "ATAI Sale"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "ATAI Financing"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "Non-Qualifying ATAI Financing"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of a Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("ATAI Shares"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

ATAI is a mental health biotech company that combines an emphasis on psychedelic compounds with non-psychedelics and artificial intelligence.

Cedar Acquisition

On July 23, 2020, the Company completed the acquisition (the "Cedar Acquisition") of 100% of the shares of Cedar Psychiatry LLC and Cedar Clinical Research LLC (CCR) pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020, among the Company, Psychosomatics, LLC and Probatio, LLC. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Business Combination with Hinterland

On December 22, 2020, the Company completed a reverse takeover of Hinterland Metals Inc. ("Hinterland"), a Canadian public company, whereby Hinterland acquired all the issued and outstanding common shares of the Company on the basis of one Hinterland share for every four common shares of the Company (the "Transaction"). The Transaction was structured as a three-corner amalgamation pursuant to which the Company amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for

acquiring 100% of the outstanding common shares of the Company, Hinterland issued 38,628,749 common shares to the shareholders of the Company.

TRENDS AND ECONOMIC CONDITIONS

(a) Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger or acquisition transaction.

(b) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding.

At the date of this MD&A, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Novamind in future periods.

(c) Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

SELECTED ANNUAL INFORMATION

	Period from May 22, 2020 (date of incorporation) to June 30, 2020 **$**
Total assets	4,300,559
Total liabilities	444,447
Working capital	2,619,199
Expenses	1,400,475
Net (loss)	(1,329,494)
Net (loss) per share, basic and diluted	(0.03)

FINANCIAL RESULTS

Period from May 22, 2019 (date of incorporation) to June 30, 2020

The Company reported a net loss of $1,329,494 for the period from May 22, 2019 (date of incorporation) to June 30, 2020. No revenue was reported in the period. The majority of the expenses consisted of $694,395 in consulting fees primarily paid to the officers and directors of the company for their services. Professional fees of $28,175 were for legal and accounting services. Office and general expenses of $164,445 was comprised of business travel to relevant psychedelics conferences, for business development purposes, and due diligence trips to Cedar Psychiatry in Utah, as well as rent and other miscellaneous expenses. Share based compensation of $472,500 for shares issued to related parties of the Company. Advertising and promotion expenses were $35,056, consisting of services related to social media, website design and maintenance, and development of the corporate presentation and branding. Fees for press release filing and distribution were $4,903. There was a $31,629 gain on foreign exchange relating to foreign currency denominated assets and liabilities, $8,285 unrealized loss on investment in convertible securities and $47,637 in interest income from an investment in the convertible securities of the Synthesis institute.

Three months ended June 30, 2020

The Company reported a net loss of $286,803 for the three months ended June 30, 2020. No revenue was reported in the period. The majority of the expenses was comprised of $214,228 in consulting fees primarily paid to the officers and directors for their services. Professional fees of $27,139 were for legal and accounting services. Office and general expenses of $123,162 was comprised of business travel to relevant psychedelics conferences and for business development purposes, as well as rent and other miscellaneous expenses. Advertising and promotion expenses were $14,163. Fees for press release filing and distribution were $4,450. There was an $8,285 unrealized loss on investment in convertible securities offset by $47,637 interest income from investment in convertible securities, related to the convertible debenture investment in the Synthesis Institute, and a $56,991 foreign exchange gain relating to foreign currency denominated assets and liabilities.

SELECTED QUARTERLY INFORMATION

A summary of selected information for each of the quarters presented below is as follows:

For the Period Ended	Net (Loss) Income		Total assets ($)
	Total ($)	Basic and diluted loss per share ($)	
June 30, 2020	(286,803) (1)	(0.01)	4,300,559
March 31, 2020	(121,794) (2)	(0.00)	1,857,330
December 31, 2019	(402,649) (3)	(0.01)	1,217,729
September 30, 2019	(478,248) (4)	(0.01)	255,270
June 30, 2019	(40,000) (5)	(0.00)	nil

(1) Loss for the three months ended June 30, 2020 is primarily comprised of $214,228 consulting fees, $27,139 professional fees, $123,162 office and general, advertising and promotion of $14,163, filing fees of $4,450 offset by foreign exchange gain of $56,991, unrealized loss on investment of $8,285 and interest income of $47,637.

(2) Loss for the three months ended March 31, 2020 is primarily comprised of consulting fees of $96,250, professional fees of $6,992, advertising and promotion of $4,545, office and general of $23,409 offset by foreign exchange gain of $3,455.
(3) Loss for the three months ended December 31, 2019 is primarily comprised of consulting fee of $343,917, office and general of $18,882, advertising and promotion of $11,030 and foreign exchange loss of $28,818.
(4) Loss for the three months ended September 30, 2019 is comprised of advertising and promotion of $5,493, office and general of $250 and share based compensation of $472,500.
(5) Loss for the period ended June 30, 2019 is comprised of consulting fees of $40,000.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not presently generate revenue to cover its costs, managing liquidity risk is dependent upon the ability to secure additional financing. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations, or the ability of the Company to raise alternative financing, as necessary. While management and the Board have been successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities.

As at June 30, 2020, the Company had a cash balance of $2,845,018 to settle current liabilities of $444,447. This represents a working capital of $2,619,199 which is comprised of current assets less current liabilities. The Company has not yet realized profitable operations and has incurred losses to date resulting in a cumulative deficit of $1,329,494 as at June 30, 2020.

RELATED PARTY TRANSACTIONS

Related parties include the directors, close family members, and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Names	Period from May 22, 2019 (date of incorporation) to June 30, 2020 ($)
Consulting fee – Emmcap Corp. ("DSA") (i)	221,960
Consulting fee – Seek Capital Management (ii)	145,000
Consulting fee – Bay Street Mercantile (iii)	145,000
Consulting fee - PCA (iv)	63,560
Consulting fee – VP of Business Development	47,500
Total	**623,020**

(i) Emmcap Corp. is controlled by the CEO of the Company. As at June 30, 2020, Emmcap Corp. was owed $37,800 which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Emmcap Corp. subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Emmcap Corp relating to shares issued on September 30, 2019.

(ii) Seek Capital is controlled by one of the directors of the Company. As at June 30, 2020, Seek Capital was owed $96,050 which was included in accounts payable and accrued liabilities.

(iii) Bay Street Mercantile is controlled by one of the directors of the Company. As at June 30, 2020, Bay Street Mercantile was owed $50,850 which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Bay Street Mercantile subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Bay Street Mercantile relating to shares issued on September 30, 2019.

(iv) PCA is controlled by directors of the Company. As at June 30, 2020, PCA was owed $nil.

(v) During the period ended June 30, 2020, the VP of business development subscribed to 200,000 common shares of the Company for $10,000.

(vi) During the period ended June 30, 2020, a director of the Company subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to the director relating to shares issued on September 30, 2019.

SHARE CAPITAL STRUCTURE

As at the date of this document, the Company had 154,514,996 issued and outstanding common shares, 5,460,706 warrants and 12,584,208 options.

CAPITAL MANAGEMENT

The Company considers its capital to be its shareholders' equity. As at June 30, 2020, the Company had shareholders' equity of $3,856,112. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the period ended June 30, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

CURRENT GLOBAL FINANCIAL CONDITIONS AND TRENDS

Management regularly monitors economic financial market conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Research;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

PROPOSED TRANSACTIONS

As of the date of this MD&A, no proposed transaction has been approved by the Board of Directors other than the business combination with Hinterland (see "Corporate Highlights" section above).

FINANCIAL INSTRUMENTS

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash and investment as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments recorded at fair value within the fair value hierarchy as at June 30, 2020:

June 30, 2020	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total
Cash	2,845,018	nil	nil	2,845,018
Marketable securities	nil	nil	196,615	196,615
Convertible debenture receivable	nil	nil	1,139,590	1,139,590
Interest receivable	Nil	Nil	48,169	48,169

Level 3 hierarchy:

The following table presents the changes in fair value measurement of financial instrument classified as Level 3. The financial instrument is measured at fair value utilizing non-observable market inputs.

	Opening balance ($)	Purchases ($)	Unrealized gain on investment ($)	Foreign exchange ($)	Ending balance at June 30, 2020 ($)
Marketable securities	Nil	196,615	nil	nil	196,615
Investment in convertible securities	Nil	1,121,575	(8,285)	26,300	1,139,590
Interest receivable	Nil	47,637	Nil	532	48,169

Within Level 3, the Company includes a non-public company investment. The key assumptions used in the valuation of the instrument include (but are not limited to) the value at which a recent financing was done by the investee.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

Investment name	Valuation technique	Fair value ($)	Unobservable inputs
Field Trip	Black-Scholes Model	196,615	Volatility
Convertible Loan	Comparable instruments	1,139,526	Comparable prices
Interest receivable	Comparable instruments	48,169	Comparable prices

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments. As at June 30, 2020, a change in the transaction price of 5% would result in an increase/decrease in the fair value estimate of the investment of approximately $10,000, keeping all other variables constant.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at June 30, 2020, management believes that the credit risk with respect to its financial assets is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting it operations and anticipating its operating and investing activities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors. The market risk factor that affects the Company is foreign currency risk.

(a) Interest rate risk

The Company has cash balances and loan receivable. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest bearing accounts of select major Canadian chartered banks. The Company regularly monitors its cash activities in compliance with its cash management policy.

As of June 30, 2020, the Company's interest rate risk mainly relates to the convertible loan receivable but its interest rate risk is limited as the loan receivable is subject to a fixed interest rate.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. As of June 30, 2020, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would affect the reported comprehensive loss by approximately $33,000 and sensitivity to a plus or minus 10% change in Euro foreign exchange rate would affect the reported comprehensive loss by approximately $115,000.

RISK FACTORS

An investment in the Common Shares involves a high degree of risk and should be considered highly speculative due to the nature of the Company's business and its present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. For a detailed description of risk factors associated with the Company, please refer to the "Risk Factors" section of the Listing Statement, which will be available on SEDAR at www.sedar.com. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

NOVAMIND VENTURES INC.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

Three Months Ended September 30, 2020

(Expressed in Canadian Dollars)

Dated: December 30, 2020

INTRODUCTION

Novamind Ventures Inc. ("Novamind" or "the Company" or "the Corporation") was incorporated under the name "The Psychedelic Pharma Company Inc." pursuant to the OBCA on May 22, 2019. On October 15, 2019, Novamind changed its name to "Novamind Ventures Inc." The head office and registered office of the Corporation is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

The following interim Management's Discussion & Analysis ("Interim MD&A") of the Company for the three months ended September 30, 2020 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the period from May 22, 2019 (date of incorporation) to June 30, 2020. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A and audited annual consolidated financial statements of the Company for the period from May 22, 2019 (date of incorporation) to June 30, 2020, together with the notes thereto, and unaudited condensed interim consolidated financial statements of the Company for the three months ended September 30, 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of December 27, 2020, unless otherwise indicated.

Further information about the Company and its operations can be obtained from the offices of the Company.

This MD&A forms part of the Form 2A Listing Statement of Novamind Inc. (formerly Hinterland Metals Inc.) (the "Listing Statement")."

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Interim MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Interim MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this Interim MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking

statements contained herein are made as of the date of this Interim MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

Novamind was incorporated in May 2019 and is building a global network of clinics and retreats that are required for a regulated psychedelics industry. Novamind provides access to safe, legal psychedelic experiences, while advancing research for psychedelic medicine. In anticipation of the United States Food and Drug Administration ("FDA") approving psychedelics such as 3,4-methylenedioxy-methamphetamine ("MDMA") and psilocybin, Novamind is investing in, and consolidating specialized treatment infrastructure and resources. To that end, Novamind has made the following investments and acquisitions in order to access and create resources including psychedelic-assisted psychotherapy protocols, industry-leading data, patient screening tools, leading facilitators and scientific advisors.

CORPORATE UPDATES

ATAI Investment

On July 21, 2020, Novamind entered into a convertible note purchase agreement (the "ATAI Investment Agreement") with ATAI Life Sciences AG ("ATAI"). Pursuant to the ATAI Investment Agreement, Novamind purchased a €150,000 principal amount convertible note (the "ATAI Convertible Note"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "ATAI Mandatory Conversion Event") (i) upon the sale of the issued and outstanding share capital of ATAI (the "ATAI Sale"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "ATAI Financing"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "Non-Qualifying ATAI Financing"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of a Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("ATAI Shares"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or

Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

ATAI is a mental health biotech company that combines an emphasis on psychedelic compounds with non-psychedelics and artificial intelligence.

Cedar Acquisition

On July 23, 2020, the Company completed the acquisition (the "Cedar Acquisition") of 100% of the shares of Cedar Psychiatry LLC and Cedar Clinical Research LLC (CCR) pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020, among the Company, Psychosomatics, LLC and Probatio, LLC. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Business Combination with Hinterland

On December 22, 2020, the Company completed a reverse takeover of Hinterland Metals Inc. ("Hinterland"), a Canadian public company, whereby Hinterland acquired all the issued and outstanding common shares of the Company on the basis of one Hinterland share for every four common shares of the Company (the "Transaction"). The Transaction was structured as a three-corner amalgamation pursuant to which the Company amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for acquiring 100% of the outstanding common shares of the Company, Hinterland issued 38,628,749 common shares to the shareholders of the Company.

TRENDS AND ECONOMIC CONDITIONS

(a) Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger or acquisition transaction.

(b) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding.

At the date of this Interim MD&A, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Novamind in future periods.

