*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of securities only in those jurisdictions where such securities may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, possessions or the District of Columbia (the "**United States**"), or to or for the account or benefit of a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a "**U.S. Person**") unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See "Plan of Distribution".*

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Executive Officer of Mindset Pharma Inc. at 217 Queen Street West, Suite 401, Toronto, ON, M5V 0R2 (Telephone: 416-409-1091), and are also available electronically at www.sedar.com. See "Documents Incorporated by Reference".*

SHORT FORM PROSPECTUS

New Issue April 12, 2021

MINDSET PHARMA INC.

Up to $7,500,000
Up to 10,000,000 Units

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of up to 10,000,000 units (the "**Units**") of Mindset Pharma Inc. ("**Mindset**" or the "**Corporation**") at a price of $0.75 per Unit (the "**Offering Price**") for aggregate gross proceeds of $7,500,000. Each Unit consists of one common share of the Corporation (each, a "**Unit Share**") and one common share purchase warrant of the Corporation (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one common share of the Corporation (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 the date that is 36 months following the Closing Date (as defined herein), subject to adjustment in certain events and subject to the terms of a warrant indenture (the "**Warrant Indenture**") to be dated as of the Closing Date (as defined herein) between the Corporation and Computershare Investor Services Inc. (the "**Warrant Agent**"), as warrant agent.

The Units are being sold pursuant to the terms and conditions of an underwriting agreement dated March 25, 2021 (the "**Underwriting Agreement**") made among the Corporation, 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 Offering Price was determined by negotiation between the Corporation and the Lead Underwriter, on its behalf and on behalf of the Underwriters with reference to the prevailing market price of the common shares of the Corporation (the "**Common Shares**"). See "*Plan of Distribution*".

PRICE: $0.75 PER Unit

	Price to Public	Underwriters' Fee [(1)]	Net Proceeds to the Corporation[(2)]
Per Unit ……..	$0.75	$0.0525	$0.6975
Total Offering [(3)]……	$7,500,000	$525,000	$6,975,000

Notes:

(1) On the Closing Date, in consideration for the services rendered by the Underwriters in connection with the Offering, the Underwriters will be paid an aggregate cash fee (the "**Underwriters' Fee**"), equal to 7.0% of the gross proceeds of the Offering (including in respect of any exercise of the Over-Allotment Option (as defined herein)). As additional consideration, on the Closing Date, the Corporation will grant the Underwriters such number of broker warrants of the Corporation (each whole broker warrant, a "**Broker Warrant**") as is equal to 7.0% of the total number of Units sold under the Offering (including Units issued in connection with the exercise of the Over-Allotment Option, if applicable). Each Broker Warrant will entitle the holder thereof to purchase one Unit of the Corporation (each, a "**Broker Unit**") at $0.75 at any time prior to 5:00 p.m. (Toronto time) on the date that is 36 months following the Closing Date. Each Broker Unit consists of one Common Share (each, a "**Broker Unit Share**") and one Warrant having the same terms as the Warrants comprising the Units issued pursuant to the Offering (each, a "**Broker Unit Warrant**"). The Common Shares issuable on exercise of the Broker Unit Warrants are hereinafter referred to as "**Broker Warrant Shares**". This Prospectus also qualifies the distribution of the Broker Unit Shares comprising the Broker Units and the Broker Warrant Shares issuable upon exercise of the Broker Unit Warrants partially comprising the Broker Units. See "*Plan of Distribution*".

(2) Before deducting the expenses of the Offering, which are estimated to be $650,000, which will be paid by the Corporation from the proceeds of the Offering. See "*Use of Proceeds*".

(3) The Corporation has granted the Underwriters an option (the "**Over-Allotment Option**"), exercisable, in whole or in part, at the sole discretion of the Underwriters, at any time for a period of 30 days from and including the Closing Date, to purchase from the Corporation up to an additional 1,500,000 Units of the Corporation (the "**Over-Allotment Units**") at the Offering Price, with each Over-Allotment Unit consisting of one Common Share (each an "**Over-Allotment Share**") and one Common Share purchase warrant (each an "**Over-Allotment Warrant**"), to cover the Underwriters' over-allocation position, if any, and for market stabilization purposes. The Over-Allotment Option may be exercisable by the Underwriters in respect of: (i) Over-Allotment Units at the Offering Price, (ii) Over-Allotment Shares at a price of $0.66 per Over-Allotment Share, (iii) Over-Allotment Warrants at a price of $0.09 per Over-Allotment Warrant, or (iv) any combination of Over-Allotment Shares and/or Over-Allotment Warrants, so long as the aggregate number of Over-Allotment Shares and Over-Allotment Warrants which may be issued under the Over-Allotment Option does not exceed 1,500,000 Over-Allotment Shares and 1,500,000 Over-Allotment Warrants. If the Over-Allotment Option is exercised in full for Over-Allotment Units, the total "Price to the Public", "Underwriters' Fee" and "Net Proceeds to the Corporation" will be $8,625,000, $603,750 and $8,021,250, respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, Over-Allotment Shares and Over-Allotment Warrants issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

Unless the context otherwise requires, when used herein, all references to "Offering", "Units", "Unit Shares" and "Warrants" include the Over-Allotment Units, Over-Allotment Shares and Over Allotment Warrants issuable upon exercise of the Over-Allotment Option.

The following table sets out the maximum number of securities under options issuable to the Underwriters in connection with the Offering:

Underwriters' Position	Maximum Number of Securities	Exercise Period	Exercise Price
Over-Allotment Option	1,500,000 Over-Allotment Units[(1)]	Up to 30 days from the Closing Date	$0.75 per Over-Allotment Unit $0.66 per Over-Allotment Share $0.09 per Over-Allotment Warrant
Broker Warrants	105,000 Broker Warrants[(2)]	Up to 36 months from and including the Closing Date	$0.75 per Broker Warrant

Notes:

(1) Assuming the Over-Allotment Option is exercised in full.
(2) 105,000 Broker Warrants if the Over-Allotment Option is exercised in full.

The Underwriters have agreed to act as, and the Corporation has appointed the Underwriters as, the sole and exclusive agents of the Corporation to offer the Units for sale, provided that, in the event that less than 10,000,000 Units are sold by the Underwriters as agents, the Underwriters have agreed to purchase as principals the Units not sold by the Underwriters as agents in accordance with the conditions contained in the Underwriting Agreement referred to under "*Plan of Distribution*" and subject to approval of certain legal matters on behalf of the Corporation by Irwin Lowy LLP and on behalf of the Underwriters by Dentons Canada LLP.

The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the symbol "MSET", on the Frankfurt Stock Exchange ("**FWB**") in Germany under the symbol "9DF" and is quoted on the OTCQB Venture Market in the United States ("**OTCQB**") under the symbol "MSSTF". On April 9, 2021, the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares on the CSE, FWB and OTCQB was $0.67, €0.414 and US$0.5307, respectively. The Corporation will apply to list the Unit Shares, Warrant Shares and Broker Warrant Shares on the CSE (including the Over-Allotment Shares and additional Broker Unit Shares and Broker Warrant Shares issuable hereunder. Listing will be subject to the Corporation fulfilling the applicable listing requirements of the CSE.

Unless the context otherwise requires, all references to the "Offering", "Unit Shares", "Broker Warrants" and "Broker Warrant Shares" in this Prospectus includes all securities issuable pursuant to the Over-Allotment Option.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that closing of the Offering will occur on or about April 15, 2021, or such other date as may be agreed to in writing between the Corporation and the Lead Underwriter (the "**Closing Date**"), but in any event not later than the date that is 42 days after the date of the final receipt for the Prospectus.

An investment in the Units is highly speculative and involves a high degree of risk. The risk factors identified under the headings "*Note Regarding Forward-Looking Information*" and "*Risk Factors*" herein and the other documents incorporated by reference in this Prospectus should be carefully reviewed and evaluated by prospective investors before purchasing the securities being offered hereunder.

The Units will be offered in all of the Provinces of Canada, except Quebec, through the Underwriters or their affiliates who are registered to offer the securities for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States and such other jurisdictions outside of Canada and the United States as agreed between the Corporation and the Underwriters. In connection with the Offering, the Underwriters may, subject to applicable laws, effect transactions intended to stabilize or maintain the market price for the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

It is anticipated that the Units will be delivered under the book-based system through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and deposited in electronic form. A purchaser of Units who is a CDS service participant will only receive a customer confirmation from the registered dealer from or through which the Units are purchased, including a purchaser of Units in the United States that is, or purchasing for the account or benefit of a U.S. Person that is a "qualified institutional buyer" as defined in Rule 144A of the U.S. Securities Act (a "**Qualified Institutional Buyer**"). CDS will record the CDS participants who hold Units on behalf of owners who have purchased them in accordance with the book-based system. Definitive certificates will be issued to any purchaser in the United States or that is a U.S. Person that is not also a Qualified Institutional Buyer. Otherwise, no definitive certificates will be issued unless specifically requested or required. See "*Plan of Distribution*".

