



Mindset
Pharma Inc.

NEWS RELEASE

April 19, 2021

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Mindset Pharma Announces Exercise of Over-Allotment Option for Additional Gross Proceeds of \$1.052 Million

Toronto, Ontario, April 19, 2021 –**Mindset Pharma Inc.** (CSE:MSET) (FSE:9DF) (OTCQB:MSSTF) ("**Mindset**" or the "**Company**") is pleased to announce that in connection with its previously announced "bought deal" public offering (the "**Offering**") underwritten by Canaccord Genuity Corp. (the "**Lead Underwriter**"), as lead underwriter and sole bookrunner, along with Stifel Nicolaus Canada Inc. and Cormark Securities Inc. (collectively with the Lead Underwriter, the "**Underwriters**"), the Underwriters have partially exercised their over-allotment option (the "**Over-Allotment Option**"), purchasing an additional 1,403,598 units (each, an "**Over-Allotment Unit**") of the Company at a price of \$0.75 per Over-Allotment Unit (the "**Issue Price**") for aggregate gross proceeds to the Company of \$1,052,699.

Each Over-Allotment Unit consists of one common share in the capital of the Company (each, a "**Unit Share**") and one common share purchase warrant of the Company (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one common share in the capital of the Company (each, a "**Warrant Share**") at an exercise price of \$1.10 per Warrant Share at any time until 5:00 p.m. (Toronto time) on April 15, 2024, subject to adjustment in certain events and subject to the terms of a warrant indenture (the "**Warrant Indenture**") dated April 15, 2021 between the Company and Computershare Investor Services Inc., as warrant agent.

The Warrants issued in connection with the exercise of the Over-Allotment Option will be listed on the Canadian Securities Exchange under the symbol "MSET.WT".

In respect of the Offering, the units issued on April 15, 2021 and the Over-Allotment Units issued today in connection with the exercise of the Over-Allotment Option were offered by way of a short form prospectus dated April 12, 2021 filed in all of the provinces of Canada, except Québec.

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

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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About Mindset Pharma Inc.

Mindset Pharma Inc. is a drug discovery and development company focused on creating optimized and patentable next-generation psychedelic medicines to treat neurological and psychiatric disorders with unmet needs. Mindset was established to develop next generation pharmaceutical assets that leverage the breakthrough therapeutic potential of psychedelic drugs. Mindset is developing several novel families of next generation psychedelic compounds, as well as an innovative process to chemically synthesize psilocybin along with its own proprietary compounds. www.mindsetpharma.com

Forward-Looking Information

This news release contains statements and information that, to the extent that they are not historical fact, may constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information is typically, but not always, identified by the use of words such as "will", "intends", "scheduled", "to be" and "may be" and similar words, including negatives thereof, or other similar expressions concerning matters that are not historical facts. Forward-looking information in this news release includes, but is not limited to, statements regarding the intended use of the net proceeds of the Offering. Such forward-looking information is based on various assumptions and factors that may prove to be incorrect, including, but not limited to, factors and assumptions with respect to: the receipt of all necessary regulatory and other approvals or consents; the ability of the Company to successfully implement its strategic plans and initiatives and whether such strategic plans and initiatives will yield the expected benefits; approvals and authorizations from regulatory authorities, and the timing thereof. Although the Company believes that the assumptions and factors on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that it will prove to be correct or that any of the events anticipated by such forward-looking information will transpire or occur, or if any of them do so, what benefits the Company will derive there from. Actual results could differ materially from those currently anticipated due to a number of factors and risks including, but not limited to: conditions in the psychedelic pharmaceutical industry; fluctuations in market conditions, including in securities markets; economic factors; the ability of management to execute its business strategy, objectives and plans; and the impact of general economic conditions and the COVID-19 pandemic in Canada. Additional information regarding risks and uncertainties relating to the Company's business are contained under the heading "Risk Factors" in the Company's annual information form for the financial year ended June 30, 2020 dated March 5, 2021. The forward-looking information included in this news release is made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking information to reflect new information, subsequent events or otherwise, except as required by applicable law.

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