(c) Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

FINANCIAL RESULTS

Three months ended September 30, 2020

The Company reported a net loss of $493,614 for the three months ended September 30, 2020. Revenue for the period was $873,281 including service fee income of $871,598 and clinical trial income of $1,683. Service fee income consists primarily of third-party insurance payments provided for mental health evaluations and treatments such as psychiatric diagnosis and medication management, psychotherapy, transcranial magnetic stimulation, and ketamine-assisted psychotherapy. Clinical trial income consists of payments received for the recruitment and management of patients for pharmaceutical company-sponsored psychiatric clinical trials. Cost of services of $464,228 represents the salaries and wages of employees directly involved in providing mental health treatments and clinical trial services (psychiatrists, psychologists, psychotherapists, technicians, and trial coordinators) and depreciation of certain right-of-use assets and amortization of certain intangible assets. The majority of the expenses was comprised of $65,123 in consulting fees primarily paid to the officers and directors for their services. Professional fees of $276,041 were for legal and accounting services. Office and general expenses of $200,293 was comprised of business travel to relevant psychedelics conferences and for business development purposes, as well as rent and other miscellaneous expenses. Advertising and promotion expenses were $101,063. Fees for press release filing and distribution were $5,650. Depreciation for property and equipment, right of use assets and intangible assets in the period was $54,177. Interest and bank charges were $59,369. During the three months ended September 30, 2020, the Company also incurred salaries and wages of $214,174, software license fees of $44,695 and sub-contractor fees of $8,412. There was an $43,527 unrealized gain on investment in convertible debenture receivable, $32,069 interest income from investment in convertible securities, related to the convertible debenture investment in the Synthesis Institute and ATAI and $32,069 foreign exchange gain. The Company also recorded income tax recovery of $16,272.

Three months ended September 30, 2019

The Company reported a net loss of $518,243 for the three months ended September 30, 2019 which is comprised of $472,500 share based compensation, consulting fees of $40,000, advertising and promotion of $5,493 and office and general of $250.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not presently generate revenue to cover its costs, managing liquidity risk is dependent upon the ability to secure additional financing. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations, or the ability of the Company to raise alternative financing, as necessary. While management and the Board have been successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities.

As at September 30, 2020, the Company had a cash balance of $2,308,252 to settle current liabilities of $1,360,147. This represents a working capital of $1,519,462 which is comprised of current assets less current

liabilities. The Company has not yet realized profitable operations and has incurred losses to date resulting in a cumulative deficit of $1,823,108 as at September 30, 2020.

RELATED PARTY TRANSACTIONS

Related parties include the directors, close family members, and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Names	Three Months Ended September 30, 2020 ($)	Period from May 22, 2019 (date of incorporation) to September 30, 2020 ($)
Consulting fee – Emmcap Corp. ("DSA") (i)	75,000	nil
Consulting fee – Seek Capital Management (ii)	15,000	nil
Consulting fee – Bay Street Mercantile (iii)	15,000	40,000
Salaries (v)	141,419	nil
Lease payments (vi)	27,289	nil
Sub-contractor fees (vii)	3,974	
Share-based compensation (i)(iii)(iv)	nil	472,500
Total	**277,682**	**512,500**

(i) Emmcap Corp. is controlled by the CEO of the Company. As at September 30, 2020, Emmcap Corp. was owed $84,750 (June 30, 2020 - $37,800) which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Emmcap Corp. subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Emmcap Corp relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(ii) Seek Capital is controlled by one of the directors of the Company. As at September 30, 2020, Seek Capital was owed $15,000 (June 30, 2020 - $96,050) which was included in accounts payable and accrued liabilities.

(iii) Bay Street Mercantile is controlled by one of the directors of the Company. As at September 30, 2020, Bay Street Mercantile was owed $15,000 (June 30, 2020 - $50,850) which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Bay Street Mercantile subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Bay Street Mercantile relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(iv) During the period ended June 30, 2020, a director of the Company subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to the

director relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(v) During the period ended September 30, 2020, the Company paid salaries of $141,419 to certain officers of the Company. As of September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the officers.

(vi) During the period ended September 30, 2020, the Company made lease payments of $27,289 (September 30, 2020 - $nil) to a company controlled by an officer of the Company for the use of an office space. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(vii) During the period ended September 30, 2020, the Company paid sub-contract fees of $3,974 (September 30, 2020 - $nil) to a company controlled by an officer of the Company. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(vii) As of September 30, 2020, the loan payable to an officer of the Company is $53,356 (June 30, 2020 - $nil), which is unsecured, due on demand and non-interest bearing.

(viii) As of September 30, 2020, the Company owed a principal balance of $500,000 to certain officers of the Company for consideration payable for Cedar Acquisition, with $250,000 due six months after the close of the Cedar Acquisition and the remaining $250,000 due 12 months after the close of the Cedar Acquisition (note 4). At initial recognition, the cash consideration payable to the officers was recorded at fair value and discounted using an effective interest rate of 12.2%. During the three months ended September 30, 2020, the Company recorded interest accretion expense of $10,582 (2019 - $nil). As at September 30, 2020 the Company has a balance of $469,406 (2019 – $nil) recorded as due to related parties.

ACQUISITION OF CEDAR GROUP

On July 22, 2020, the Company acquired 100% of the issued and outstanding shares of Cedar Group pursuant to a stock purchase agreement dated July 22, 2020. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition. During the three months ended September 30, 2020, the Company paid $500,000 and issued 8,250,000 common shares for Cedar Acquisition. As at September 30, 2020, the Company recorded $469,406 consideration payable which was included in accrued liabilities and recorded $943,125 shares to be issued.

The Company determined that the acquisition was a business combination under IFRS 3 - Business Combinations and was accounted for by applying the acquisition method, whereby the assets acquired and liabilities assumed were recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill.

The allocation purchase price calculation is as follows:

Consideration	Amount ($)
Consideration - cash	958,824
Consideration - shares	1,768,125
Total consideration	**2,726,949**

Identifiable assets acquired	Amount ($)
Cash	429,436
Accounts receivable	368,561
Prepaid	8,035
Property and equipment	63,307
Right-of-use assets	1,470,892
Accounts payable	(92,737)
Lease liabilities	(1,470,892)
Deferred tax liability	(244,000)
Loan payable to related party	(53,563)
Government loan payable	(193414)
Patient relationship	494,165
Brand name	393,993
Total identifiable assets acquired	**1,173,783**
Goodwill	1,553,166
	2,726,949

The common shares value was estimated using a combination of the Finnerty put option model and Chaffe model to estimate the discount related to the shares to be issued six and twelve months after the acquisition. The key assumptions used are as follows:

	Shares issued 6 months after acquisition	Shares issued 12 months after acquisition
Volatility	131%	111/%
Risk-free rate	0.13%	0.12%
Term	0.5 years	1 year

The cash consideration due six and twelve months after year-end was discounted using an effective interest rate of 12%.

The goodwill recognized on the acquisition is primarily attributed to the assembled workforce and the synergies which will contribute to operational efficiencies within the Company.

Operating results have been included in these unaudited condensed interim consolidated financial statements from the date of the acquisition. Cedar Group's revenue and net income for the period from the date of acquisition to September 30, 2020 included in the unaudited condensed interim consolidated statement of loss and comprehensive loss are $873,281 and $72,969, respectively. Had the above noted business combination occurred on July 1, 2020, Cedar Group's revenue and net income included in the unaudited condensed interim consolidated statement of loss and comprehensive loss would have been $1,189,384 and $230, respectively .

CAPITAL MANAGEMENT

The Company considers its capital to be its shareholders' equity. As at September 30, 2020, the Company had shareholders' equity of $5,419,293. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the period ended September 30, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

CURRENT GLOBAL FINANCIAL CONDITIONS AND TRENDS

Management regularly monitors economic financial market conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Research;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

PROPOSED TRANSACTIONS

As of the date of this MD&A, no proposed transaction has been approved by the Board of Directors other than the business combination with Hinterland (see "Corporate Updates" section above).

FINANCIAL INSTRUMENTS

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash and investment as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments recorded at fair value within the fair value hierarchy as at September 30, 2020:

September 30, 2020	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total
Cash	2,308,252	nil	nil	2,308,252
Marketable securities	nil	nil	213,662	213,662
Convertible debenture receivable	nil	nil	1,424,913	1,424,913
Interest receivable	Nil	Nil	81,038	81,038

Level 3 hierarchy:

The following table presents the changes in fair value measurement of financial instrument classified as Level 3. The financial instrument is measured at fair value utilizing non-observable market inputs.

	Opening balance ($)	Purchases ($)	Unrealized gain on investment ($)	Foreign exchange ($)	Ending balance at September 30, 2020 ($)
Marketable securities	196,615	nil	17,047	nil	213,662
Investment in convertible securities	1,139,590	232,320	26,480	26,523	1,424,913

Interest receivable	48,169	32,069	Nil	800	81,038

Within Level 3, the Company includes marketable securities subject to a holding period and convertible debentures receivable and interest receivable. The key assumptions of marketable securities include the volatility of the share price of comparable listed companies. The critical assumptions of the convertible debentures and interest receivable include the market interest rates for similar loans and convertible debentures. The market interest rates were determined taking into consideration similar instruments with corresponding maturity dates, plus a credit adjustment in accordance with the borrower's credit worthiness.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

Investment name	Valuation technique	Fair value ($)	Unobservable inputs
Field Trip	Black-Scholes Model	213,662	Volatility
Convertible Loan	Comparable instruments	1,424,913	Comparable prices
Interest receivable	Comparable instruments	81,038	Comparable prices

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments. As at September 30, 2020, a change in the transaction price of 5% would result in an increase/decrease in the fair value estimate of the investment of approximately $15,000, keeping all other variables constant.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at September 30, 2020, management believes that the credit risk with respect to its financial assets is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting it operations and anticipating its operating and investing activities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors. The market risk factor that affects the Company is foreign currency risk.

(a) Interest rate risk

The Company has cash balances and loan receivable. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest bearing accounts of select major Canadian chartered banks. The Company regularly monitors its cash activities in compliance with its cash management policy.

As of September 30, 2020, the Company's interest rate risk mainly relates to the convertible debentures receivable but its interest rate risk is limited as the convertible debentures receivable is subject to a fixed interest rate.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. As of September 30, 2020, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would affect the reported comprehensive loss by approximately $40,000 and sensitivity to a plus or minus 10% change in Euro foreign exchange rate would affect the reported comprehensive loss by approximately $150,000.

RISK FACTORS

An investment in the Common Shares involves a high degree of risk and should be considered highly speculative due to the nature of the Company's business and its present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. For a detailed description of risk factors associated with the Company, please refer to the "Risk Factors" section of the Listing Statement, which will be available on SEDAR at www.sedar.com. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

NOVAMIND VENTURES INC.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

Three Months Ended September 30, 2020

(Expressed in Canadian Dollars)

Dated: December 30, 2020

INTRODUCTION

Novamind Ventures Inc. ("Novamind" or "the Company" or "the Corporation") was incorporated under the name "The Psychedelic Pharma Company Inc." pursuant to the OBCA on May 22, 2019. On October 15, 2019, Novamind changed its name to "Novamind Ventures Inc." The head office and registered office of the Corporation is located at 10 Wanless Ave Suite 201, Toronto, ON, Canada, M4N 1V6.

The following interim Management's Discussion & Analysis ("Interim MD&A") of the Company for the three months ended September 30, 2020 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the period from May 22, 2019 (date of incorporation) to June 30, 2020. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A and audited annual consolidated financial statements of the Company for the period from May 22, 2019 (date of incorporation) to June 30, 2020, together with the notes thereto, and unaudited condensed interim consolidated financial statements of the Company for the three months ended September 30, 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of December 27, 2020, unless otherwise indicated.

Further information about the Company and its operations can be obtained from the offices of the Company.

This MD&A forms part of the Form 2A Listing Statement of Novamind Inc. (formerly Hinterland Metals Inc.) (the "Listing Statement")."

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Interim MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Interim MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this Interim MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking

statements contained herein are made as of the date of this Interim MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

Novamind was incorporated in May 2019 and is building a global network of clinics and retreats that are required for a regulated psychedelics industry. Novamind provides access to safe, legal psychedelic experiences, while advancing research for psychedelic medicine. In anticipation of the United States Food and Drug Administration ("FDA") approving psychedelics such as 3,4-methylenedioxy-methamphetamine ("MDMA") and psilocybin, Novamind is investing in, and consolidating specialized treatment infrastructure and resources. To that end, Novamind has made the following investments and acquisitions in order to access and create resources including psychedelic-assisted psychotherapy protocols, industry-leading data, patient screening tools, leading facilitators and scientific advisors.

CORPORATE UPDATES

ATAI Investment

On July 21, 2020, Novamind entered into a convertible note purchase agreement (the "ATAI Investment Agreement") with ATAI Life Sciences AG ("ATAI"). Pursuant to the ATAI Investment Agreement, Novamind purchased a €150,000 principal amount convertible note (the "ATAI Convertible Note"). The ATAI Convertible Note has a maturity date of January 31, 2022 and accumulates interest at an annual interest rate of 5%, payable at maturity. The ATAI Convertible Note mandatorily converts (a "ATAI Mandatory Conversion Event") (i) upon the sale of the issued and outstanding share capital of ATAI (the "ATAI Sale"), (ii) upon ATAI completing an equity financing of not less than €30,000,000 (the "ATAI Financing"), (iii) upon the completion of capital raising by ATAI, other than the ATAI financing, which is approved by 75% of the then outstanding ATAI Convertible Note holders (a "Non-Qualifying ATAI Financing"), or (iv) upon an event of default by ATAI pursuant to the terms of the ATAI Investment Agreement. Upon the occurrence of a Mandatory Conversion Event, the then outstanding ATAI Convertible Note principal and interest shall convert into ordinary bearer shares (no-par value shares) of ATAI ("ATAI Shares"), at a conversion price of, (i) in the event of an ATAI Sale, the price of the ATAI Shares being offered on such ATAI Sale, (ii) in the event of an ATAI Financing or

Non-Qualifying ATAI Financing, the price of the ATAI Shares being offered pursuant to such ATAI Financing or Non-Qualifying ATAI Financing, or (iii) in the event of an event of default, €38 per ATAI Share.