Prospective investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Corporation has not authorized anyone to provide prospective investors with information different from that contained in this Prospectus. The information contained in the Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Units.

The address of the Corporation's head office is 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 and registered office is 595 Burrard Street, Suite 2900, Vancouver, British Columbia V7X 1J5.

James Passin, a director of the Corporation, resides outside of Canada. Accordingly, Mr. Passin has appointed the Corporation as his agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if such person or company has appointed an agent for service of process.

The Corporation currently has two business segments: (a) the Corporation's new drug program (the "Mindset New Drug Program") that focuses on the research, development and potential commercialization of diverse patent-pending preclinical psychedelic-inspired drug candidates; and (b) the Corporation's synthesis process (the "Mindset Synthesis Process") that focuses on a large-scale, cost-effective synthesis process for psilocybin using current good manufacturing practices.

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811) (the "CSA"), which places controlled substances in a schedule. Certain psychedelic drugs, including psilocybin, N,N-Dimethyltryptamine ("DMT"), and 5-methoxy-N,N-dimethyltryptamine ("5-MeO DMT") are classified as Schedule I drugs. The Canadian federal government regulates drugs through the Controlled Drug and Substances Act (Canada) (the "CDSA"), which places controlled substances in a schedule. Certain psychedelic drugs, including psilocybin, and DMT are classified as Schedule III drugs. The United States Food and Drug Administration and the Therapeutic Products Directorate of Health Canada have not approved LSD, ibogaine, MDMA, DMT, or psilocybin as drugs.

The Corporation currently does not handle controlled or restricted substances under the CDSA or CSA. The Corporation does not currently conduct research and development on psychedelic-inspired regulated medicines directly, however it uses contract research organizations ("CROs") to develop analog psychedelic-inspired compounds. If the Corporation were to conduct this work without reliance on third parties, it would need to obtain the required licenses, approvals and authorizations from Health Canada, the U.S. Food and Drug Administration (the "FDA") or other applicable regulatory bodies. The Corporation does not have any direct or indirect involvement with illegal selling, production or distribution of any substances in jurisdictions in which it operates.

The Mindset New Drug Program is based on analogs of psilocybin/psilocin and DMT. While psilocybin/psilocin and DMT are restricted under schedule III of the CDSA and schedule I in the United States, analogs of these compounds are not controlled substances in Canada or the United States. The Corporation has obtained confirmation on the status of its novel chemical entities ("NCEs") from the Office of Drug Policy and Science, Controlled Substances Directorate of Health Canada confirming this fact. As a result, the Corporation's NCEs are not controlled substances and can be developed in Canada without a license.

In preclinical studies, the Corporation anticipates benchmarking the Corporation's NCEs to psilocybin/psilocin and DMT. In Canada, *in vivo* preclinical studies with such compounds require an exemption under section 56 of the CDSA (a "Section 56 Exemption"), which must be obtained by the lead investigator of the animal research facility in which the studies are being conducted. Currently, Mindset has engaged various CROs to conduct preclinical benchmarking work and that work is and will continue to be done in compliance with Section 56 Exemptions. As a result, the Corporation does not directly require any specific licenses to conduct work on the Mindset New Drug Program in Canada. Currently, the Corporation does not anticipate working with controlled substances identified under the CDSA in jurisdictions other than Canada and the United States and the Corporation is continually monitoring changes to the CDSA to ensure continued compliance.

The Corporation's operations are conducted in strict compliance with local laws where such activities are permissible and do not require any specific legal or regulatory approvals. The Corporation oversees and monitors compliance with applicable laws in each jurisdiction in which it operates. However, the Corporation has not sought any legal opinions with respect to (a) compliance with applicable regulatory frameworks or (b) potential exposure and implications arising from applicable laws in jurisdictions where the Corporation has operations or intends to operate.

Given the early stage of its prescription drug product development, the Corporation can make no assurance that its research and development program will result in regulatory approval or commercially viable products. To achieve profitable operations, the Corporation, alone or with others, must successfully develop, gain regulatory approval for, and market its future products. The Corporation currently has no products that have been approved by Health Canada, the FDA, or any similar regulatory authority. To obtain regulatory approvals for its prescription drug product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the prescription drug product candidate are safe for human use and that they demonstrate efficacy. See "*Risk Factors*" herein and "*Risk Factors*" in the AIF (as defined herein).

For these reasons, the Corporation may be (a) subject to heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities, (b) susceptible to regulatory changes or other changes in law, and (c) subject to risks related to drug development, among other things. There are a number of risks associated with the business of the Corporation. See the section entitled "*Risk Factors*" herein and the section entitled "*Risk Factors*" in the AIF (as defined herein).

An investment in the Units is highly speculative and involves a high degree of risk that should be considered by potential purchasers. An investment in the Units is suitable only for those purchasers who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. A prospective purchaser should therefore review this Prospectus and the documents incorporated by reference herein, including the AIF, in their entirety and carefully consider the risk factors described under the section "Risk Factors" in this Prospectus and the section "Risk Factors" in the AIF, prior to investing in the Units. See "*Note Regarding Forward-Looking Information*" and "*Risk Factors*".

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GENERAL MATTERS

Readers should rely only on the information contained in or incorporated by reference in this Prospectus and not on certain parts of this Prospectus to the exclusion of other parts thereof. The Corporation and the Underwriters have not authorized any person to provide different information. If an investor is provided with different or inconsistent information, he or she should not rely on it. The Units may be sold only in those jurisdictions where offers and sales are permitted. This Prospectus is not an offer to sell or a solicitation of any offer to buy Units in any jurisdiction where it is unlawful. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the respective dates of the documents incorporated by reference herein, regardless of the time of delivery of this Prospectus or of any sale of the Units offered hereunder. The Corporation does not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws.

Information contained in this Prospectus should not be construed as legal, tax or financial advice and readers are urged to consult with their own professional advisors in connection therewith.

Unless the context otherwise requires, all references to the "Corporation" include Mindset Pharma Inc. and its predecessors and subsidiaries, including its main operating subsidiary Mindset Pharma Limited, a corporation governed by the laws of the Province of Ontario ("**Subco**").

NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and the documents incorporated into this Prospectus contain "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (forward-looking information and forward-looking statements being collectively hereinafter referred to as "forward-looking statements"). Such forward-looking statements are based on expectations, estimates and projections as at the date of this Prospectus or the dates of the documents incorporated herein, as applicable. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often but not always using phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends", or variations of such words and phrases, or stating that certain actions, events or results "may" or "could", "would", "should", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements and are intended to identify forward-looking statements. The Corporation has based these forward-looking statements on its current expectations and projects about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:

- the Corporation's expectations regarding its revenue, expenses and operations;
- the Corporation's anticipated cash needs and its needs for additional financings;
- the Corporation's intention to grow the business and its operations;
- the Corporation’s expectations regarding the market for psychedelic medicines;
- expectations with respect to future production costs and capacity;
- the grant and impact of any license or supplemental licenses to conduct activities with psychopharmacological products or any amendments thereof;
- the Corporation's competitive position and the regulatory environment in which the Corporation operates in;
- the Corporation's expectation that available funds will be sufficient to cover its expenses over the next twelve months;
- the Corporation's expected business objectives and milestones, including costs of the foregoing, for the next twelve months;
- the Corporation's ability to obtain additional funds through the sale of equity or debt commitments;
- the approval of regulatory bodies of psychedelic substances including psilocybin, for the treatment of various health conditions;
- projections for development plans and progress of products and technologies, including with respect to timely and successful completion of studies and trials and availability of results from such studies and trials;
- expectations regarding product safety and efficacy;
- expectations regarding acceptance of products and technologies by the market;
- expectations about clinical and regulatory milestones being achieved;

- the intentions of the Board of Directors (the "**Board**") with respect to executive compensation plans and corporate governance plans described herein;
- the Corporation's reliance on the Board, management and key employees; and
- the impact (including anticipated benefits) of the Acquisition (as defined herein) on the business and operations, financial conditions, access to capital and overall strategy of the Corporation.

