

June 26, 2020

VIA EMAIL

Canadian Securities Exchange
100 King Street West, Suite 7210
Toronto, ON M5X 1E1

Dear Sirs/Mesdames:

Re: Nova Mentis Life Science Corp. (the “Company”) – Share Consolidation

We are providing this opinion to you in connection with the consolidation of the issued and outstanding common shares in the capital of the Company (each, a “Share”) on the basis of one (1) post-consolidated Share for every four (4) pre-consolidated Shares issued and outstanding (the “Consolidation”).

In connection with the Consolidation, we reviewed the following:

- (a) a copy of the resolutions of the directors of the Company dated as of June 18, 2020 approving the Consolidation;
- (b) the notice of articles and articles of the Company as of the date hereof;
- (c) specimen share certificate from the transfer agent of the Company; and
- (d) an executed copy of an officer’s certificate (the “Officer’s Certificate”) of the Chief Executive Officer of the Company, dated June 25, 2020.

In connection with the opinions expressed herein, we have made such examinations of law as we considered appropriate or advisable for the purposes hereof.

The opinion expressed herein is subject to the following exceptions, qualifications and assumptions:

- (a) we have examined originals or copies, certified or identified to our satisfaction, of the constating documents of the Company and of such corporate records of the Company, certificates of public officials, officers of the Company and such other documents and have considered such questions of law and made such other investigations as we have deemed relevant or necessary as a basis for the opinion hereinafter expressed;
- (b) we have assumed, with respect to all of the documents examined by us, the genuineness of all signatures, the legal capacity at all relevant times of any natural person signing any such documents, the authenticity and completeness of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as a certified or true copy or as a reproduction (including facsimiles and electronic copies);
- (c) we have assumed the truthfulness, accuracy and completeness of the records of the Company and of all information provided to us by offices of public record; and

- (d) we have assumed that at the time of any distribution of or trade in securities of the Company referred to herein, no order, ruling or decision issued by a securities commission, court of competent jurisdiction or regulatory or administrative body having jurisdiction is in effect that restricts any trades in such securities or that affects any person or company who engages in any such trades, including, without limitation, any cease trade orders.

For the purposes of our opinion, as to the various questions of fact material to the opinion below, information with respect to which is in the possession of the Company or other companies, we have relied solely and exclusively, with no independent inquiry on the Officer's Certificate.

Based upon the assumptions set forth above and subject to the qualifications set forth herein, we are of the opinion that all necessary corporate action has been taken by the Company to effect the Consolidation.

This opinion is rendered only with regard to the matter set out above. No other opinions are intended nor should they be inferred. This opinion letter is limited to the current laws of the Province of British Columbia and the federal laws of Canada as such laws presently exist and to the facts as they presently exist. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction.

This opinion is rendered as of the date first written above solely to the Canadian Stock Exchange (the "CSE") in connection with the requirements of Section 3.3 of Policy 9 of the CSE Policy Manual and may not be relied upon or used by, circulated, quoted, or referred to, nor may any copies hereof be delivered to any other person, without our prior written consent. We disclaim any obligation to update this opinion letter or to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinions expressed herein.

Yours truly,

Clare Wilson LLP