ATAI is a mental health biotech company that combines an emphasis on psychedelic compounds with non-psychedelics and artificial intelligence.

Cedar Acquisition

On July 23, 2020, the Company completed the acquisition (the "Cedar Acquisition") of 100% of the shares of Cedar Psychiatry LLC and Cedar Clinical Research LLC (CCR) pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020, among the Company, Psychosomatics, LLC and Probatio, LLC. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Business Combination with Hinterland

On December 22, 2020, the Company completed a reverse takeover of Hinterland Metals Inc. ("Hinterland"), a Canadian public company, whereby Hinterland acquired all the issued and outstanding common shares of the Company on the basis of one Hinterland share for every four common shares of the Company (the "Transaction"). The Transaction was structured as a three-corner amalgamation pursuant to which the Company amalgamated with a wholly owned subsidiary of Hinterland, 2784326 Ontario Inc., to form an amalgamated entity. As consideration for acquiring 100% of the outstanding common shares of the Company, Hinterland issued 38,628,749 common shares to the shareholders of the Company.

TRENDS AND ECONOMIC CONDITIONS

(a) Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger or acquisition transaction.

(b) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability;
- Purchasing power of the Canadian dollar; or
- Ability to obtain funding.

At the date of this Interim MD&A, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Novamind in future periods.

(c) Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

FINANCIAL RESULTS

Three months ended September 30, 2020

The Company reported a net loss of $493,614 for the three months ended September 30, 2020. Revenue for the period was $873,281 including service fee income of $871,598 and clinical trial income of $1,683. Service fee income consists primarily of third-party insurance payments provided for mental health evaluations and treatments such as psychiatric diagnosis and medication management, psychotherapy, transcranial magnetic stimulation, and ketamine-assisted psychotherapy. Clinical trial income consists of payments received for the recruitment and management of patients for pharmaceutical company-sponsored psychiatric clinical trials. Cost of services of $464,228 represents the salaries and wages of employees directly involved in providing mental health treatments and clinical trial services (psychiatrists, psychologists, psychotherapists, technicians, and trial coordinators) and depreciation of certain right-of-use assets and amortization of certain intangible assets. The majority of the expenses was comprised of $65,123 in consulting fees primarily paid to the officers and directors for their services. Professional fees of $276,041 were for legal and accounting services. Office and general expenses of $200,293 was comprised of business travel to relevant psychedelics conferences and for business development purposes, as well as rent and other miscellaneous expenses. Advertising and promotion expenses were $101,063. Fees for press release filing and distribution were $5,650. Depreciation for property and equipment, right of use assets and intangible assets in the period was $54,177. Interest and bank charges were $59,369. During the three months ended September 30, 2020, the Company also incurred salaries and wages of $214,174, software license fees of $44,695 and sub-contractor fees of $8,412. There was an $43,527 unrealized gain on investment in convertible debenture receivable, $32,069 interest income from investment in convertible securities, related to the convertible debenture investment in the Synthesis Institute and ATAI and $32,069 foreign exchange gain. The Company also recorded income tax recovery of $16,272.

Three months ended September 30, 2019

The Company reported a net loss of $518,243 for the three months ended September 30, 2019 which is comprised of $472,500 share based compensation, consulting fees of $40,000, advertising and promotion of $5,493 and office and general of $250.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not presently generate revenue to cover its costs, managing liquidity risk is dependent upon the ability to secure additional financing. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations, or the ability of the Company to raise alternative financing, as necessary. While management and the Board have been successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities.

As at September 30, 2020, the Company had a cash balance of $2,308,252 to settle current liabilities of $1,360,147. This represents a working capital of $1,519,462 which is comprised of current assets less current

liabilities. The Company has not yet realized profitable operations and has incurred losses to date resulting in a cumulative deficit of $1,823,108 as at September 30, 2020.

RELATED PARTY TRANSACTIONS

Related parties include the directors, close family members, and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Names	Three Months Ended September 30, 2020 ($)	Period from May 22, 2019 (date of incorporation) to September 30, 2020 ($)
Consulting fee – Emmcap Corp. ("DSA") (i)	75,000	nil
Consulting fee – Seek Capital Management (ii)	15,000	nil
Consulting fee – Bay Street Mercantile (iii)	15,000	40,000
Salaries (v)	141,419	nil
Lease payments (vi)	27,289	nil
Sub-contractor fees (vii)	3,974	
Share-based compensation (i)(iii)(iv)	nil	472,500
Total	**277,682**	**512,500**

(i) Emmcap Corp. is controlled by the CEO of the Company. As at September 30, 2020, Emmcap Corp. was owed $84,750 (June 30, 2020 - $37,800) which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Emmcap Corp. subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Emmcap Corp relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(ii) Seek Capital is controlled by one of the directors of the Company. As at September 30, 2020, Seek Capital was owed $15,000 (June 30, 2020 - $96,050) which was included in accounts payable and accrued liabilities.

(iii) Bay Street Mercantile is controlled by one of the directors of the Company. As at September 30, 2020, Bay Street Mercantile was owed $15,000 (June 30, 2020 - $50,850) which was included in accounts payable and accrued liabilities. During the period ended June 30, 2020, Bay Street Mercantile subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to Bay Street Mercantile relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(iv) During the period ended June 30, 2020, a director of the Company subscribed to 17,550,000 common shares of the Company for $193,500. The Company recorded share-based compensation of $157,500 to the

director relating to the September Financing during the period from May 22, 2019 to September 30, 2019.

(v) During the period ended September 30, 2020, the Company paid salaries of $141,419 to certain officers of the Company. As of September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the officers.

(vi) During the period ended September 30, 2020, the Company made lease payments of $27,289 (September 30, 2020 - $nil) to a company controlled by an officer of the Company for the use of an office space. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(vii) During the period ended September 30, 2020, the Company paid sub-contract fees of $3,974 (September 30, 2020 - $nil) to a company controlled by an officer of the Company. As at September 30, 2020, the Company had a balance of $nil (June 30, 2020 - $nil) due to the company.

(vii) As of September 30, 2020, the loan payable to an officer of the Company is $53,356 (June 30, 2020 - $nil), which is unsecured, due on demand and non-interest bearing.

(viii) As of September 30, 2020, the Company owed a principal balance of $500,000 to certain officers of the Company for consideration payable for Cedar Acquisition, with $250,000 due six months after the close of the Cedar Acquisition and the remaining $250,000 due 12 months after the close of the Cedar Acquisition (note 4). At initial recognition, the cash consideration payable to the officers was recorded at fair value and discounted using an effective interest rate of 12.2%. During the three months ended September 30, 2020, the Company recorded interest accretion expense of $10,582 (2019 - $nil). As at September 30, 2020 the Company has a balance of $469,406 (2019 – $nil) recorded as due to related parties.

ACQUISITION OF CEDAR GROUP

On July 22, 2020, the Company acquired 100% of the issued and outstanding shares of Cedar Group pursuant to a stock purchase agreement dated July 22, 2020. The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of the Company Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition. During the three months ended September 30, 2020, the Company paid $500,000 and issued 8,250,000 common shares for Cedar Acquisition. As at September 30, 2020, the Company recorded $469,406 consideration payable which was included in accrued liabilities and recorded $943,125 shares to be issued.

The Company determined that the acquisition was a business combination under IFRS 3 - Business Combinations and was accounted for by applying the acquisition method, whereby the assets acquired and liabilities assumed were recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill.

The allocation purchase price calculation is as follows:

Consideration	Amount ($)
Consideration - cash	958,824
Consideration - shares	1,768,125
Total consideration	**2,726,949**

Identifiable assets acquired	Amount ($)
Cash	429,436
Accounts receivable	368,561
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Brand name	393,993
Total identifiable assets acquired	**1,173,783**
Goodwill	1,553,166
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The common shares value was estimated using a combination of the Finnerty put option model and Chaffe model to estimate the discount related to the shares to be issued six and twelve months after the acquisition. The key assumptions used are as follows:

	Shares issued 6 months after acquisition	Shares issued 12 months after acquisition
Volatility	131%	111/%
Risk-free rate	0.13%	0.12%
Term	0.5 years	1 year

The cash consideration due six and twelve months after year-end was discounted using an effective interest rate of 12%.

The goodwill recognized on the acquisition is primarily attributed to the assembled workforce and the synergies which will contribute to operational efficiencies within the Company.

Operating results have been included in these unaudited condensed interim consolidated financial statements from the date of the acquisition. Cedar Group's revenue and net income for the period from the date of acquisition to September 30, 2020 included in the unaudited condensed interim consolidated statement of loss and comprehensive loss are $873,281 and $72,969, respectively. Had the above noted business combination occurred on July 1, 2020, Cedar Group's revenue and net income included in the unaudited condensed interim consolidated statement of loss and comprehensive loss would have been $1,189,384 and $230, respectively .

CAPITAL MANAGEMENT

The Company considers its capital to be its shareholders' equity. As at September 30, 2020, the Company had shareholders' equity of $5,419,293. The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise. The Company may also return capital to shareholders through the repurchase of shares, pay dividends or reduce debt where it determines any of these to be an effective method of achieving the above objective. The Company does not use ratios in the management of its capital. There have been no changes to management's approach to managing its capital during the period ended September 30, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

CURRENT GLOBAL FINANCIAL CONDITIONS AND TRENDS

Management regularly monitors economic financial market conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Research;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labor availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

PROPOSED TRANSACTIONS

As of the date of this MD&A, no proposed transaction has been approved by the Board of Directors other than the business combination with Hinterland (see "Corporate Updates" section above).

FINANCIAL INSTRUMENTS

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash and investment as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments recorded at fair value within the fair value hierarchy as at September 30, 2020:

September 30, 2020	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total
Cash	2,308,252	nil	nil	2,308,252
Marketable securities	nil	nil	213,662	213,662
Convertible debenture receivable	nil	nil	1,424,913	1,424,913
Interest receivable	Nil	Nil	81,038	81,038

Level 3 hierarchy:

The following table presents the changes in fair value measurement of financial instrument classified as Level 3. The financial instrument is measured at fair value utilizing non-observable market inputs.

	Opening balance ($)	Purchases ($)	Unrealized gain on investment ($)	Foreign exchange ($)	Ending balance at September 30, 2020 ($)
Marketable securities	196,615	nil	17,047	nil	213,662
Investment in convertible securities	1,139,590	232,320	26,480	26,523	1,424,913

Interest receivable	48,169	32,069	Nil	800	81,038

Within Level 3, the Company includes marketable securities subject to a holding period and convertible debentures receivable and interest receivable. The key assumptions of marketable securities include the volatility of the share price of comparable listed companies. The critical assumptions of the convertible debentures and interest receivable include the market interest rates for similar loans and convertible debentures. The market interest rates were determined taking into consideration similar instruments with corresponding maturity dates, plus a credit adjustment in accordance with the borrower's credit worthiness.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

Investment name	Valuation technique	Fair value ($)	Unobservable inputs
Field Trip	Black-Scholes Model	213,662	Volatility
Convertible Loan	Comparable instruments	1,424,913	Comparable prices
Interest receivable	Comparable instruments	81,038	Comparable prices

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments. As at September 30, 2020, a change in the transaction price of 5% would result in an increase/decrease in the fair value estimate of the investment of approximately $15,000, keeping all other variables constant.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at September 30, 2020, management believes that the credit risk with respect to its financial assets is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting it operations and anticipating its operating and investing activities.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors. The market risk factor that affects the Company is foreign currency risk.

(a) Interest rate risk

The Company has cash balances and loan receivable. The Company's current policy is to invest excess cash held as collateral in guaranteed investment certificates or interest bearing accounts of select major Canadian chartered banks. The Company regularly monitors its cash activities in compliance with its cash management policy.

As of September 30, 2020, the Company's interest rate risk mainly relates to the convertible debentures receivable but its interest rate risk is limited as the convertible debentures receivable is subject to a fixed interest rate.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. As of September 30, 2020, sensitivity to a plus or minus 10% change in US dollar foreign exchange rate would affect the reported comprehensive loss by approximately $40,000 and sensitivity to a plus or minus 10% change in Euro foreign exchange rate would affect the reported comprehensive loss by approximately $150,000.

RISK FACTORS

An investment in the Common Shares involves a high degree of risk and should be considered highly speculative due to the nature of the Company's business and its present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. For a detailed description of risk factors associated with the Company, please refer to the "Risk Factors" section of the Listing Statement, which will be available on SEDAR at www.sedar.com. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

SCHEDULE "F"

CEDAR PSYCHIATRY AND CCR FINANCIAL STATEMENTS

Cedar Psychiatry, Inc. and
Cedar Clinical Research, Inc.

(formerly Cedar Psychiatry, LLC. and
Cedar Clinical Research, LLC.)
Combined Financial Statements
From June 20, 2019 (Date of Inception)
to December 31, 2019
(Expressed in US Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Cedar Psychiatry, Inc. and Cedar Clinical Research, Inc. (formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC.)