The forward-looking statements contained herein are based on certain key management expectations and assumptions, including with respect to expectations and assumptions concerning: (i) receipt of required shareholder and regulatory approvals in a timely manner or at all; (ii) receipt and/or maintenance of required licenses and third party consents in a timely manner or at all; and (iii) the success of the operations of the Corporation.

Forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which are expressed or implied by such forward-looking statements. These risks and uncertainties include those related to: the ability of the Corporation to secure additional financing for current and future operations and capital projects, as needed; the Corporation's dependence on management and key personnel; general economic, market and business conditions, early-stage industry growth rates, the risks associated with competition from other companies directly or indirectly engaged in the Corporation's industry; foreign currency exchange rate fluctuations and its effects on the Corporation's operations; the risks and costs associated with being a publicly traded company, the market demand for the Common Shares, and the liquidity and dilution of the Common Shares; the impact of the COVID-19 pandemic; the Corporation's limited operating history; the speculative nature of an investment in the Common Shares; risks inherent in the nature of the drug development industry; non-compliance with laws; unfavourable publicity or consumer perception; patient acquisitions; development risks; substantial risks of regulatory or political change; the ability to obtain necessary government permits and licences; negative cash flow from operating activities; management of growth; dependence on management team; reliance on third parties; intellectual property; competition; litigation; insurance coverage; the industry being difficult to forecast; market volatility; use of funds; conflicts of interest; enforcement of legal rights; emerging market risks; agriculture risks; violations of laws and regulations related to drug development; reliance on third parties for drug development; ability to produce commercial grade pharmaceuticals; clinical testing; regulatory approval process; cyber-attacks; reliance upon insurers and governments; difficulty in enforcing judgments and effecting service of process on directors and officers; any other risks described in this Prospectus and described from time to time in documents filed by the Corporation with Canadian securities regulatory authorities; and other factors beyond the Corporation's control.

Drug development involves long lead times, is very expensive and involves many variables that lead to a high degree of uncertainty. Anticipated timelines regarding drug development are based on reasonable assumptions informed by current knowledge and information available to the Corporation. Any preclinical study can change those assumptions either positively (to indicate a faster timeline to investigational new drug applications and other approvals) or negatively (to indicate a slower timeline to investigational new drug applications and other approvals). This Prospectus and the documents incorporated by reference herein contain certain forward-looking information regarding anticipated or possible drug development timelines. Such statements are informed by, among other things, FDA regulatory guidelines for developing a drug in preclinical studies, safety studies (Phase 1), proof of concept ("**PoC**") studies (Phase 2) and pivotal studies (Phase 2/3) for new drug application submission and approval and assumes the success of implementation and results of such studies on timelines indicated as possible by such guidelines, other industry examples, and the Corporation's development efforts to date.

Such risks and uncertainties are further described under the heading "*Risk Factors*" in this Prospectus. Although the Corporation believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on forward-looking statements, because no assurance can be given that they will prove to be correct. Consequently, all forward-looking statements made in this Prospectus and other documents of the Corporation are expressly qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Corporation. The forward-looking statements in this Prospectus are made as at the date hereof, and the Corporation does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under applicable Canadian securities laws.

Foreign Currency Information

The Corporation's expenses are denominated in Canadian dollars. The Corporation's current exposure to exchange rate fluctuations is minimal since, to date, its primary activities have not resulted in material exposure to foreign currency risk.

Market and Industry Data

This Prospectus includes market and industry data that has been obtained from third-party sources, including industry publications. The Corporation believes that the 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 Prospectus or ascertained the underlying economic assumptions relied upon by such sources. The Corporation does not intend, and undertakes no obligation, to update or revise any such information or data, whether as a result of new information, future events or otherwise, except as, and to the extent required by, applicable Canadian securities laws.

Regulatory

The Corporation is a research and development company concentrating on novel psychedelic molecules, such as analogs of psilocybin, DMT, and 5-MeO DMT, and is focused on developing and commercializing psychedelic-inspired regulated medicines. No product will be commercialized prior to applicable legal or regulatory approval.

Psilocybin and DMT are currently Schedule III drugs under the CDSA and it is a criminal offence to possess substances under the CDSA without a prescription or suitable exemption from Health Canada. Health Canada has not approved psilocybin, DMT, or any other psychedelic molecule, as a drug for any indication. The Corporation does not deal with psychedelic substances except indirectly within laboratory trial settings conducted within approved regulatory frameworks in order to identify and develop treatments for medical conditions and does not have any direct or indirect involvement with illegal selling, production or distribution of any substances in jurisdictions in which it operates. While the Corporation believes psychedelic substances can potentially be used to treat certain medical conditions, it does not advocate for the legalization of psychedelics substances for recreational use.

The Corporation makes no medical, treatment or health benefit claims about the Corporation's proposed products. Health Canada and other similar regulatory authorities have not evaluated claims regarding psilocybin, psilocybin derivatives or other psychedelic compounds. The efficacy of such products have not been confirmed in regulatory approval enabling clinical trials. There is no assurance that the use of psychedelic compounds can diagnose, treat, cure or prevent any disease or condition. Vigorous scientific research and clinical trials are needed. The Corporation has not conducted clinical trials for the use of its proposed products. Any references to quality, consistency, efficacy and safety of potential products do not imply that the Corporation verified such in clinical trials or that the Corporation will complete such trials. If the Corporation cannot obtain the approvals or research necessary to commercialize its business, it may have a material adverse effect on the Corporation's performance and operations.

The Corporation has received legal advice to ensure compliance (including on an ongoing basis) with applicable regulatory frameworks with respect to its patents. The Corporation has obtained clearance from Health Canada to proceed with research work on the compounds that it has synthesized to date, and Health Canada confirmed that certain of the Corporation's NCEs were not, as of such date, deemed controlled substances under the CDSA. The Corporation therefore did not, as of such date, require any regulatory or legislative changes in order to advance its business plan in compliance with the CDSA. The Corporation has retained various CROs to conduct its preclinical studies and the Corporation does not currently anticipate commencing work with any controlled substances identified under the CDSA in jurisdictions other than Canada and the United States at this time. The Corporation continually monitors changes to the CDSA to ensure ongoing compliance with the provisions therein.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

This Prospectus contains references to United States dollars and Canadian dollars. Canadian dollars are referred to as "Canadian dollars" or "$". United States dollars are referred to as "United States dollars" or "US$".

The high, low and daily average exchange rates for Canadian dollars in terms of the United States dollar for each of the periods indicated, as reported by the Bank of Canada, were as follows:

	Year Ended December 31,	
	2020	**2019**
High	1.4496	1.3600
Low	1.2718	1.2988
Daily Average	1.3415	1.3269

On April 9, 2021, the daily average exchange rate for United States dollars expressed in terms of the Canadian dollar, as reported by the Bank of Canada, was US$1.00 = $1.2544.

ELIGIBILITY FOR INVESTMENT

In the opinion of Irwin Lowy LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force as of the date hereof, the Unit Shares, the Warrants and the Warrant Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a registered disability savings plan, a tax-free savings account (collectively, "**Registered Plans**"), or a deferred profit sharing plan (all for purposes of the Tax Act), provided that at such time:

(i) in the case of the Unit Shares, the Unit Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the CSE) or the Corporation is a "public corporation" as defined in the Tax Act;

(ii) in the case of the Warrant Shares, the Warrant Shares are listed on such a designated stock exchange or the Corporation is such a public corporation; and

(iii) in the case of the Warrants, either (a) the Warrants are listed on such a designated stock exchange or (b) the Warrant Shares are qualified investments as described in (ii) above and neither the Corporation, nor any person with whom the Corporation does not deal at arm's length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Registered Plan or DPSP.

Notwithstanding the foregoing, the holder or subscriber of, or an annuitant under, a Registered Plan, as the case may be, (the "**Controlling Individual**") will be subject to a penalty tax in respect of Unit Shares, Warrants and Warrant Shares held by a trust governed by such Registered Plan if such Unit Shares, Warrants and Warrant Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. A Unit Share, Warrant or Warrant Share generally will be a "prohibited investment" for a trust governed by a Registered Plan if the Controlling Individual does not deal at arm's length with the Corporation for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Corporation unless the Unit Shares or Warrant Shares are "excluded property" (within the meaning of paragraph 207.01(1) of the Tax Act) for the trust governed by the particular Registered Plan. Controlling Individuals should consult their own tax advisors as to whether the Unit Shares, Warrants or Warrant Shares will be a prohibited investment in their particular circumstances.