Opinion

We have audited the combined financial statements of Cedar Psychiatry, Inc. and Cedar Clinical Research, Inc. (formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC.) (collectively the "Company"), which comprise the combined statement of financial position as at December 31, 2019, and the combined statements of comprehensive income, changes in partners' capital and cash flows for the period from June 20, 2019 (date of inception) to December 31, 2019, and notes to the combined financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the period from June 20, 2019 (date of inception) to December 31, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

December 27, 2020

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
(formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC)
Combined Statements of Financial Position
(Expressed in US Dollars)

		December 31, 2019
ASSETS		
Current assets		
Cash	$	**162,305**
Accounts receivable		**189,377**
Total current assets		**351,682**
Equipment (note 4)		**19,633**
Right-of-use assets (note 5)		**714,341**
Total assets	$	**1,085,656**
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities		
Accounts payable	$	**17,354**
Accrued liabilities		**47,526**
Due to related party (note 12)		**25,097**
Loan payable (notes 7 and 12)		**40,000**
Lease liabilities (note 8)		**139,901**
		269,878
Non-current liabilities		
Lease liabilities (note 8)		**587,490**
Total liabilities		**857,368**
Partners' capital		
Partners' contributions		**221,413**
Retained earnings		**6,875**
Total partners' capital		**228,288**
Total liabilities and partners' capital	$	**1,085,656**

Nature of operations and going concern (Note 1)
Subsequent events (Notes 1 and 14)

"Yaron Conforti" Director *"Sruli Weinreb"* Director

The accompanying notes are an integral part of these combined financial statements.

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
(formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC)
Combined Statement of Comprehensive Income
(Expressed in US Dollars)

	Period from June 20, 2019 (date of inception) to December 31, 2019
Revenue	
Service fees	**$ 764,320**
Clinical trial income	**21,636**
	785,956
Cost of services (note 13)	**404,023**
Gross margin	**381,933**
Expenses	
Advertising and promotion	**19,046**
Depreciation (notes 4 and 5)	**39,003**
Interest and bank charges	**24,546**
Office	**40,144**
Professional fees	**16,568**
Salaries and wages (note 12)	**186,631**
Software license fees	**41,780**
Sub-contractor fees	**8,081**
Total operating expenses	**375,799**
Other income	
Gain on insurance settlement	**741**
Net and comprehensive income for the period	**$ 6,875**

The accompanying notes are an integral part of these combined financial statements.

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
(formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC)
Combined Statement changes in Partners' Capital
(Expressed in US Dollars)

	Partners' capital	Retained earnings	Total
Balance, June 20, 2019 (date of inception)	**$ -**	**$ -**	**$ -**
Contribution	103	-	103
Contribution from partner for Acquisition of Noetic (Note 7)	221,310		221,310
Comprehensive income for the period	-	6,875	6,875
Balance, December 31, 2019	**$ 221,413**	**$ 6,875**	**$ 228,288**

The accompanying notes are an integral part of these combined financial statements

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
(formerly Cedar Psychiatry, LLC and Cedar Clinical Research, LLC)
Combined Statement of Cash Flows
(Expressed in US Dollars)

	Period from June 20, 2019 (date of inception) to December 31, 2019
Operating activities	
Net income	**$ 6,875**
Adjustments for:	
Depreciation	**55,088**
Gain on insurance settlement	**(741)**
Interest expenses	**23,132**
Changes in non-cash working capital items:	
Accounts receivable	**(132,459)**
Accounts payable and accrued liabilities	**(23,235)**
Due to related parties	**25,097**
Net cash used in operating activities	**(46,243)**
Investing activities	
Cash from acquisition of Noetic	**264,662**
Net cash provided by investing activities	**264,662**
Financing activities	
Payments on lease liabilities (note 8)	**(54,884)**
Payments on car loan	**(1,333)**
Proceeds from partners' contribution	**103**
Net cash provided by financing activities	**(56,114)**
Net change in cash	**162,305**
Cash, beginning of period	**-**
Cash, end of period	**$ 162,305**

The accompanying notes are an integral part of these combined financial statements.

1. Nature of operations and going concern

Cedar Psychiatry, LLC was formed as a Utah limited liability company on June 20, 2019. On July 20, 2020, Cedar Psychiatry, LLC was converted into a C corporation under the name Cedar Psychiatry, Inc. ("Cedar Psychiatry"). The Company issued 10,000,000 common shares to the partners of Cedar Psychiatry in connection with the conversation to a C corporation. Cedar Psychiatry has established a network of outpatient mental health clinics in the Greater Salt Lake City Area. The head office of Cedar Psychiatry is located at 672 W 400 S, Suite 201, 203 Springville, Utah.

Cedar Clinical Research, LLC was formed as a Utah limited liability company on June 21, 2019. On July 20, 2020, Cedar Clinical Research, LLC was converted into a C corporation under the name Cedar Clinical Research, Inc. ("Cedar Clinical"). The Company issued 10,000,000 common shares to the partners of Cedar Clinical in connection with the conversation to a C corporation. Cedar Clinical is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry and operates a dedicated research center in Springville, Utah. The head office of Cedar Clinical is located 672 W 400 S, Suite 204, Springville, UT.

On July 22, 2020, Cedar Psychiatry and Cedar Clinical (collectively the "Cedar Group" or the "Company") were acquired by Novamind Ventures Inc. ("Novamind"), a Canadian private company, pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020 (the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Going concern

These combined financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS"). The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As of the balance sheet date, the Company has negative cash flow from operations. The Company has working capital as of the balance sheet date of $81,804.

There can be no assurance that adequate or sufficient funding will be available in the future or available under terms acceptable to the Company, or that the Company will be able to generate sufficient returns from operations. The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities and commitments when due is dependent on the Company generating revenue and debt and/or equity financing sufficient to fund its cash flow needs. These circumstances indicate the existence of material uncertainty that casts significant doubt on the ability of the Company to meet its business plan and its obligations as they come due, and accordingly the appropriateness of the use of the accounting principles applicable to a going concern.

The combined financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate for these Combined financial statements, then adjustments would be necessary in the carrying value of the assets and liabilities, the reported revenue and expenses and the classifications used in the combined statement of financial position. Such differences in amounts could be material.

COVID-19

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by Novel Coronavirus, COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and the financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

2. Basis of presentation

Statement of compliance

These combined financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Board of Directors approved these combined financial statements on December 27, 2020

Basis of measurement

These combined financial statements have been prepared on the historical cost basis where applicable. In addition, these combined financial statements have been prepared using the accrual basis for accounting except for cash flow information.

Basis of combination

These combined financial statements include the accounts of the following:

Name	Jurisdiction
Cedar Psychiatry, Inc.	Utah, USA
Cedar Clinical Research, Inc.	Utah, USA

All intercompany transactions and balances have been eliminated on these combined financial statements.

Management believes the assumptions underlying the combined financial statements of Cedar Group are reasonable. However, as a result of the basis of presentation described above, these combined financial statements may not be necessarily be indicative of the operating results and financial position that would have resulted had Cedar Psychiatry or Cedar Clinical historically operated as a stand-alone entity.

Functional and presentation currency

The functional and presentation currency, as determined by management, of the Cedar Group is the US dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3. Summary of significant accounting policies

Revenue recognition

The Company records revenue from contracts with customers in accordance with the five step

1. Identifying the contract with a customer;
2. Identifying the performance obligations;
3. Determining the transaction price;
4. Allocating the transaction price to the performance obligations; and
5. Recognizing revenue when/as performance obligation(s) are satisfied.

Service fees
The Company earns service income through provision of outpatient mental health services including psychotherapy, psychiatric medication management, transcranial magnetic stimulation, and ketamine-assisted psychotherapy. Service income is measured at the amount of transaction price that is allocated to a performance obligation. The transaction price that is allocated to each performance obligation is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised medical services to a patient. Service revenue is recognized upon completion of medical services, which are determined when services have been provided to a patient and no significant obligations from the Company remains.

Clinical trial income
The Company earns clinical trial income through hosting clinical trials and researches focusing on emerging treatment options in neuropsychiatry. The transaction price is allocated to each clinical trial and research task on an estimated stand-alone price basis, for the Company recognizes revenue as or when such a task under the contract is satisfied.

Cost of services

Cost of services includes the expenses incurred to provide services to patients and customer, which are the related labor costs and depreciation expense on the TMS systems.

Equipment and right-of-use assets

Equipment and right-of-use assets are stated at cost less accumulated depreciation. The cost of repairs and maintenance is expensed as incurred. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from property and equipment and any gain or loss is reflected as a gain or loss from operations.

The estimated useful lives are:

Furniture	1-5 years
Computer hardware	1-2 years
Medical equipment	1-5 years
Vehicle	6 years
Right-of-use assets	Lease terms

3. Summary of significant accounting policies (continued)

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived assets which includes property and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the cash flows expected to be derived from the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss. Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of an impairment loss is recognized immediately in profit or loss.

Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities, including derivatives, are recognized in the Statement of Financial Position when the Company becomes a party to the contractual provisions of a financial instrument or non-financial derivative contract. All financial instruments are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities, other than financial assets and financial liabilities classified as FVTPL, are added to or deducted from the fair value on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified as FVTPL are recognized immediately in profit or loss.

Classification and subsequent measurement

The following table shows the classification:

Financial assets/ liabilities	Classification
Cash	Amortized cost
Accounts receivable	Amortized cost
Accounts payable	Amortized cost
Due to related party	Amortized cost
Loan payable	Amortized cost
Lease liabilities	Amortized cost

3. Summary of significant accounting policies (continued)

Financial instruments (continued)

Classification and subsequent measurement (continued)

The Company classifies financial assets, at the time of initial recognition, according to the Company's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are classified in the following measurement categories:

a) amortized cost
b) fair value through profit or loss (FVTPL), or
c) fair value through other comprehensive income (FVTOCI).

Financial assets are subsequently measured at amortized cost if both the following conditions are met and they are not designated as FVTPL:

a) the financial asset is held within a business model whose objective is to hold financial assets to collect contractual cash flows; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortized cost using the effective interest rate method, less any impairment, with gains and losses recognized in net income in the period that the asset is derecognized or impaired. All financial assets not classified as amortized cost as described above are measured at FVTPL or FVTOCI depending on the business model and cash flow characteristics. The Company has no financial assets measured at FVTPL or FVTOCI. Financial assets classified and subsequently measured at amortized cost include cash and accounts receivable.

Financial liabilities are classified into one of the following measurement categories:

a) amortized cost; or
b) fair value through profit or loss (FVTPL).

Financial liabilities not at FVTPL are subsequently measured at amortized cost using the effective interest rate method with gains and losses recognized in net income in the period that the liability is derecognized. Financial liabilities classified and subsequently measured at amortized cost include accounts payable and accrued liabilities, due to related parties, loan payable to related parties and lease liabilities. The Company has no financial liabilities classified or measured at FVTPL.

Impairment of financial instruments

For trade accounts receivable, the Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which requires the use of the lifetime expected loss provision for all accounts receivable based on the Company's historical default rates over the expected life of the accounts receivable and is adjusted for forward-looking estimates. The methodologies and assumptions, including any forecasts of future economic conditions, are reviewed regularly.

All individually significant receivables are assessed for impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for impairment. Receivables that are not individually significant are collectively assessed for impairment by grouping together loans receivable with similar risk characteristics.

3. Summary of significant accounting policies (continued)

Financial instruments (continued)

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the statements of comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value measurement

The Company classifies its fair value measurements and disclosures using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

The carrying value of the Company's financial assets and liabilities as at December 31, 2019 approximate their fair value due to their short term nature.

The carrying value of lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

3. Summary of significant accounting policies (continued)

Leases (continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the following:

- the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company; and
- an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. It is depreciated in accordance with the Company's accounting policy for property and equipment, from the commencement date to the earlier of the end of its useful life or the end of the lease term. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use assets are presented as property and equipment and the lease liabilities are presented as loans on the combined statement of financial position.

The Company has elected not to recognize right-of-use assets and lease liabilities for the short-term leases that have a lease term of 12 months or less and recognizes the lease payments as an expense to profit or loss on a straight-line basis over the term of the lease.

3. Summary of significant accounting policies (continued)

Business combination

Acquisitions of business are accounted for using the acquisition method. The consideration of each business combination is measured, at the date of the exchange, as the aggregate of the fair value of assets acquired, liabilities incurred or assumed and equity instruments issued by the Company to the former owners of the acquiree in exchange for control of the acquire. Acquisition-related costs incurred for the business combination are expensed. The acquiree's identifiable assets, liabilities and contingent liabilities are recognized at their fair value at the acquisition date.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the consideration of the acquisition over the Company's interest in the fair value of the net identifiable assets, liabilities and contingent liabilities recognized. If the Company's interest in the fair value of the acquiree's net identifiable assets, liabilities and contingent liabilities exceeds the cost of the acquisition, the excess is recognized in profit or loss immediately. Goodwill may also arise as a result of the requirement under IFRS to record a deferred tax liability on the excess of the fair value of the acquired assets over their correspondence tax bases, with the corresponding offset recorded as goodwill.

In the case of the amount of the net of the amounts of the identifiable assets acquired and the liabilities assumes exceeding the fair value of the consideration, the Company recognizes the resulting amount in profit or loss on the acquisition date.

Income Taxes

For the period being reported on the Company was a limited liability company and is considered a flow through entity for federal and Utah income tax purposes with its member taxed individually on its respective earnings. Accordingly, no provision for federal and state income taxes has been included in the accompanying financial statements.

Significant accounting judgments and estimates

Application of accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income or loss, assets and liabilities recognized and disclosures made in the financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made.

Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

The following areas require significant estimates or judgment by management.

Leases

All the components of the lease liability are required to be discounted to reflect the present value of the payments. The discount rate to use is the rate implicit in the lease, unless this cannot readily be determined, in which case the lessee's incremental borrowing rate is used instead. The definition of the lessee's incremental borrowing rate states that the rate should represent what the lessee would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. Significant judgment is required to estimate an incremental borrowing rate in the context of a right-of-use asset.

3. Summary of significant accounting policies (continued)

Business combination

When the Company completes an acquisition, management is required to make judgments to determine whether the acquisition meets the definition of a business under IFRS 3 – Business Combinations.

In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may determine the FairValue, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

Significant accounting judgments and estimates (continued) In addition, the Company may provide contingent consideration as part of the purchase price for acquisitions of businesses and/or assets. Management is required to make judgments and estimates of the future performance of the acquired business and/or assets in order to determine the amount of contingent consideration to be recognized at acquisition and at each subsequent reporting date. During the period ended December 31, 2019, the Company completed the acquisition of Noetic Psychiatry PLLC (note 7).

4. Equipment

	Furniture	Computer Hardware	Medical Equipment	Vehicle	Total
Cost					
Balance, June 20, 2019 (inception)	$ -	$ -	$ -	$ -	$ -
Additions	25,480	278	792	21,084	47,634
Disposal	-	-	-	(21,084)	(21,084)
Balance, December 31, 2019	$ 25,480	$ 278	$ 792	$ -	$ 26,550
Depreciation					
Balance, June 20, 2019 (inception)	$ -	$ -	$ -	$ -	$ -
Charge for the period	6,518	278	121	369	7,286
Disposal	-	-	-	(369)	(369)
Balance, December 31, 2019	$ 6,518	$ 278	$ 121	$ -	$ 6,917
Net book Value – December 31, 2019	$ 18,962	$ -	$ 671	$ -	$ 19,633

5. Right-of-use assets

	Office	TMS System	Total
Cost			
Balance, June 20, 2019 (inception)	$ -	$ -	$ -
Additions	504,779	257,364	762,143
Balance, December 31, 2019	504,779	257,364	762,143
Depreciation			
Balance, June 20, 2019 (inception)	$ -	$ -	$ -
Charge for the period	31,717	16,085	47,802
Balance, December 31, 2019	$ 31,717	$ 16,085	$ 47,802
Net book Value – December 31, 2019	$ 473,062	$241,279	$ 714,341

Depreciation expense of $16,805 on the TMS systems is included in cost of services.

6. Income tax

No provision for income taxes has been recorded in these combined financial statements as the earnings or loss of the Company was allocated to the partners, who are responsible for any income taxes applicable thereto.

7. Acquisition of Noetic Psychiatry PLLC

On August 1, 2019, Cedar Psychiatry acquired certain assets and assumed liabilities of Noetic Psychiatry, LLC ("Noetic"), a company controlled by a partner of the Company (the “Seller”) with issuance of a loan with a principal balance of $40,000. The loan payable is unsecured, due on demand, and non-interest bearing.

At the time of the acquisition, the Company determined that the acquisition of assets from Noetic constituted a business under IFRS 3 – Business Combinations and was accounted for by applying the acquisition method, whereby the assets acquired and liabilities assumed were recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill.

Noetic runs an outpatient mental health clinic in the Greater Salt Lake City Area.

The allocated purchase price calculation is as follows:

Consideration – loan payable	$ 40,000
Identifiable assets acquired	
Cash	$ 264,662
Accounts receivable	56,918
Prepaid expenses	3,000
Property and equipment and right of use asset	506,977
Accounts payable and accrued liabilities	(88,113)
Car loan payable	(22,790)
Lease liabilities	(459,344)
Net identifiable assets acquired	261,310
Contribution from partner	$ 221,310

From the date of this acquisition to December 31, 2019, Noetic contributed $328,948 in revenue.

8. Lease liabilities

The Company leases certain assets under lease agreements. The lease liabilities consist of leases of various clinical facilities with a term ranging from one to six years and the TMS Systems with a four-year term. The leases are calculated using an incremental borrowing rate of 9% per annum.

	Clinical Facilities	TMS Systems (i)	Total
Balance, June 20, 2019 (inception)	$ -	$ -	$ -
Additions	504,779	254,364	759,143
Accretion	17,390	5,742	23,132
Lease payments	(39,000)	(15,884)	(54,884)
Balance, December 31, 2019	$ 483,169	$ 224,222	$ 727,391
Allocated as:			
Current	$ 82,290	$ 57,611	$ 139,901
Non-current	400,879	186,611	587,490
	$ 483,169	$ 244,222	$ 727,391

(i) Transcranial magnetic stimulation is defined as “TMS”,

The maturity analysis of the undiscounted contractual balances of the lease liabilities is as follows:

Maturity analysis	December 31, 2019
Less than one year	$ 201,918
One to three years	510,322
Three to five years	187,200
Greater than five years	7,800
Total undiscounted lease liabilities	907,240
Amount representing incremental borrowing rate	(179,849)
Lease liabilities	$ 727,391

9. Partners' capital

The Company is authorized to issue an unlimited number of partnership units.

All partnership units in the Company are of the same class with equal rights and privileges, including equal participation in any distribution made by the Company and the right to one vote at any meeting of the partners.

10. Financial Instruments and Risk Management

The Company is exposed, in varying degrees, to a variety of financial related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on cash in bank and accounts receivables as at December 31, 2019. The bank balances are deposited with high credit rated banks, therefore the credit risk is limited.

10. Financial Instruments and Risk Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining cash balances to ensure that it is able to meet its short term and long- term obligations as and when they fall due. The Company manages Company-wide cash projections centrally and regularly updates projections for changes in business and exchange rates. The expected timing of combined cash flows relating to financial liabilities as at December 31, 2019, is as follows:

	Less than 1 year ($)	1-5 years ($)	5+ years	Total ($)
Accounts payable and accrued liabilities	64,880	-	-	64,880
Lease liabilities	201,919	705,322	7,800	915,041
Loan payable	40,000	-	-	40,000
	306,799	**705,322**	**7,800**	**1,012,121**

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is limited and only relates to its ability to earn interest income on cash balances at variable rates. Changes in short term interest rates will not have a significant effect on the fair value of the Company's cash account.

11. Partners' capital and capital management

The Company is authorized to issue an unlimited number of partnership units. Each partnership unit subjects the holder thereof to the same obligations and entitles such holder to the same rights as the holder of any other unit, including the right to one vote at all meetings of the limited partners and to equal participation in any distribution made by the Company.

Capital Management

The Company defines its capital to be partners' capital. As at December 31, 2019, the Company has partners' capital of $228,288. Ongoing expenses of the Company will be satisfied by service fee income and clinical trial income, as well as the issue of partnership units. As at December 31, 2019, the Company was not subject to externally imposed capital requirements.

12. Related party transactions

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has determined that key management personnel include the partners of the Company.

During the period ended December 31, 2019, the Company paid salaries of $44,589 to a partner of the Company. As of December 31, 2019, the Company has a balance of $25,099 due to the partner for a due on demand, non-interest-bearing advance.

During the period ended December 31, 2019, the Company paid salaries of $115,385 to a partner of the Company. As of December 31, 2019, the Company has a balance of $2 due from the partner.

During the period ended December 31, 2019, the Company made lease payments of $39,000 to a company controlled by a partner of the Company for the use of an office space.

As of December 31, 2019, the loan payable to a partner of the Company is $40,000, which is unsecured, due on demand and non-interest bearing.

13. Cost of services

The amounts included in cost of services are as follows:

	For the period ended December 31, 2019	
Salaries and wages to psychiatric service providers	$	387,938
Depreciation expense on TMS systems		16,085
Total cost of services	**$**	**404,023**

14. Subsequent events

In January 2020, the Company extended its office lease in Springville, Utah to 10 years. The Company's commitments on the lease over the term are $1,024,894.

In June 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Salt Lake City, Utah for 1 year at $980 per month.

In June 2020, the Company entered into two separate lease agreements for two TMS Systems for 4 years. The Company's commitments over the term are $307,440.

In July 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Springville, Utah for 10 years. The Company's commitments over the term are $328,491.

In September 2020, the Company entered into two lease agreements whereby the Company leases clinical facilities located in South Draper, Utah for 10.5 years. The Company's commitments over the term are $1,822,869:

In September 2020, the Company entered into a lease agreement whereby the Company leased office premises located in Layton, Utah for 5 years. The Company's commitments over the term are $447,200.

In April 2020, the Company received a small business administration loan of $175,000. The loan is unsecured, carries interest at 1% per annum and matures in April 2022. The loan will be forgiven if certain employee retention criteria are met as determined by the U.S. Small Business Administration.

Cedar Psychiatry, Inc. and
Cedar Clinical Research, Inc.
Condensed Interim Combined Financial Statements
Six Months Ended June 30, 2020
(Expressed in US Dollars - Unaudited)

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
Condensed Interim Combined Statements of Financial Position
(Expressed in US Dollars - Unaudited)

As at		June 30, 2020		December 31, 2019
ASSETS				
Current assets				
Cash	$	332,701	$	162,305
Accounts receivable		237,823		189,377
Prepaid expenses		6,000		-
Total current assets		576,524		351,682
Equipment (note 3)		48,898		19,633
Right-of-use assets (note 4)		869,928		714,341
Total assets	$	1,495,350	$	1,085,656
LIABILITIES AND PARTNERS' CAPITAL				
Current liabilities				
Accounts payable	$	48,920	$	17,354
Accrued liabilities		57,085		47,526
Due to related party (note 9)		-		25,097
Loan payable to related party (notes 5 and 9)		40,000		40,000
Lease liabilities (note 6)		142,870		139,901
Total current liabilities		288,875		269,878
Government loans payable (note 7)		143,113		-
Lease liabilities (note 6)		771,548		587,490
Total liabilities		1,203,536		857,368
Partners' capital				
Partners' contributions		221,314		221,413
Retained earnings		70,500		6,875
Total partners' capital		291,814		228,288
Total liabilities and partners' capital	$	1,495,350	$	1,085,656

Nature of operations and going concern (note 1)
Subsequent events (notes 1 and 11)

Approved and authorized for issue by the Board of Directors on December 27, 2020

"Yaron Conforti" Director *"Sruli Weinreb"* Director

The accompanying notes are an integral part of these interim combined financial statements.

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
Condensed Interim Combined Statements of Loss
(Expressed in US Dollars - Unaudited)

	Three Months Ended June 30, 2020	Six Months Ended June 30,2020	From June 22 2019 (Date of Inception) to June 30, 2019
Revenues			
Service fee income	$ 672,510	$ 1,244,353	$ -
Clinical trial income	7,361	52,915	-
	679,871	1,277,269	-
Cost of services (note 10)	426,896	783,387	-
Gross margin	252,976	493,882	-
Expenses			
Advertising and promotion	8,590	13,775	-
Depreciation (notes 3 and 4)	31,531	58,934	-
Interest and bank charges	25,242	46,699	-
Office	42,311	76,121	-
Professional fees	3,130	5,419	-
Salaries and wages (note 9)	154,170	215,956	-
Software license fees	26,429	60,340	-
Sub-contractor fees	4,946	6,732	-
Total operating expenses	292,038	483,977	
Other income			
Gain on government loans payable (note 7)	46,226	46,226	-
Gain on lease modification (note 6)	-	7,494	-
Net income for the period	$ 2,853	$ 63,625	$ -

The accompanying notes are an integral part of these interim combined financial statements.

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
Condensed Interim Combined Statements of Cash Flows
(Expressed in US Dollars - Unaudited)

	Six Months Ended June 30, 2020	From June 22 2019 (Date of Inception) to June 30, 2019
Operating activities		
Net income	$ 63,625	$ -
Adjustments for:		
Depreciation	91,105	-
Gain on government loans payable	(46,226)	-
Gain on lease modification	(7,495)	-
Interest expense	46,559	-
Changes in non-cash working capital items:		
Accounts receivable	(48,446)	-
Accounts payable and accrued liabilities	41,125	-
Due to related parties	(25,097)	-
Prepaid expenses	(6,000)	
Net cash used from operating activities	109,150	-
Investing activities		
Purchase of equipment	(41,343)	
Net cash used for investing activities	(41,343)	-
Financing activities		
Payments on lease liabilities	(82,312)	-
Proceeds from loans	185,000	-
Partner draws	(99)	-
Net cash provided by financing activities	103,589	-
Net change in cash	170,396	-
Cash, beginning of period	162,305	-
Cash, end of period	$ 332,701	$ -

The accompanying notes are an integral part of these interim combined financial statements.

Cedar Psychiatry, Inc and Cedar Clinical Research, Inc.
Condensed Interim Combined Statements of Partners' Capital
(Expressed in US Dollars - Unaudited)

	Partner's capital	Retained earnings	Total
Balance, June 21, 2019 (date of inception)	**$ -**	**$ -**	**$ -**
Contribution	103	-	103
Net income for the period	-	-	-
Balance, June 30, 2019	**$ 103**	**$ -**	**$ 103**
Balance, December 31, 2019	**$ 221,413**	**$ 6,875**	**$ 228,288**
Partner draws	(99)	-	(99)
Net income for the period	-	63,325	63,625
Balance, June 30, 2020	**$ 221,314**	**$ 70,500**	**$ 291,814**

The accompanying notes are an integral part of these interim combined financial statements

1. Nature of operations and going concern

Nature of operations

Cedar Psychiatry, LLC was formed as a Utah limited liability company on June 20, 2019. On July 20, 2020, Cedar Psychiatry, LLC was converted into a C corporation under the name Cedar Psychiatry, Inc. ("Cedar Psychiatry"). The Company issued 10,000,000 common shares to the partners of Cedar Psychiatry in connection with the conversation to a C corporation. Cedar Psychiatry has established a network of outpatient mental health clinics in the Greater Salt Lake City Area. The head office of Cedar Psychiatry is located at 672 W 400 S, Suite 201, 203 Springville, Utah.

Cedar Clinical Research, LLC was formed as a Utah limited liability company on June 21, 2019. On July 20, 2020, Cedar Clinical Research, LLC was converted into a C corporation under the name Cedar Clinical Research, Inc. ("Cedar Clinical"). The Company issued 10,000,000 common shares to the partners of Cedar Clinical in connection with the conversation to a C corporation. Cedar Clinical is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry and operates a dedicated research center in Springville, Utah. The head office of Cedar Clinical is located 672 W 400 S, Suite 204, Springville, UT.