Persons who intend to hold Unit Shares, Warrants and Warrant Shares in a trust governed by a Registered Plan or a DPSP should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in all of the Provinces of Canada, except Quebec. Copies of the documents incorporated herein by reference may be obtained on request, without charge, from the Corporation at 217 Queen Street West, Suite 401, Toronto, ON, M5V 0R2, and are also available electronically under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. The filings of the Corporation through SEDAR are not incorporated by reference in this Prospectus except as specifically set out herein.

The following documents of the Corporation are specifically incorporated by reference in this Prospectus:

a) the audited financial statements of the Corporation (previously existing as North Sur Resources Inc. "**North Sur**") for the years ended December 31, 2019 and 2018, together with the notes thereto and the auditor's report thereon;

b) the Corporation's management's discussion and analysis for the years ended December 31, 2019 and 2018;

c) the management information circular of the Corporation (previously existing as North Sur) prior to the closing of the Acquisition (as defined herein)) dated April 24, 2020 prepared in connection with the annual and special meeting of shareholders of the Corporation held on May 25, 2020;

d) the unaudited interim financial statements of the Corporation (previously existing as North Sur) together with the notes thereto for the three and six-month periods ended June 30, 2020 (except the statement "The accompanying unaudited condensed consolidated interim financial statements have been prepared by the Corporation's management and the Corporation's independent auditors have not performed a review of these interim financial statements.", which is not incorporated by reference and does not form part of this Prospectus);

e) the Corporation's management discussion and analysis for the three and six-month periods ended June 30, 2020;

f) the material change report dated September 21, 2020 in respect of the completion of the Acquisition (as defined herein) on September 11, 2020;

g) the material change report dated November 13, 2020 in respect of the OBI Transaction (as defined herein) that was completed on November 3, 2020;

h) the material change report dated December 23, 2020 in respect of the closing of the December Offering (as defined herein) that closed on December 15, 2020 and December 16, 2020, respectively;

i) the material change report dated December 23, 2020 in respect of the CSE Listing (as defined herein) that became effective on December 23, 2020;

j) audited consolidated financial statements of Subco for the period from October 7, 2019 to June 30, 2020, together with the notes thereto and the auditor's report thereon;

k) Subco's management discussion and analysis from incorporation to June 30, 2020, which is included as Schedule "B" to the Corporation's CSE Form 2A - Listing Statement dated December 21, 2020 (the "**Listing Statement**");

l) the amended and restated unaudited consolidated interim financial statements of the Corporation together with the notes thereto for the three-month period ended September 30, 2020 (except the statement "The accompanying unaudited condensed consolidated interim financial statements have been prepared by the Corporation's management and the Corporation's independent auditors have not performed a review of these interim financial statements.", which is not incorporated by reference and does not form part of this Prospectus);

m) the Corporation's management discussion and analysis for the three-month period ended September 30, 2020;

n) the amended and restated unaudited consolidated interim financial statements of the Corporation together with the notes thereto for the three and six-month periods ended December 31, 2020;

o) the Corporation's amended and restated management discussion and analysis for the three and six-month periods ended December 31, 2020;

p) the Corporation's annual information form for the financial year ended June 30, 2020 dated March 5, 2021 (the "**AIF**");

q) the material change report of the Corporation in respect of the announcement of the Offering dated March 25, 2021; and

r) the template version of the indicative term sheet for the Offering dated March 22, 2021.

Any document of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distribution* if filed by the Corporation with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and prior to the termination of the distribution under the Offering, shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) that are utilized by the Underwriters in connection with the Offering will not form part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus. Any template version of any marketing materials that will be filed on SEDAR after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) will be deemed to be incorporated into this Prospectus.

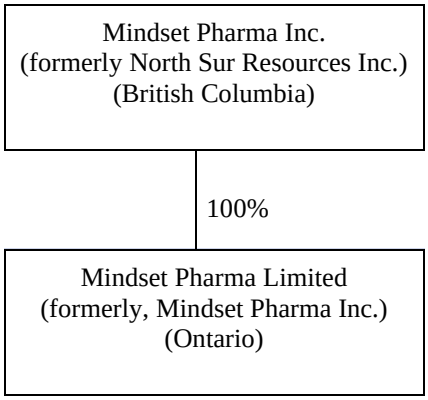
THE CORPORATION

General

The Corporation was incorporated as "1580792 Alberta Ltd." under the laws of the *Business Corporations Act* (Alberta) on January 12, 2011 and subsequently changed its name to "Petro Occidente Capital Corp." on February 9, 2011. The Corporation further changed its name to "North Sur Resources Inc." on August 12, 2013. The Corporation continued under the laws of the *Business Corporations Act* (British Columbia) on June 22, 2020 and completed the Consolidation (as defined in the AIF) on July 16, 2020. On September 8, 2020, the Corporation further changed its name to its current name, "Mindset Pharma Inc." in connection with its reverse takeover transaction (the "**Acquisition**") with Subco. The Corporation was inactive and had no operating business of its own prior to the Acquisition.

In anticipation of closing the Acquisition, the Corporation changed its name to its current name "Mindset Pharma Inc." on September 8, 2021. Upon closing of the Acquisition on September 11, 2020: (i) the Corporation and Subco consummated a business combination transaction by way of a share exchange agreement, pursuant to which the Corporation became the direct parent and sole shareholder of Subco; (ii) the Corporation changed its name to "Mindset Pharma Inc."; and (iii) the Corporation changed its year end from December 31 to June 30. The Acquisition constituted a reverse takeover of the Corporation by Subco, with Subco as the reverse takeover acquirer and the Corporation as the reverse takeover acquiree, under applicable securities laws and for accounting purposes under International Financial Reporting Standards ("**IFRS**").

The corporate chart of the Corporation including the Corporation's only subsidiary, together with the jurisdiction of incorporation of the Corporation and its subsidiary and the percentage of voting securities beneficially owned, controlled or directed, directly or indirectly, by the Corporation is as follows:



The Corporation's registered office and records office is located at 595 Burrard Street, Suite 2900, Vancouver, British Columbia V7X 1J5. The Corporation's head office is located at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2.

The Common Shares are listed and posted for trading on the CSE under the symbol "MSET", on the FWB under the symbol "9DF" and is quoted on the OTCQB under the symbol "MSSTF".

Prior to the filing of this Prospectus, the Corporation is a reporting issuer or the equivalent in the provinces of Alberta, British Columbia and Ontario, and files its continuous disclosure documents with the securities regulatory authorities in such provinces. Such documents are available on SEDAR at www.sedar.com.

Summary Description of the Business

The Corporation is a neuro-pharmaceutical drug development company that seeks to advance medicines based on psychedelic substances through rigorous scientific preclinical and clinical trials, performed by third-party contract research organizations. The Corporation's mission is to discover, develop and deploy psychedelic inspired medicines that alleviate suffering and disease, as well as to prove the safety and efficacy of psychedelic-based substances as disruptive technologies and solutions for a continuum of mental illnesses and other significant unmet medical needs. In furtherance of this mission, the Corporation is actively assembling a portfolio of intellectual property relating to the synthesis, production and manufacturing of psychedelic-inspired medicines for use as prescription medications. Through this unique drug development platform, the Corporation designs novel compounds and utilizes a preclinical screening cascade incorporating both *in-vitro* and *in-vivo* assays to select promising new drug candidates that demonstrate a range of pharmacological properties that may show potential to treat myriad mental health problems that have proven resistant to traditional drug therapies.

Management of the Corporation intends that the psychedelic-inspired medicines that the Corporation develops will only be commercialized as regulated medicines under territory specific, established, regulatory pathways. This entails conducting preclinical studies and subsequently clinical trials utilizing research scientists with extensive psychedelics and drug development backgrounds, using experienced clinical drug development teams, the production and supply of drugs according to current Good Manufacturing Practices ("**cGMP**"), minimum requirements for the methods, facilities and controls used in manufacturing, processing and packing of an active pharmaceutical ingredient ("**API**") and drug product.