On July 22, 2020, Cedar Psychiatry and Cedar Clinical (collectively the "Cedar Group" or the "Company") were acquired by Novamind Ventures Inc. ("Novamind"), a Canadian private company, pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020 (the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

Going concern

These interim combined financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS"). The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

There can be no assurance that adequate or sufficient funding will be available in the future or available under terms acceptable to the Company, or that the Company will be able to generate sufficient returns from operations. The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities and commitments when due is dependent on the Company generating revenue and debt and/or equity financing sufficient to fund its cash flow needs. These circumstances indicate the existence of material uncertainty that casts significant doubt on the ability of the Company to meet its business plan and its obligations as they come due, and accordingly the appropriateness of the use of the accounting principles applicable to a going concern.

These combined financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate for these combined financial statements, then adjustments would be necessary in the carrying value of the assets and liabilities, the reported revenue and expenses and the classifications used in the combined statements of financial position. Such differences in amounts could be material.

2. Basis of preparation and statement of compliance

The condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 – Interim Financial Reporting.

These financial statements do not include all of the information required for full IFRS financial statements and therefore should be read in conjunction with the Company's most recent audited financial statements for the period from June 20, 2019 (date of inception) to December 31, 2019, which were prepared in accordance with IFRS as issued by IASB.

The accounting policies and methods of application applied by the Company in these financial statements are the same as those applied in the Company's most recent audited financial statements for the period from June 20, 2019 (date of inception) to December 31, 2019.

The preparation of these financial statements in conformity with IFRS also requires management to make estimates and judgements that may have a significant impact on these financial statements. Estimates are continuously evaluated and are based on management's experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates. The critical accounting judgements and estimates were presented in the Company's most recent audited financial statements for the period from June 20, 2019 (date of inception) to December 31, 2019 and are the same as those applied for the six months ended June 30, 2020.

3. Equipment

	Furniture	Computer Hardware	Medical Equipment	Vehicle	Total
Cost					
Balance, June 20, 2019 (inception)	$ -	$ -	$ -	$ -	$ -
Additions	25,480	278	792	21,084	47,634
Disposal	-	-	-	(21,084)	(21,084)
Balance, December 31, 2019	25,480	278	792	-	26,550
Additions	41,344	-	-	-	41,344
Balance June 30, 2020	$ 66,824	$ 278	$ 792	$ -	$ 67,894
Accumulated Depreciation					
Balance, June 20, 2019 (inception)	$ -	$ -	$ -	$ -	$ -
Charge for the period	6,518	278	121	369	7,286
Disposal	-	-	-	(369)	(369)
Balance, December 31, 2019	6,518	278	121	-	6,917
Charge for the period	11,933	-	145	-	12,078
Balance, June 30, 2020	$ 18,451	$ 278	$ 266	$ -	$ 18,995
Net book Value – December 31, 2019	$ 18,962	$ -	$ 671	$ -	$ 19,633
Net book Value – June 30, 2020	$ 48,373	$ -	$ 525	$ -	$ 48,898

4. Right-of-use assets

	Office	TMS System	Total
Cost			
Balance, June 20, 2019 (inception)	$ -	$ -	$ -
Additions	504,779	257,364	762,143
Balance, December 31, 2019	504,779	257,364	762,143
Lease modification	234,614	-	234,614
Balance, June 30, 2020	$ 739,393	$ 257,364	$ 996,757
Depreciation			
Balance, June 20, 2019 (date of inception)	$ -	$ -	$ -
Charge for the period	31,717	16,085	47,802
Balance, December 31, 2019	31,717	16,085	47,802
Charge for the period	46,856	32,171	79,027
Balance, June 30, 2020	$ 78,573	$ 48,256	$ 126,829
Net book Value – December 31, 2019	$ 473,062	$ 241,279	$ 714,341
Net book Value – June 30, 2020	$ 660,820	$ 209,108	$ 869,928

5. Acquisition of Noetic Psychiatry PLLC

On August 1, 2019, Cedar Psychiatry acquired identified assets of Noetic Psychiatry PLLC ("Noetic"), a company controlled by a partner of the Company. At the time of the acquisition, the Company determined that the acquisition of assets from Noetic constituted a business under IFRS 3 – Business Combinations and was accounted for by applying the acquisition method, whereby the assets acquired and liabilities assumed were recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill.

Noetic runs an outpatient mental health clinic in the Greater Salt Lake City Area.

The allocated purchase price calculation is as follows:	
Consideration – loan payable	$ 40,000
Identifiable assets acquired	
Cash	$ 264,662
Accounts receivable	56,918
Prepaid expenses	3,000
Property and equipment and right of use asset	506,977
Accounts payable and accrued liabilities	(88,113)
Car loan payable	(22,790)
Lease liabilities	(459,344)
Net identifiable assets acquired	261,310
Contribution from partner	$ 221,310

From the date of this acquisition to December 31, 2019, Noetic contributed $328,948 in revenue.

6. Lease liabilities

The Company leases certain assets under lease agreements. The lease liabilities consist of leases of various clinical facilities with a term ranging from one to ten years and the TMS Systems with a four-year term. The leases are calculated using an incremental borrowing rate of 9% per annum.

	Clinical Facilities	TMS Systems (i)	Total
Balance, June 20, 2019 (inception)	$ -	$ -	$ -
Additions	504,779	257,364	762,143
Accretion	17,390	5,742	23,132
Lease payments	(39,000)	(18,884)	(57,884)
Balance, December 31, 2019	483,169	224,222	727,391
Lease modification	227,120	-	227,120
Accretion	31,640	10,580	42,220
Lease payments	(46,800)	(35,512)	(82,312)
Balance, June 30, 2020	$ 695,128	$ 219,290	$ 914,418
Allocated as:			
Current	$ 82,290	$ 57,611	$ 142,870
Non-current	611,969	159,579	771,548
	$ 695,128	$ 219,290	$ 914,418

(i) Transcranial magnetic stimulation is defined as “TMS”,

During the six months ended June 30, 2020, the Company extended the lease agreement on its Springville clinical facility to December 31, 2029 and recognized a gain on the modification of $7,494 (2019 – $Nil).

The maturity analysis of the undiscounted contractual balances of the lease liability is as follows:

Maturity analysis	June 30, 2020
Less than one year	$ 218,907
One to three years	370,310
Three to five years	202,651
Greater than five years	486,124
Total undiscounted lease liabilities	1,277,992
Amount representing implicit interest	(363,574)
Lease liabilities	$ 914,418

7. Government loans payable

	June 30, 2020	December 31, 2019
Balance, beginning	**$ -**	**$ -**
Proceeds received	**185,000**	**-**
Gain on government loans	**(46,226)**	**-**
Interest	**4,339**	**-**
Balance, ending	**$ 143,113**	**$ -**

During the period ended June 30, 2020, the Company received a $175,000 loan (the “PPP Loan”) under the United States Small Business Administration (“SBA”) Paycheck Protection Program pursuant to the recently adopted Coronavirus Aid, Relief, and Economic Security Act. The PPP Loan is guaranteed by the SBA, matures on April 15, 2022 and bears interest at 1% per annum. The benefit of the PPP Loan at a below-market interest rate is recorded as a government grant. The loan was recognized at fair value using the effective interest rate of 15%, $132,325. The difference between the fair value of the loan on initial recognition and the proceeds received is $42,675, which during the period ended June 30, 2020, the Company recorded as the benefit from the government grant in profit or loss.

7. Government loans payable (continued)

All or a portion of the PPP Loan may be forgiven if the Company maintains its employment and compensation within certain parameters during the eight-week to twenty-four-week period following the loan origination date and the proceeds of the loan are spent on payroll costs. As of the date of authorization for issue, the Company is in the process of assessing its eligibility of the loan forgiveness.

During the period ended June 30, 2020, the Company received a $10,000 small business bridge loan (the “SBB Loan”) from the Governor’s Office of Economic Development of State of Utah. The SBB Loan is unsecured, non-interest bearing and payable with a monthly instalment of $209 commencing on May 1, 2021 with the final payment due on April 1, 2025. The benefit of the SBB Loan at a below-market interest rate is recorded as a government grant. The loan was recognized at fair value using the effective interest rate of 15%, $6,449. The difference between the fair value of the loan on initial recognition and the proceeds received is $3,551, which during the period ended June 30, 2020, the Company recorded as the benefit from the government grant in profit or loss.

8. Partners' capital

The Company is authorized to issue an unlimited number of partnership units.

All partnership units in the Company are of the same class with equal rights and privileges, including equal participation in any distribution made by the Company and the right to one vote at any meeting of the partners.

9. Related party transactions

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has determined that key management personnel include the partners of the Company.

During the period ended June 30, 2020, the Company paid salaries of $112,071 (2019 - $nil) to a partner of the Company. As of June 30, 2020, the Company had a balance of $Nil (2019 - $25,099) due to the partner.

During the period ended June 30, 2020, the Company paid salaries of $163,093 (2019 - $nil) to a partner of the Company. As of June 30, 2020, the Company had a balance of $Nil (2019 - $2) due from the partner.

During the period ended June 30, 2020, the Company made lease payments of $46,900 (2019 - $nil) to a company controlled by a partner of the Company for the use of an office space.

During the period ended June 30, 2020, the Company purchased furniture in the amount of $40,000 (2019 - $nil) from a company controlled by a partner of the Company.

As of June 30, 2020, the loan payable to a partner of the Company is $40,000 (2019 - $40,000), which is unsecured, due on demand and non-interest bearing.

10. Cost of services

The amounts included in cost of services are as follows:

	Six Months Ended June 30, 2020	Period from June 22, 2019 (Date of Inception) to June 30, 2019
Salaries and wages to psychiatric service providers	$ 746,019	$ -
Depreciation on TMS systems	32,171	-
Medical supplies	5,197	-
Cost of services	**$ 783,387**	**$ -**

11. Subsequent events

In July 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Springville, Utah for 10 years. The Company's commitments over the term are $328,491.

In September 2020, the Company entered into two lease agreements whereby the Company leases clinical facilities located in South Draper, Utah for 10.5 years. The Company's commitments over the term are $1,822,869:

In September 2020, the Company entered into a lease agreement whereby the Company leased office premises located in Layton, Utah for 5 years. The Company's commitments over the term are $447,200.

SCHEDULE "G"

CEDAR PSYCHIATRY AND CCR MD&A

Cedar Psychiatry, Inc. and
Cedar Clinical Research, Inc.
(formerly Cedar Psychiatry, LLC. and
Cedar Clinical Research, LLC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

From June 20, 2019 (Date of Inception)

to December 31, 2019

(Expressed in US Dollars)

Dated: December 27, 2020

INTRODUCTION

Cedar Psychiatry, LLC was formed as a Utah limited liability company on June 20, 2019. On July 20, 2020, Cedar Psychiatry, LLC was converted into a C corporation under the name Cedar Psychiatry, Inc. ("Cedar Psychiatry"). The Company issued 10,000,000 common shares to the partners of Cedar Psychiatry in connection with the conversation to a C corporation. Cedar Psychiatry has established a network of outpatient mental health clinics in the Greater Salt Lake City Area. The head office of Cedar Psychiatry is located at 672 W 400 S, Suite 201, 203 Springville, Utah.

Cedar Clinical Research, LLC was formed as a Utah limited liability company on June 21, 2019. On July 20, 2020, Cedar Clinical Research, LLC was converted into a C corporation under the name Cedar Clinical Research, Inc. ("Cedar Clinical"). The Company issued 10,000,000 common shares to the partners of Cedar Clinical in connection with the conversation to a C corporation. Cedar Clinical is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry and operates a dedicated research center in Springville, Utah. The head office of Cedar Clinical is located 672 W 400 S, Suite 204, Springville, UT.

On July 22, 2020, Cedar Psychiatry and Cedar Clinical (collectively the "Cedar Group" or the "Company") were acquired by Novamind Ventures Inc. ("Novamind"), a Canadian private company, pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020 (the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

The US Dollar is the Company's functional and reporting currency. Unless otherwise noted, all dollar amounts are expressed in US Dollars.

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Cedar Psychiatry constitutes management's review of the factors that affected the Company's financial and operating performance for the period from June 20, 2019 (date of incorporation) to December 31, 2019. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations.

This MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the period from June 20, 2019 to December 31, 2019, together with the notes thereto.

For the purposes of preparing this MD&A, management, in conjunction with the Board of the Company (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Cedar Group's common shares or partnership units; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company.

This MD&A forms part of the Form 2A Listing Statement of Novamind Inc. (formerly Hinterland Metals Inc.) (the "Listing Statement")."

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking statements contained herein are made as of the date of this MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

In 2018, Cedar Psychiatry acquired the business of Noetic Psychiatry LLC which had been in operation since 2016. Cedar Psychiatry was converted into a corporation under the name "Cedar Psychiatry, Inc." on June 20, 2020, in connection with the Cedar Acquisition. Cedar Psychiatry has established a growing network of outpatient mental health clinics in the Greater Salt Lake City Area. Cedar Psychiatry has established itself as a provider of innovative,

evidence-based mental healthcare services to patients of all ages. The primary services provided by Cedar Psychiatry are discussed in greater detail below.

Psychotherapy

Cedar Psychiatry offers multiple forms of psychotherapy including emotion-focused therapies, cognitive behavior therapy, dialectical behavior therapy, acceptance and commitment therapy, mindfulness-based stress reduction, and couples therapy. Psychotherapy is intended to serve as a tool to cope with daily life and enable a person to better function with/or resolve traumas, relationship difficulties, loss, medical illnesses and mental disorders like anxiety and mood disorders.

Psychiatric Medication Management

Cedar Psychiatry offers services related to psychiatric medication management, the practice of offering evidence-based care to optimize safe, effective, appropriate drug therapy. Patients are provided with individualized plans for the medication they are prescribed. Patients are then informed regarding potential risks and benefits of their prescription(s). Following this, patients are monitored for the effectiveness of the medication over time.