The Corporation leverages third-party contract research organizations to perform laboratory synthesis and preclinical testing efficiently and cost-effectively, but retains all rights to its intellectual property. As an early-stage scientific discovery business, the Corporation believes that this model enables it to access a greater range of scientific capabilities more cost effectively than it could by building these capabilities itself. The Corporation is continually evaluating studies and scientific literature focusing on the medical benefits of other psychedelic substances. The Corporation's business is premised on a growing body of research that psychedelics can be a new way to treat mental health issues that prove unresponsive to current therapies. The Corporation's platform strategy is currently focused on the discovery and preclinical development of psychedelic substances, but will ultimately focus on commercializing

our psychedelic-inspired medicines in the future, likely through pre-commercialization licensing arrangements with clinical-stage pharmaceutical companies or through development partnerships that include milestone-based payments and royalties.

The Corporation considers its business and related activities to be typical for a biopharma business focused on preclinical drug discovery and development. The goal of preclinical drug discovery and development is to identify, screen and select NCEs (i.e. new molecules not previously identified in the scientific and patent literature) that have efficacy characteristics and a safety profile that would make them promising and acceptable candidates to bring to clinical (i.e. human) trials that are required before any new medicine is accepted by health regulators. Given the expense and time required to bring a drug to market through clinical trials, qualified new compounds with promising efficacy and safety data developed through sophisticated preclinical development practices can have significant value. Preclinical drug discovery and development typically encompass a range of activities starting with (a) new molecule ideation and design, (b) synthesis of compounds, (c) testing of the synthesized compounds through "*in-vitro*" screening in order to assess preliminary efficacy (i.e. testing that takes place in controlled artificial environments with selected chemical or biological agents) and pharmacological characteristics, (d) testing of a subset of the synthesized compounds through "*in-vivo*" testing (i.e. testing in live animals using established models correlating the effect of a type of drug on animals to desired outcomes in humans), (e) conducting investigational new drug ("**IND**") enabling studies which includes both *in-vitro* and *in-vivo* studies to establish safety of NCEs, and f) preparation of an IND application summarizing safety and efficacy findings, which is required in order to seek permission from regulators to proceed to clinical trials.

Rational drug design is now a common method used by the pharmaceutical industry to identify potential compounds to take forward for further development. Initially, a target, such as a receptor or enzyme, has to be identified relating to a particular disease state. This target then has to be fully characterized and, finally, a molecule must be designed that binds to it.[1] With respect to psychedelics, it is generally agreed that the biological target is the 5HT-2A receptor, a subtype of 5-HT2 receptors that belongs to the serotonin receptor family, which substantially de-risks the drug development process for the Corporation compared to traditional drug discovery processes.

The Corporation is applying typical drug development steps to "classic" psychedelic drugs in order to develop new medicines for complex neuropsychiatric indications that have high prevalence rates and unmet treatment needs. On February 4, 2020, the Corporation filed two provisional patent applications with the United States Patent and Trademark Office ("**USPTO**") covering two novel diverse chemical scaffolds protecting the discovery and development of NCEs to treat the aforementioned indications. The Corporation continues to synthesize a number of compounds and advance them through a range of human serotonin subtype receptor assays (i.e., *in vitro* testing). These assays indicate that a number of the Corporation's compounds display an effect at the key 5HT-2A receptor similar to, and in some cases superior to, psilocin, the active metabolite of psilocybin. The Corporation is now advancing its proprietary compounds through a highly focused and carefully designed *in vivo* program to further elucidate their pharmacokinetic properties, safety profile, and efficacy, with a goal of selecting one or more lead drug candidates to advance to human clinical trials. The data from *in vivo* studies demonstrate that the compounds that showed 5HT-2A activity are also showing *in vivo* behavioural evidence of 5HT-2A activity that can be blocked with pre-treatment of a full antagonist to the 5HT-2A receptor. Moreover, the compounds are showing oral activity and promising durations of action in murine and rodent pharmacokinetics studies. On the basis of these preliminary results, Mindset filed a provisional USPTO patent application for a third class of compounds in December 2020 and a provisional USPTO patent application covering DMT and 5-MeO DMT analogs in March 2021.[2] Additionally, the Corporation has now filed, or holds the rights to, three final PCT patents for psilocybin-based prodrugs, deuterated compounds and sidechain restricted analogs.

This approach places the Corporation in an industry in which there are high barriers to entry, due to the need to conduct regulated trials, the time and money involved in doing so, and the related need to develop and protect intellectual property associated with drug development. As such, the Corporation's ability to build a compelling drug portfolio and pipeline and to raise the financing necessary for its operations are key to its success.

Mindset's business is premised on a growing body of research that psychedelics can be a new way to treat myriad health indications, including depression and addiction. Psychedelic drugs are psychoactive drugs which can cause in

[1] https://www.pharmaceutical-journal.com/opinion/comment/rational-drug-design-identifying-and-characterising-a-target/10969751.article?firstPass=false

[2] The Corporation's intellectual property has been assigned to the Corporation as evidenced by various assignment agreements that were subsequently filed and recorded with the USPTO.

their users altered states of consciousness, along with auditory and visual hallucinations. Classic psychedelic drugs include LSD, "magic mushrooms" or their active constituents such as psilocybin and psilocin, DMT, and 3,4-Methyl enedioxymethamphetamine ("**MDMA**"), among others. In addition, Mindset has a portfolio of several compounds that show a breadth of the pharmacological characteristics; these not only show potential for psychedelic-assisted psychotherapy, but some compounds may be better suited to indications in which medicines are taken home. Some of the potential indications are described below in a summary of the current clinical findings with psychedelics.

Research and Development ("R&D")

As at the date of this Prospectus, the Corporation has not generated any revenue from the sale of psychedelic medicines or other products. The Corporation is focused on development of psychedelic medicines and other products, through research and development of novel chemical compounds and delivery mechanisms and the study of such compounds in preclinical studies. The Corporation's preclinical studies are conducted via the various CROs and contract manufacturers it has engaged, including InterVivo Solutions Inc. ("**InterVivo**"), BioVectra Inc. ("**BioVectra**"), Vibrant Pharma Inc. ("**Vibrant Pharma**"), and Pharmaron Inc. (U.S. division) ("**Pharmaron**"). Each of InterVivo, BioVectra, Vibrant Pharma and Pharmaron are CROs that, in the ordinary course of the Corporation's business, have entered into service agreements with the Corporation to provide services related to the Corporation's preclinical studies and/or the manufacture of its various chemical compounds. Although each of the CROs will be involved in the synthesis of NCEs, or testing thereof, for the Corporation, none of these agreements allows for the various CROs to utilize any of the Corporation's intellectual property, including its patents, formulae, trade secrets, or processes, for their own purposes. The pharmaceutical industry is a competitive and, in the event that one, or all, of these contractual relationships become unsatisfactory, the Corporation does not anticipate having difficulty retaining other services providers to perform similar services. The Corporation does not anticipate generating any revenue from any of these, or any other, service agreements.

The Corporation anticipates growing its pipeline of psychedelic-inspired pharmaceutical products and medicines through its research, development, proprietary discovery programs, mergers and acquisitions, joint ventures and collaborative development agreements. The Corporation has sought protection for the intellectual property rights generated by its research and development activities through patent applications and as trade secrets. The Corporation anticipates that as these programs mature it will file additional patent applications and details about these programs will be disclosed at such time. The Corporation further anticipates that existing patent applications will result in successful patent grants by the respective intellectual property regulators of each jurisdiction in which the Corporation has submitted such applications.

Psychedelics are a class of drug whose primary action is to trigger psychedelic experiences via serotonin receptor agonism, causing thought, visual and auditory changes, and altered state of consciousness. Major psychedelic drugs include mescaline, LSD, psilocybin, and DMT. Psilocybin is a naturally occurring psychedelic prodrug compound produced by more than 200 species of mushrooms, collectively known as psilocybin mushrooms. The most potent are members of the genus Psilocybe, such as P. azurescens, P. semilanceata, and P. cyanescens, but psilocybin has also been isolated from about a dozen other genera. As a prodrug, psilocybin is quickly converted by the body to psilocin, which has mind-altering effects.

The pharmacokinetics, pharmacology and human metabolism of psilocybin are known and characterized. In conjunction with psychotherapy, psilocybin has been utilized broadly in phase II clinical trials.

Psilocybin found in certain species of mushrooms is a non-habit forming naturally occurring psychedelic compound. Once ingested, psilocybin is rapidly metabolized to psilocin, which then acts on serotonin receptors in the brain.

The Corporation's research and development activities (including such activities conducted by third party contractors) are conducted in strict compliance with the regulations of federal, state, local and regulatory agencies in Canada and the United States. These regulatory authorities regulate, among other things, the research, manufacture, promotion and distribution of drugs in specific jurisdictions under applicable laws and regulations.

See "*Milestones*" and "*Use of Proceeds*" for further information on the Corporation's objectives and milestones.

Intellectual Property

The following tables set forth the status for each patent application applicable to the Corporation's current and anticipated business activities:

Title	Jurisdiction of Filing	Application Number	Priority/Filing Date	Status[2]	Compound Family[1]
Psilocin Derivatives as Serotonergic Psychedelic Agents for the Treatment of CNS Disorders	PCT	PCT/CA2021/050125	Priority: 2020-02-04 Filed: 2021-02-04	Patent Pending; Priority date assumed from 62/969934	1
Psilocin Derivatives as Serotonergic Psychedelic Agents for the Treatment of CNS Disorders	PCT	PCT/CA2021/050123	Priority: 2020-02-04 Filed: 2021-02-04	Patent Pending; Priority date assumed from 62/969934	1
3-Pyrrolidine-Indole Derivatives as Serotonergic Psychedelic Agents for the Treatment of CNS Disorders	PCT	PCT/CA2021/050122	Priority: 2020-02-04 Filed: 2021-02-04	Patent Pending; Priority date assumed from 62/969894	2
Development of a Novel Practical and Cost-Effective Scalable Synthetic Route for Psilocybin	USA	63/056058	24-Jul-20	Patent Pending	Mindset Synthesis Process
Novel 3-Cyclic Amine-Indole Derivatives as Serotonergic Agents for the Treatment of CNS Disorders	USA	63/122181	7-Dec-20	Patent Pending	3
Indole Derivatives as Serotonergic Agents Useful for the Treatment of Disorders Related Thereto	USA	63/155634	2-Mar-21	Patent Pending	4
Novel Psilocin Derivatives as Serotonergic Psychedelic Agents for the Treatment of CNS Disorders	USA	62/969934	4-Feb-20	Expired, priority date claimed and incorporated by reference for PCT/CA2021/050125 and PCT/CA2021/050123	1
Novel 3-Pyrrolidine-Indole Derivatives as Serotonergic Psychedelic Agents for the Treatment of CNS Disorders	USA	62/969894	4-Feb-20	Expired, priority date claimed and incorporated by reference for PCT/CA2021/050122	2

NOTES:

(1) See section entitled "*The Corporation – Research and Development ("**R&D**") - Mindset New Drug Program*" for a description of the Corporation's compound families.

(2) The inventors of the various inventions disclosed in the above-noted patents have entered into assignment agreements with the Corporation assigning their respective interest, if any, in these inventions to the Corporation. The Corporation's business is not substantially dependent on

these agreements, as they only represent a portion of the right, title and interest (if any) of the intellectual property covered by the above-noted patents and of the Corporation's overall intellectual property portfolio.

The Corporation's mission to discover, develop and deploy psychedelic inspired medicines ranges from proprietary psychedelic compounds for use as API, specific formulations thereof, and specific uses for compounds and formulations. As the Corporation generates new data it will continue to file or acquire additional patent applications through the Corporation's development program.

REGULATORY OVERVIEW

A summary of the applicable regulatory framework for the Corporation's current operations and proposed business activities are set forth below.

Business Segment[2]	**Current/Proposed Location of Operation**	**Summary of Applicable Regulatory Frameworks[6]**	**Third-party Researchers, Suppliers, and/or Manufacturers[1]**	**Agreements/Contracts Related to Operations[1]**
Mindset New Drug Program	Canada and United States	The federal governments of Canada and the United States regulate drugs through the CDSA and the CSA, respectively, which place controlled substances in a schedule.[3] Under the CDSA and CSA, Mindset's new compounds are not scheduled. Under the CDSA, psilocybin is currently a Schedule III drug. *In vivo* studies utilize the Section 56 Exemption with third-party providers.	Vibrant Pharma InterVivo Phamaron	Vibrant Proposals InterVivo Master Services Agreement Pharmaron Master Services Agreement
Mindset Synthesis Process	Canada	The Canadian federal government regulates drugs through the CDSA, which places controlled substances in a schedule.(3) Under the CDSA, psilocybin is currently a Schedule III drug. The contract manufacturer has secured Controlled Drug License for manufacturing of psilocybin.(4)	BioVectra	Master Services Agreement with BioVectra

NOTES:

(1) For more information regarding contracts related to the operations of the Corporation, please refer to "*General Development of the Business of MSP Prior to the Acquisition*" and "*General Development of the Business of the Issuer Following the Acquisition*" in the Listing Statement.

(2) Business segment focuses on the research, development and commercialization of psychedelic-inspired regulation medicines and the related processes thereto.

(3) In both Canada and the United States, the applicable federal government is responsible for regulating, among other things, the approval, import, sale and marketing of drugs, including any psychedelic substances, whether natural or novel. Health Canada and the FDA have not approved psilocybin as a drug for any indication. It is illegal to possess such substances without a prescription. The Corporation does not directly engage in any activities that would trigger the need to comply with any federal laws related to psychedelic substances. See "*The Corporation – Research and Development*".

(4) For further information on the Canadian regulatory framework, see "*Regulatory Overview – Regulation of Psychedelics in Canada*".

(5) For further information on the United States regulatory framework, see "*Regulatory Overview – Regulation of Psychedelics in the United States*".

(6) See "*Risk Factors - The failure of the Corporation's third party-contractors to obtain and maintain the applicable licenses, permits, approvals and exemptions*".

Regulation of Psychedelics in Canada

Psychedelics are illegal to possess, obtain or produce without a prescription or a license and they are a Schedule III drug under the CDSA. The CDSA prohibits the possession of a Schedule III drug absent authorized under the CDSA or a related regulation (either via a license or an authorized Section 56 Exemption).

In Canada, oversight of healthcare is divided between the federal and provincial/territorial governments. The federal government is responsible for regulating, among other things, the approval, import, sale, and marketing of drugs such as ketamine and other psychedelic substances, whether natural or novel. The provincial/territorial level of government has authority over the delivery of health care services, including regulating health facilities, administering health insurance plans such as the Ontario Health Insurance Plan, distributing prescription drugs within the province, and regulating health professionals such as physicians, psychologists, psychotherapists, and nurse practitioners. Regulation is generally overseen by various colleges formed for that purpose, such as the College of Physicians and Surgeons of Ontario.

Health Canada, a department of the Government of Canada, regulates the Psychedelics under the CDSA - MDMA and ketamine are Schedule I controlled substances, while LSD, DMT and psilocybin are all Schedule III controlled substances. In all cases, this means that there is a general prohibition on the sale, export, import, possession, and production of the Psychedelics. However, under Section 56(1) of the CDSA, the Minister of Health has the ability to grant exemptions to these restrictions.

Section 56 Exemption

The Minister of Health can grant exemptions under Section 56 of the CDSA to use controlled substances if the Minister deems them necessary for a medical or scientific purpose, or otherwise in the public interest.[3] In August 2020, four Canadians with late stage cancer were granted approval by the federal Minister of Health to use psilocybin in the therapeutic treatment of end-of-life distress.[4] By obtaining a Section 56 Exemption, these patients now have approval to possess and use psilocybin, which in typical circumstances, is prohibited.[5] These four patients are the first known individuals to legally use psilocybin since it became illegal in Canada in 1974. Given the public and scientific interest in mental health treatments using psychedelics it stands to reason that Section 56 Exemptions are a possible avenue for getting access to controlled substances like psychedelics in the future once further studies have been published.

Regulation Exemptions

Despite the general prohibition on controlled substances, there are regulations that can allow authorized persons to possess, produce, sell, import/export and transport controlled substances. The *Food and Drug Regulations* gives authorization to persons (including licensed dealers and those exemption under Section 56(2) of the CDSA) to have access to psychedelics.[6] For example, while ketamine is regulated as a "narcotic" under the Narcotic Control Regulations and is the only psychedelic governed by this regulation it is already legally available for medical use.[7]

These regulations provide a framework for expanding and monitoring the legal use of controlled substances in Canada as well, importantly, issuing licenses to prospective dealers.