Transcranial Magnetic Stimulation

Cedar Psychiatry offers transcranial magnetic stimulation ("TMS"), a safe and well-tolerated procedure that can be effective for treating conditions including depression, especially in patients who have not benefitted from traditional medications or cannot tolerate medications due to side effects. The FDA permitted marketing of TMS as a treatment for major depressive disorder ("MDD") in 2008 and expanded its use to include TMS for treating pain associated with certain migraine headaches in 2013. TMS is a non-invasive method of brain stimulation that relies on electromagnetic induction using an insulated coil placed over the scalp, focused on an area of the brain thought to play a role in mood regulation. The coil generates brief magnetic pulses, which pass easily and painlessly through the skull and into the brain.

Ketamine-Assisted Psychotherapy

Cedar Psychiatry administers ketamine via a practice called ketamine-assisted psychotherapy ("KAP"), whereby ketamine is administered either intravenously, intramuscularly, orally or nasally in conjunction with a regimen of pre- and post-therapeutic support. Ketamine has been safely used as an FDA approved anesthetic since 1970 and has found use in psychiatry as a therapeutic for conditions including treatment-resistant depression ("TRD"). Ketamine has been shown to possess rapid antidepressant properties, with improved symptomatology within two hours and duration of antidepressant effects for up to a week. Preliminary evidence suggests that when ketamine intervention is enhanced with therapeutic support, it may produce enduring benefits across a range of mental health disorders.
Additionally, Cedar Psychiatry physicians prescribe and administer Spravato™, (esketamine) CIII nasal spray, a derivative formulation of ketamine ("Spravato™"). Spravato™ was approved by the FDA in March 2019 for use in conjunction with oral antidepressants for adult patients with TRD1 and to treat adults with MDD featuring with acute suicidal ideation or behavior.

Medical cannabis evaluations and follow-up visits

Cedar Psychiatry's practitioners are licensed to prescribe medical cannabis within the confines of the applicable state law (see Narrative Description of the Business - Regulatory Framework). Utah-licensed physicians can prescribe medical cannabis for a variety of conditions including post-traumatic stress disorder ("PTSD"), autism as well as chronic pain. The primary indication for which medical cannabis is prescribed at Cedar Psychiatry is PTSD.

Cedar Clinical Research (CCR)

CCR is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry. CCR operates a dedicated research center in Springville, Utah, which provides select contract research organization ("CRO") services for pharmaceutical companies. CCR also participates in both internally and externally organized research that is unaffiliated with clinical trials, such as retrospective chart review studies. CCR is developing psychedelic-assisted psychotherapy treatment protocols to provide patients with novel evidence-based therapies and clinicians with a structured systematic way to deliver psychedelic medicine and accompanying psychotherapy. The first psychedelic treatment protocol to be developed by CCR via internal research studies is EF-KAP (Emotion-Focused Ketamine-assisted Psychotherapy), which provides a theoretically-informed and reproducible way for clinicians to deliver ketamine-assisted psychotherapy. It uses emotion-focused techniques to target problematic emotion processing, which is known to influence the onset and duration of numerous mental health conditions. Clinicians use EF-KAP to engage patients through targeted interventions that support emotion processing. As a critical component of treatment, patients' family members are provided with specific tools and skills needed to participate in their loved ones' treatment and recovery. The protocol's family-focused approach to care also provides healing opportunities that extend beyond the affected patient, addressing the needs of everyone involved.

Clinical trials with participation from CCR include:

- A Multicenter, Placebo Controlled, Double-Blind, Randomized, Parallel Group Phase IIb Study to Evaluate the Efficacy and Safety of Ecopipam Tablets in Children and Adolescent Patients with Tourette's Syndrome;

- A Multicenter, Open-Label, Extension Study Intended to Evaluate the Long-term Safety of Ecopipam Tablets in Children and Adolescent Subjects with Tourette's Syndrome;

- A Phase III, Multicenter, Randomized, Double-Blind Trial of Fixed-Dose Brexpiprazole as Combination Therapy with Sertraline in the Treatment of Adults with Post-traumatic Stress Disorder;

- A Short-term, Multicenter, Randomized, Flexible-dose, Double-Blind Trial of Brexpiprazole Versus Placebo for the Treatment of Adults with Borderline Personality Disorder; and

- A Multicenter, Open-label Trial to Evaluate the Safety and Tolerability of Brexpiprazole in the Treatment of Adult Subjects with Borderline Personality Disorder.

Research Studies with participation from CCR include:

- <u>Comparative Study of Intravenous and Intramuscular Ketamine-Assisted Psychotherapy:</u>
  The Relief Study: A Comparative Effectiveness Study of IV and IM Ketamine to Treat Suicidal Ideation

- <u>MDMA-Assisted Psychotherapy - MED1:</u>
  An Open-Label, Multi-Site Phase 2 Study of the Safety and Feasibility of MDMA-Assisted Psychotherapy for Eating Disorders

- <u>Emotion-Focused Ketamine-Assisted Psychotherapy: EF-KAP-AN1 and EF-KAP-MDD1</u>

An analysis of the safety, feasibility, and preliminary outcomes of Emotion Focused Ketamine Assisted Psychotherapy (EF-KAP) for Anorexia Nervosa and Major Depressive Disorder

- Ketamine-Assisted Psychotherapy - KRF-2:
  Conscious Dying/ Conscious Living: Ketamine Assisted Psychotherapy (KAP) for Patients with Life Threatening Illnesses—Palliative Care and Hospice Patients with Anxiety about Impending Death and Quality of Life for Remaining Time—One Year or Less to Live - a Multi-Site Pilot Program

- Psilocybin-Assisted Psychotherapy - Panorexia
  Psilocybin as a Treatment for Anorexia Nervosa: A Pilot Study

CORPORATE HIGHLIGHTS

Cedar Acquisition

On July 22, 2020, Cedar Psychiatry was acquired by Novamind Ventures Inc. ("Novamind") pursuant to a stock purchase agreement dated July 22, 2020 among Novamind, Psychosomatics, LLC and Probatio, LLC. ("the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

TRENDS AND ECONOMIC CONDITIONS

(a) Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger or acquisition transaction.

(b) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability;
- Purchasing power of the US dollar; or
- Ability to obtain funding.

At the date of this MD&A, the US government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Cedar Psychiatry in future periods.

(c) Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

SELECTED ANNUAL INFORMATION

	Period From June 20, 2019 (Date of Incorporation) to December 31, 2019 $
Total assets	1,085,656
Total liabilities	(857,368)
Working capital	81,804
Expenses	(375,799)
Net income	6,875

FINANCIAL RESULTS

Period from June 20, 2019 (date of incorporation) to December 31, 2019

The Company reported a net income of $6,875 for the period from June 20, 2019 to December 31, 2019 which is primarily comprised of revenue of $785,956, cost of services of $404,023, adverting and promotion of $19,046, depreciation of $39,003, interest and bank charges of $24,546, office of $40,144, professional fees of $16,568, salaries and wages of $186,631, software license fees of $41,780, sub-contracts fees of $8,081, and gain on insurance settlement of $741.

Three months ended December 31, 2019

The Company reported a net income of $29,153 for the three months ended December 31, 2019 which is primarily comprised of revenue of $574,032, cost of services of $123,291, advertising and promotion of $11,840, depreciation of $39,003, interest and bank charges of $24,336, office of $(3,102), professional fees of $15,103, salaries and wages of $21,842, software license fees of $24,945, sub-contract fees of $8,081 and gain on insurance settlement of $741.

SELECTED QUARTERLY INFORMATION

A summary of selected information for each of the quarters presented below is as follows:

For the Period Ended	Net Income (Loss) Total ($)	Total assets ($)
December 31, 2019	29,153	1,085,656
September 30, 2019	(22,278)	230,823

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not presently generate revenue to cover its costs, managing liquidity risk is dependent upon the ability to secure additional financing. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations, or the ability of the Company to raise alternative financing, as necessary. While management and the Board have been successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities.

As at December 31, 2019, the Company had a cash balance of $162,305 and accounts receivable of $189,377 to settle current liabilities of $269,878. This represents a working capital of $81,804 which is comprised of current assets less current liabilities. The Company has incurred income to date resulting in a cumulative partners' capital of $228,288 as at December 31, 2020.

RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has determined that key management personnel include the partners of the Company.

During the period ended December 31, 2019, the Company paid salaries of $44,589 to a partner of the Company. As of December 31, 2019, the Company has a balance of $25,099 due to the partner for a due on demand, non-interest-bearing advance.

During the period ended December 31, 2019, the Company paid salaries of $115,385 to a partner of the Company. As of December 31, 2019, the Company has a balance of $2 due from the partner.

During the period ended December 31, 2019, the Company made lease payments of $39,000 to a company controlled by a partner of the Company for the use of an office space.

As of December 31, 2019, the loan payable to a partner of the Company is $40,000, which is unsecured, due on demand and non-interest bearing.

CAPITAL MANAGEMENT

The Company is authorized to issue an unlimited number of partnership units. Each partnership unit subjects the holder thereof to the same obligations and entitles such holder to the same rights as the holder of any other unit, including the right to one vote at all meetings of the limited partners and to equal participation in any distribution made by the Company.

Capital Management

The Company defines its capital to be partners' capital. As at December 31, 2019, the Company has partners' capital of $228,288. Ongoing expenses of the Company will be satisfied by service fee income and clinical trial income, as well as the issue of partnership units. As at December 31, 2019, the Company was not subject to externally imposed capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

PROPOSED TRANSACTIONS

As of the date of this MD&A, no proposed transaction has been approved by the Board of Directors.

FINANCIAL INSTRUMENTS

The Company is exposed, in varying degrees, to a variety of financial related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on cash in bank and accounts receivables as at December 31, 2019. The bank balances are deposited with high credit rated banks, therefore the credit risk is limited.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining cash balances to ensure that it is able to meet its short term and long- term obligations as and when they fall due. The Company manages Company-wide cash projections centrally and regularly updates projections for changes in business and exchange rates. The expected timing of combined cash flows relating to financial liabilities as at December 31, 2019, is as follows:

December 31, 2019	Less than 1 year ($)	1 – 5 years ($)	5+ years ($)	Total ($)
Accounts payable and accrued liabilities	64,880	nil	nil	64,880
Lease liabilities	201,919	705,322	7,800	915,041
Loan payable	40,000	nil	nil	40,000

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is limited and only relates to its ability to earn interest income on cash balances at variable rates. Changes in short term interest rates will not have a significant effect on the fair value of the Company's cash account.

RISK FACTORS

An investment in the Common Shares or units of the Company involves a high degree of risk and should be considered highly speculative due to the nature of the Company's business and its present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. For a detailed description of risk factors associated with the Company, please refer to the "Risk Factors" section of the Listing Statement, which will be available on SEDAR at www.sedar.com. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

SUBSEQUENT EVENTS

In January 2020, the Company extended its office lease in Springville, Utah to 10 years. The Company's commitments on the lease over the term are $1,024,894.

In June 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Salt Lake City, Utah for 1 year at $980 per month.

In June 2020, the Company entered into two separate lease agreements for two TMS Systems for 4 years. The Company's commitments over the term are $307,440.

In July 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Springville, Utah for 10 years. The Company's commitments over the term are $328,491.

In September 2020, the Company entered into two lease agreements whereby the Company leases clinical facilities located in South Draper, Utah for 10.5 years. The Company's commitments over the term are $1,822,869.

In September 2020, the Company entered into a lease agreement whereby the Company leased office premises located in Layton, Utah for 5 years. The Company's commitments over the term are $447,200.

In April 2020, the Company received a small business administration loan of $175,000. The loan is unsecured, carries interest at 1% per annum and matures in April 2022. The loan will be forgiven if certain employee retention criteria are met as determined by the U.S. Small Business Administration.

Cedar Psychiatry, Inc. and

Cedar Clinical Research, Inc.

(formerly Cedar Psychiatry, LLC. and

Cedar Clinical Research, LLC.)

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

Six Months Ended June 30, 2020

(Expressed in US Dollars)

Dated: December 27, 2020

INTRODUCTION

Cedar Psychiatry, LLC was formed as a Utah limited liability company on June 20, 2019. On July 20, 2020, Cedar Psychiatry, LLC was converted into a C corporation under the name Cedar Psychiatry, Inc. ("Cedar Psychiatry"). The Company issued 10,000,000 common shares to the partners of Cedar Psychiatry in connection with the conversation to a C corporation. Cedar Psychiatry has established a network of outpatient mental health clinics in the Greater Salt Lake City Area. The head office of Cedar Psychiatry is located at 672 W 400 S, Suite 201, 203 Springville, Utah.

Cedar Clinical Research, LLC was formed as a Utah limited liability company on June 21, 2019. On July 20, 2020, Cedar Clinical Research, LLC was converted into a C corporation under the name Cedar Clinical Research, Inc. ("Cedar Clinical"). The Company issued 10,000,000 common shares to the partners of Cedar Clinical in connection with the conversation to a C corporation. Cedar Clinical is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry and operates a dedicated research center in Springville, Utah. The head office of Cedar Clinical is located 672 W 400 S, Suite 204, Springville, UT.

On July 22, 2020, Cedar Psychiatry and Cedar Clinical (collectively the "Cedar Group" or the "Company") were acquired by Novamind Ventures Inc. ("Novamind"), a Canadian private company, pursuant to a stock purchase agreement dated July 22, 2020 and amended on November 19, 2020 (the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

The US Dollar is the Company's functional and reporting currency. Unless otherwise noted, all dollar amounts are expressed in US Dollars.

The following interim Management's Discussion & Analysis ("Interim MD&A") of the Company for the six months ended June 30, 2020 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2019. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A and audited annual consolidated financial statements of the Company for the period from June 20, 2019 (Date of Incorporation) to December 31, 2019, together with the notes thereto, and unaudited condensed interim consolidated financial statements of the Company for the three and six months ended June 30, 2020, together with the notes thereto. Results are reported in US dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of December 27, 2020, unless otherwise indicated.