Licensing

Any person who ordinarily resides in Canada or a corporation, with a head office in Canada, is eligible to apply for a dealer's license for controlled substances. Currently, a licensed dealer may only sell psychedelics to an institution for clinical or research purposes. Prior to the sale, the research institution must obtain authorization from Health Canada.[8] A licensed dealer also has the ability to import and export controlled substances; however, a permit from Health Canada must be obtained for each import or export.[9] In short, while a dealer's license opens the door for

[3] https://www.dlapiper.com/en/canada/insights/publications/2020/06/an-update-on-psychedelics-in-canada/
[4] https://beta-ctvnews-ca.cdn.ampproject.org/c/s/beta.ctvnews.ca/national/health/2020/8/4/1_5051357.html
[5] *Controlled Drug and Substance Act*, SC 1996, c19, s4-7.
[6] *Food and Drug Regulations*, CRC, c 870, s J (1978) [*FDR*].
[7] https://www.canada.ca/en/health-canada/services/substance-use/controlled-illegal-drugs/ketamine.html#a1
[8] https://www.canada.ca/en/health-canada/corporate/about-health-canada/legislation-guidelines/acts-regulations/frequently-asked-questions-food-drug-regulations.html
[9] *FDR*, *supra* note 9 at s J.01.038 and J.01.048.

buying and selling psychedelics, the activities are still heavily regulated.

The legal and regulatory landscape concerning psychedelics continues to evolve. We foresee the potential for changes through an increase in the number of applications for licenses granted under Section 56 of the CDSA an increase in approvals granted by Health Canada under existing regulations.

The Corporation aims to discover, develop and deploy psychedelic inspired medicines to treat addiction and mental health conditions in a clinical test environment for medical and scientific purposes. The Corporation intends to work in partnership with third-party contract research organizations that hold a Controlled Drugs and Substances Dealers Licence (or similar) to allow for analytical testing of psychedelic compounds and to perform laboratory synthesis and preclinical testing. The Corporation has obtained clearance from the Health Canada to proceed with research work on its synthesized compounds from its first 3 compound families. On September 4, September 28 and December 16, 2020, the Corporation received confirmation from Health Canada that certain of its synthesized compounds in its current portfolio of proprietary compounds were not, as of such dates, deemed controlled substances under the CDSA and therefore the Corporation did not, as of such dates, require further regulatory or legislative changes in order to advance its business plan in compliance with the CDSA.[10] The Corporation is currently seeking similar confirmation for its fourth family of compounds among other compounds.

The process required before a prescription drug product candidate may be marketed in Canada generally involves:

- *Chemical and Biological Research* - Laboratory tests are carried out on tissue cultures and with a variety of small animals to determine the effects of the drug. If the results are promising, the manufacturer will proceed to the next step of development.

- *Preclinical Development* – Animals are given the drug in varying amounts over differing periods of time. If it can be shown that the drug causes no serious or unexpected harm at the doses required to have an effect, the manufacturer will proceed to clinical trials.

- *Clinical Trials — Phase 1* - The first administration in humans is to test if people can tolerate the drug. If this testing is to take place in Canada, the manufacturer must prepare a clinical trial application for the Therapeutic Products Directorate of Health Canada (the "**TPD**"). This includes the results of the first two steps and a proposal for testing in humans. If the information is sufficient, the Health Products and Food Branch of Health Canada (the "**HPFB**") grants permission to start testing the drug, generally first on healthy volunteers.

- *Clinical Trials — Phase 2* - Phase 2 trials are carried out on people with the target condition, who are usually otherwise healthy, with no other medical condition. Trials carried out in Canada must be approved by the TPD. In Phase 2, the objective of the trials is to continue to gather information on the safety of the drug and begin to determine its effectiveness.

- *Clinical Trials — Phase 3* - If the results from Phase 2 show promise, the manufacturer provides an updated clinical trial application to the TPD for Phase 3 trials. The objectives of Phase 3 include determining whether the drug can be shown to be effective, and have an acceptable side effect profile, in people who better represent the general population. Further information will also be obtained on how the drug should be used, the optimal dosage regimen and the possible side effects.

- *New Drug Submission* - If the results from Phase 3 continue to be favourable, the drug manufacturer can submit a new drug submission ("**NDS**") to the TPD. A drug manufacturer can submit an NDS regardless of whether the clinical trials were carried out in Canada. The TPD reviews all the information gathered during the development of the drug and assesses the risks and benefits of the drug. If it is judged that, for a specific patient population and specific conditions of use, the benefits of the drug outweigh the known risks, the HPFB will approve the drug by issuing a notice of compliance.

The Corporation has had multiple conversations with Health Canada to ensure that all current works in progress are

[10] The status of a substance under the CDSA is a point-in-time consideration, and may change as a result of new information, or due to changes in the Schedules to the CDSA. The Corporation and its affiliates are responsible for maintaining up-to-date awareness of the current status of its synthesized compounds, and to meet all applicable regulatory requirements.

being carried out in a compliant manner and management of the Corporation actively maintains a continued dialogue with Health Canada to ensure ongoing compliance. The status of a substance under the CDSA is a point-in-time consideration, and may change as a result of new information, or due to changes in the Schedules to the CDSA. The Corporation and its affiliates are responsible for maintaining up-to-date awareness of the current status of its synthesized compounds, and to meet all applicable regulatory requirements. See "*Risk Factors - The failure of the Corporation's third party-contractors to obtain and maintain the applicable licenses, permits, approvals and exemptions*".

Regulation of Psychedelics in the United States

The FDA and other federal, state, and local regulatory agencies impose substantial requirements upon the clinical development, approval, labeling, manufacture, marketing and distribution of drug products in the United States. These agencies regulate, among other things, research and development activities and the testing, approval, manufacture, quality control, safety, effectiveness, labeling, storage, record keeping, advertising and promotion of any prescription drug product candidates or commercial products. The regulatory approval process in the United States is generally lengthy and expensive, with no guarantee of a positive result. Moreover, failure to comply with applicable FDA or other requirements may result in civil or criminal penalties, recall or seizure of products, injunctive relief including partial or total suspension of production, or withdrawal of a product from the market.

Psilocybin, psilocin, DMT, and 5-Methoxy-N-N-dimethyltryptamine are strictly controlled under the CSA as Schedule I substances. Schedule I substances by definition have no currently accepted medical use in the United States, a lack of accepted safety for use under medical supervision, and a high potential for abuse. Schedule I and II drugs are subject to the strictest controls under the CSA, including manufacturing and procurement quotas, security requirements and criteria for importation. Anyone wishing to conduct research on substances listed in Schedule I under the CSA must register with the U.S. Drug Enforcement Administration ("**DEA**") and obtain DEA approval of the research proposal.

See "*The Corporation – Research and Development*" for additional information concerning the regulation applicable to the process required before prescription drug product candidates may be marketed in the United States.

The Corporation will also be subject to regulation under various state and local laws, ordinances and regulations that include provisions governing, among other things, the registration, formulation, manufacturing, packaging, labeling, advertising, sale and distribution of foods and dietary supplements. In addition, in the future, the Corporation may become subject to additional laws or regulations administered by the FDA or by other federal, state, or local governmental authorities in the United States, to the repeal of laws or regulations that the Corporation considers favorable, or to more stringent interpretations of current laws or regulations. In the future, the Corporation believes that the dietary supplement industry will likely face increased scrutiny from federal, state and local governmental authorities in the United States. It is difficult to predict the effect future laws, regulations, repeals or interpretations will have on the Corporation's business. However, such changes could require the reformulation of products, recalls or discontinuance of products, additional administrative requirements, revised or additional labeling, increased scientific substantiation or other requirements. Any such changes could have a material adverse effect on the Corporation's business or financial performance.

While the Corporation is focused on programs using psychedelic inspired compounds and classic psychedelics, the Corporation does not have any direct or indirect involvement with the illegal selling, production or distribution of any substances in the jurisdictions in which it operates. The Corporation is a neuro-pharmaceutical drug development company and does not advocate for the legalization of any psychedelic substances and does not deal with psychedelic substances except within approved laboratory or clinical trial settings conducted within approved regulatory frameworks. The Corporation's products will not be commercialized prior to applicable regulatory approval, which will only be granted if clinical evidence of safety and efficacy for the intended uses is successfully developed. Furthermore, because the Corporation only deals with psychedelic substances within approved laboratory study settings within approved regulatory frameworks, in the Corporation's view, there are minimal risks associated with third-party service providers that relate to the treatment of psychedelic substances under applicable laws. The Corporation also believes that it has minimized other risks associated with third-party service providers through standard contractual obligations.

Controlled Substances

The CSA and its implementing regulations establish a "closed system"' of regulations for controlled substances. The CSA imposes registration, security, recordkeeping and reporting, storage, manufacturing, distribution, importation and other requirements under the oversight of the DEA. The DEA is responsible for regulating controlled substances, and requires those individuals or entities that manufacture, import, export, distribute, research, or dispense controlled substances to comply with the regulatory requirements in order to prevent the diversion of controlled substances to illicit channels of commerce.