Further information about the Company and its operations can be obtained from the offices of the Company.

This MD&A forms part of the Form 2A Listing Statement of Novamind Inc. (formerly Hinterland Metals Inc.) (the "Listing Statement")."

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Interim MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Interim MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this Interim MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking statements contained herein are made as of the date of this Interim MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

In 2018, Cedar Psychiatry acquired the business of Noetic Psychiatry LLC which had been in operation since 2016. Cedar Psychiatry was converted into a corporation under the name "Cedar Psychiatry, Inc." on June 20, 2020, in connection with the Cedar Acquisition. Cedar Psychiatry has established a growing network of outpatient mental

health clinics in the Greater Salt Lake City Area. Cedar Psychiatry has established itself as a provider of innovative, evidence-based mental healthcare services to patients of all ages. The primary services provided by Cedar Psychiatry are discussed in greater detail below.

Psychotherapy

Cedar Psychiatry offers multiple forms of psychotherapy including emotion-focused therapies, cognitive behavior therapy, dialectical behavior therapy, acceptance and commitment therapy, mindfulness-based stress reduction, and couples therapy. Psychotherapy is intended to serve as a tool to cope with daily life and enable a person to better function with/or resolve traumas, relationship difficulties, loss, medical illnesses and mental disorders like anxiety and mood disorders.

Psychiatric Medication Management

Cedar Psychiatry offers services related to psychiatric medication management, the practice of offering evidence-based care to optimize safe, effective, appropriate drug therapy. Patients are provided with individualized plans for the medication they are prescribed. Patients are then informed regarding potential risks and benefits of their prescription(s). Following this, patients are monitored for the effectiveness of the medication over time.

Transcranial Magnetic Stimulation

Cedar Psychiatry offers transcranial magnetic stimulation ("TMS"), a safe and well-tolerated procedure that can be effective for treating conditions including depression, especially in patients who have not benefitted from traditional medications or cannot tolerate medications due to side effects. The FDA permitted marketing of TMS as a treatment for major depressive disorder ("MDD") in 2008 and expanded its use to include TMS for treating pain associated with certain migraine headaches in 2013. TMS is a non-invasive method of brain stimulation that relies on electromagnetic induction using an insulated coil placed over the scalp, focused on an area of the brain thought to play a role in mood regulation. The coil generates brief magnetic pulses, which pass easily and painlessly through the skull and into the brain.

Ketamine-Assisted Psychotherapy

Cedar Psychiatry administers ketamine via a practice called ketamine-assisted psychotherapy ("KAP"), whereby ketamine is administered either intravenously, intramuscularly, orally or nasally in conjunction with a regimen of pre- and post-therapeutic support. Ketamine has been safely used as an FDA approved anesthetic since 1970 and has found use in psychiatry as a therapeutic for conditions including treatment-resistant depression ("TRD"). Ketamine has been shown to possess rapid antidepressant properties, with improved symptomatology within two hours and duration of antidepressant effects for up to a week. Preliminary evidence suggests that when ketamine intervention is enhanced with therapeutic support, it may produce enduring benefits across a range of mental health disorders.
Additionally, Cedar Psychiatry physicians prescribe and administer Spravato™, (esketamine) CIII nasal spray, a derivative formulation of ketamine ("Spravato™"). Spravato™ was approved by the FDA in March 2019 for use in conjunction with oral antidepressants for adult patients with TRD1 and to treat adults with MDD featuring with acute suicidal ideation or behavior.

Medical cannabis evaluations and follow-up visits

Cedar Psychiatry's practitioners are licensed to prescribe medical cannabis within the confines of the applicable state law (see Narrative Description of the Business - Regulatory Framework). Utah-licensed physicians can prescribe

medical cannabis for a variety of conditions including post-traumatic stress disorder ("PTSD"), autism as well as chronic pain. The primary indication for which medical cannabis is prescribed at Cedar Psychiatry is PTSD.

Cedar Clinical Research (CCR)

CCR is specialized in hosting phase I to phase IV clinical trials and research focused on emerging treatment options in neuropsychiatry. CCR operates a dedicated research center in Springville, Utah, which provides select contract research organization ("CRO") services for pharmaceutical companies. CCR also participates in both internally and externally organized research that is unaffiliated with clinical trials, such as retrospective chart review studies. CCR is developing psychedelic-assisted psychotherapy treatment protocols to provide patients with novel evidence-based therapies and clinicians with a structured systematic way to deliver psychedelic medicine and accompanying psychotherapy. The first psychedelic treatment protocol to be developed by CCR via internal research studies is EF-KAP (Emotion-Focused Ketamine-assisted Psychotherapy), which provides a theoretically-informed and reproducible way for clinicians to deliver ketamine-assisted psychotherapy. It uses emotion-focused techniques to target problematic emotion processing, which is known to influence the onset and duration of numerous mental health conditions. Clinicians use EF-KAP to engage patients through targeted interventions that support emotion processing. As a critical component of treatment, patients' family members are provided with specific tools and skills needed to participate in their loved ones' treatment and recovery. The protocol's family-focused approach to care also provides healing opportunities that extend beyond the affected patient, addressing the needs of everyone involved.

Clinical trials with participation from CCR include:

- A Multicenter, Placebo Controlled, Double-Blind, Randomized, Parallel Group Phase IIb Study to Evaluate the Efficacy and Safety of Ecopipam Tablets in Children and Adolescent Patients with Tourette's Syndrome;

- A Multicenter, Open-Label, Extension Study Intended to Evaluate the Long-term Safety of Ecopipam Tablets in Children and Adolescent Subjects with Tourette's Syndrome;

- A Phase III, Multicenter, Randomized, Double-Blind Trial of Fixed-Dose Brexpiprazole as Combination Therapy with Sertraline in the Treatment of Adults with Post-traumatic Stress Disorder;

- A Short-term, Multicenter, Randomized, Flexible-dose, Double-Blind Trial of Brexpiprazole Versus Placebo for the Treatment of Adults with Borderline Personality Disorder; and

- A Multicenter, Open-label Trial to Evaluate the Safety and Tolerability of Brexpiprazole in the Treatment of Adult Subjects with Borderline Personality Disorder.

Research Studies with participation from CCR include:

- <u>Comparative Study of Intravenous and Intramuscular Ketamine-Assisted Psychotherapy:</u>
  The Relief Study: A Comparative Effectiveness Study of IV and IM Ketamine to Treat Suicidal Ideation

- <u>MDMA-Assisted Psychotherapy - MED1:</u>

An Open-Label, Multi-Site Phase 2 Study of the Safety and Feasibility of MDMA-Assisted Psychotherapy for Eating Disorders

- Emotion-Focused Ketamine-Assisted Psychotherapy: EF-KAP-AN1 and EF-KAP-MDD1
  An analysis of the safety, feasibility, and preliminary outcomes of Emotion Focused Ketamine Assisted Psychotherapy (EF-KAP) for Anorexia Nervosa and Major Depressive Disorder

- Ketamine-Assisted Psychotherapy - KRF-2:
  Conscious Dying/ Conscious Living: Ketamine Assisted Psychotherapy (KAP) for Patients with Life Threatening Illnesses—Palliative Care and Hospice Patients with Anxiety about Impending Death and Quality of Life for Remaining Time—One Year or Less to Live - a Multi-Site Pilot Program

- Psilocybin-Assisted Psychotherapy - Panorexia
  Psilocybin as a Treatment for Anorexia Nervosa: A Pilot Study

CORPORATE HIGHLIGHTS

Cedar Acquisition

On July 22, 2020, Cedar Psychiatry was acquired by Novamind Ventures Inc. ("Novamind") pursuant to a stock purchase agreement dated July 22, 2020 among Novamind, Psychosomatics, LLC and Probatio, LLC. ("the "Cedar Acquisition"). The consideration in connection with the Cedar Acquisition consisted of (i) the issuance of 20,500,000 of Novamind Shares at a deemed price of $0.10 per share, to be issued on the following schedule: 10,250,000 on closing of the Cedar Acquisition; 5,125,000 payable six months after the closing of the Cedar Acquisition; and 5,125,000 payable 12 months after the closing of the Cedar Acquisition, and (ii) cash payments totaling $1,000,000 to be paid according to the following schedule: $500,000 on closing of the Cedar Acquisition; $250,000 payable six months after closing of the Cedar Acquisition; and $250,000 payable 12 months after closing of the Cedar Acquisition.

TRENDS AND ECONOMIC CONDITIONS

(a) Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favorable conditions for completing a public merger or acquisition transaction.

(b) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability;
- Purchasing power of the US dollar; or
- Ability to obtain funding.

At the date of this MD&A, the US government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly the current situation bears no impact on

management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of Cedar Psychiatry in future periods.

(c) Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

FINANCIAL RESULTS

Three months ended June 30, 2020

The Company reported net income of $2,853 for the three months ended June 30, 2020. Revenue for the period was $679,871 including service fee income of $672,510 and clinical trial income of $7,361. Service fee income consists primarily of third-party insurance payments provided for mental health evaluations and treatments such as psychiatric diagnosis and medication management, psychotherapy, transcranial magnetic stimulation, and ketamine-assisted psychotherapy. Clinical trial income consists of payments received for the recruitment and management of patients for pharmaceutical company-sponsored psychiatric clinical trials. Cost of services of $426,896 represents the salaries and wages of employees directly involved in providing mental health treatments and clinical trial services (psychiatrists, psychologists, psychotherapists, technicians, and trial coordinators). Adverting and promotion of $8,590 consists of direct outreach initiatives to patients and to referring providers to build relationships and maintain awareness of Cedar Psychiatry. Depreciation for property and equipment and right of use asset in the period was $31,531. Interest and bank charges were $25,242. Office expenses of $42,311 includes medical supplies, insurance expenses and general office supplies. Professional fees of $3,130 were for legal services, and salaries and wages of $154,170 were for support and administrative staff. Other expenses include software license fees of $26,429, sub-contract fees of $4,946, and gain on government loans payable of $46,226.

Six months ended June 30, 2020

The Company reported net income of $63,625 for the six months ended June 30, 2020. Revenue for the period was $1,277,269 including service fee income of $1,244,353 and clinical trial income of $52,915. Cost of services of $783,387 represents the salaries and wages of employees directly involved in providing mental health treatments and clinical trial services. Advertising and promotion expenses of $13,775 consists of direct outreach initiatives to patients and to referring providers to build relationships and maintain awareness of Cedar Psychiatry, depreciation for property and equipment and right of use asset was $58,934, interest and bank charges were $46,699. Office expenses of $76,121 includes medical supplies, insurance expenses and general office supplies. Professional fees of $5,419 were for legal services, and salaries and wages of $215,956 were for support and administrative staff. Other expenses include software license fees of $60,340, sub-contract fees of $6,732 and gain on government loans payable of $46,226 and gain on lease modification of $7,494.

LIQUIDITY AND CAPITAL RESOURCES

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not presently generate revenue to cover its costs, managing liquidity risk is dependent upon the ability to secure additional financing. The recoverability of the carrying value of the assets and the Company's continued existence is dependent upon the achievement of profitable operations, or the ability of the Company to raise

alternative financing, as necessary. While management and the Board have been successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities.

As at June 30, 2020, the Company had a cash balance of $332,701, accounts receivable of $237,823 and prepaid expenses of $6,000 to settle current liabilities of $288,875. This represents a working capital of $287,649 which is comprised of current assets less current liabilities. The Company has incurred income to date resulting in a cumulative partners' capital of $291,814 as at June 30, 2020.

RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has determined that key management personnel include the partners of the Company.

During the period ended June 30, 2020, the Company paid salaries of $112,071 (2019 - $nil) to a partner of the Company. As of June 30, 2020, the Company had a balance of $Nil (2019 - $25,099) due to the partner.

During the period ended June 30, 2020, the Company paid salaries of $163,093 (2019 - $nil) to a partner of the Company. As of June 30, 2020, the Company had a balance of $Nil (2019 - $2) due from the partner.

During the period ended June 30, 2020, the Company made lease payments of $46,900 (2019 - $nil) to a company controlled by a partner of the Company for the use of an office space.

During the period ended June 30, 2020, the Company purchased furniture in the amount of $40,000 (2019 - $nil) from a company controlled by a partner of the Company.

As of June 30, 2020, the loan payable to a partner of the Company is $40,000 (2019 - $40,000), which is unsecured, due on demand and non-interest bearing.

CAPITAL MANAGEMENT

The Company is authorized to issue an unlimited number of partnership units. Each partnership unit subjects the holder thereof to the same obligations and entitles such holder to the same rights as the holder of any other unit, including the right to one vote at all meetings of the limited partners and to equal participation in any distribution made by the Company.

Capital Management

The Company defines its capital to be partners' capital. As at June30, 2020, the Company has partners' capital of $291,814. Ongoing expenses of the Company will be satisfied by service fee income and clinical trial income, as well as the issue of partnership units. As at June 30, 2020, the Company was not subject to externally imposed capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

RISK FACTORS

An investment in the Common Shares or units of the Company involves a high degree of risk and should be considered highly speculative due to the nature of the Company's business and its present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. For a detailed description of risk factors associated with the Company, please refer to the "Risk Factors" section of the Listing Statement, which will be available on SEDAR at www.sedar.com. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

SUBSEQUENT EVENTS

In July 2020, the Company entered into a lease agreement whereby the Company leased a clinical facility located in Springville, Utah for 10 years. The Company's commitments over the term are $328,491.

In September 2020, the Company entered into two lease agreements whereby the Company leases clinical facilities located in South Draper, Utah for 10.5 years. The Company's commitments over the term are $1,822,869:

In September 2020, the Company entered into a lease agreement whereby the Company leased office premises located in Layton, Utah for 5 years. The Company's commitments over the term are $447,200.