Facilities that manufacture, distribute, import or export any controlled substance must register annually with the DEA. The DEA registration is specific to the particular location, activity(ies) and controlled substance schedule(s).

The DEA inspects all manufacturing facilities to review security, recordkeeping, reporting and handling prior to issuing a controlled substance registration. The specific security requirements vary by the type of business activity and the schedule and quantity of controlled substances handled. The most stringent requirements apply to manufacturers of Schedule I and Schedule II substances. Required security measures commonly include background checks on employees and physical control of controlled substances through storage in approved vaults, safes and cages, and through use of alarm systems and surveillance cameras. Once registered, manufacturing facilities must maintain records documenting the manufacture, receipt and distribution of all controlled substances. Manufacturers must submit periodic reports to the DEA of the distribution of Schedule I and II controlled substances, Schedule III narcotic substances, and other designated substances. Registrants must also report any controlled substance thefts or significant losses, and must obtain authorization to destroy or dispose of controlled substances. Imports of Schedule I and II controlled substances for commercial purposes are generally restricted to substances not already available from a domestic supplier or where there is not adequate competition among domestic suppliers. In addition to an importer or exporter registration, importers and exporters must obtain a permit for every import or export of a Schedule I and II substance or Schedule III, IV and V narcotic, and submit import or export declarations for Schedule III, IV and V non-narcotics.

For drugs manufactured in the United States, the DEA establishes an aggregate annual quota for the amount of substances within Schedules I and II that may be manufactured or produced in the United States based on the DEA's estimate of the quantity needed to meet legitimate medical, scientific, research and industrial needs. The quotas apply equally to the manufacturing of the active pharmaceutical ingredient and production of dosage forms. The DEA may adjust aggregate production quotas a few times per year, and individual manufacturing or procurement quotas from time to time during the year, although the DEA has substantial discretion in whether or not to make such adjustments for individual companies. Individual U.S. states also establish and maintain separate controlled substance laws and regulations, including licensing, recordkeeping, security, distribution, and dispensing requirements. State authorities, including boards of pharmacy, regulate use of controlled substances in each state. Failure to maintain compliance with applicable requirements, particularly as manifested in the loss or diversion of controlled substances, can result in enforcement action that could have a material adverse effect on the Corporation's business, operations and financial condition. The DEA may seek civil penalties, refuse to renew necessary registrations, or initiate proceedings to revoke those registrations. In certain circumstances, violations could lead to criminal prosecution.

Patent Cooperation Treaty

The Patent Cooperation Treaty (the "**PCT**") facilitates filing for patent recognition in multiple jurisdictions simultaneously using a single uniform patent application. 193 countries, including Canada and the United States have ratified the PCT.

Ultimately, patents are still granted in each country individually. As such, the PCT procedure consists of two phases: filing of an international application, and national evaluation under the patent laws in force in each country where a patent is sought.

Within 12 months of filing a provisional patent application at the USPTO, the Corporation may elect to file a regular utility patent application in the United States in tandem with filing a PCT application with the World Intellectual Property Office, in each case claiming priority to the provisional patent application. Within 30 months of the provisional filing date, deadlines begin for a PCT application to enter the national phase in desired jurisdictions globally, such as Canada (30 months) and Europe (31 months), in each case claiming priority to the provisional patent application.

While the Corporation is focused on programs using psychedelic-inspired compounds, the Corporation does not have any direct or indirect involvement with the illegal selling, production or distribution of any substances in the jurisdictions in which it operates. The Corporation is exploring drug development within approved laboratory clinical trial settings conducted within approved regulatory frameworks. Though highly speculative, should any prescription drug product be developed by the Corporation (which, if it does occur, would not be for several years), such drug product will not be commercialized prior to receipt of applicable regulatory approval, which will only be granted if clinical evidence of safety and efficacy for the intended use(s) is successfully developed. The Corporation may also employ non-prescription drugs, where appropriate.

COMPLIANCE PROGRAM

The Corporation oversees and monitors compliance with applicable laws in each jurisdiction in which it operates. In addition to the Corporation's senior executives and the employees responsible for overseeing compliance, the Corporation has local counsel engaged in every jurisdiction in which it operates and has received advice in each of these jurisdictions regarding (a) compliance with applicable regulatory frameworks, and (b) potential exposure to, and implications arising from, applicable laws in jurisdictions in which the Corporation has operations or intends to operate.

On September 4, September 28 and December 16, 2020, the Corporation received confirmations from Health Canada that certain of the Corporation's synthesized compounds in its current portfolio of NCEs were not, as of such date, deemed controlled substances under the CDSA. The Corporation therefore did not, as of such date, require any regulatory or legislative changes at this time in order to advance its business plan in compliance with the CDSA.[11] The Corporation has not obtained any legal opinions with respect to (a) compliance with applicable regulatory frameworks, and (b) potential exposure and implications arising from applicable laws in jurisdictions where the Corporation has operations or intends to operate.

The Corporation works with third parties who require regulatory licensing to handle scheduled drugs. The Corporation continuously updates its compliance and channel programs to maintain regulatory standards set for drug development. The Corporation also works with preclinical research organizations who maintain batch records and data storage for the Corporation's preclinical programs.

Additionally, the Corporation has established a Scientific Advisory Board with cross-functional expertise in business, neuroscience, pharmaceuticals, mental health and psychedelics to advise management.

In conjunction with the Corporation's human resources and operations departments, the Corporation oversees and implements training on the Corporation's protocols. The Corporation will continue to work closely with external counsel and other compliance experts, and is evaluating the engagement of one or more independent third party providers to further develop, enhance and improve its compliance and risk management and mitigation processes and procedures in furtherance of continued compliance with the laws of the jurisdictions in which the Corporation operates.

The programs currently in place include monitoring by executives of the Corporation to ensure that operations conform to and comply with required laws, regulations and operating procedures. The Corporation is currently in compliance with the laws and regulations in all jurisdictions and the related licensing framework applicable to its business activities.

Neither the Corporation nor, to the Corporation's knowledge, any of its third-party researchers, suppliers and manufacturers have received any non-compliance, citations or notices of violation which may have an impact on the Corporation's or any third-party researcher, supplier, or manufacturer's licences, business activities or operations.

The Corporation conducts due diligence on third-party researchers, contract research organization, contract manufacturers and others as applicable, with whom it engages. Such due diligence includes but is not limited to the review of necessary licenses and the regulatory framework enacted in the jurisdiction of operation. Further, the Corporation generally obtains, under its contractual arrangements, representations and warranties from such third parties pertaining to compliance with applicable licensing requirements and the regulatory framework enacted in the

[11] The status of a substance under the CDSA is a point-in-time consideration, and may change as a result of new information, or due to changes in the Schedules to the CDSA. The Corporation and its affiliates are responsible for maintaining up-to-date awareness of the current status of its synthesized compounds, and to meet all applicable regulatory requirements.

jurisdiction of operation.

MILESTONES

The Listing Statement, which is available on SEDAR at www.sedar.com, identified certain business milestones of the Corporation, which are reproduced below. The table below sets out the status of these milestones as of the date hereof, the actual or revised estimated costs and the revised date of expected completion thereof, if applicable. Further, the Corporation has included additional objectives and milestones that have been identified since the date of the Listing Statement.

The following are "forward-looking statements" and as such, there is no guarantee that such milestones will be achieved on the timelines indicated or at all. Forward-looking statements are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions. See "*Note Regarding Forward-Looking Information*" and "*Risk Factors*".

Objective	Milestone(1)(2)	Prior Estimated Cost	Actual or Revised Estimated Cost	Prior Estimated Timeframe for Completion	Actual/Estimated Timeframe for Completion(3)(4)	Status
Objectives and Milestones Identified in the Listing Statement						
Mindset New Drug Program	A third provisional patent application focused on a third chemical scaffold of NCEs.	$20,000	$30,000	Filed in December 2020	Filed in December 2020	Complete
	Evaluate pharmacokinetic ("**PK**")/pharmacodynamic ("**PD**") and metabolite profile of 20-25 NCEs and select lead compounds for further development.	$380,000	$430,000	Q4 2020	Q2 2021	In process
	Evaluate exploratory safety and toxicity of lead compounds.	$150,000	$150,000	Q2 2021	Q2 2021	Not started
Mindset Synthesis Process	A second provisional patent application for a novel chemical synthesis process.	$20,000	Nil	Q1 2020	Subsequent to the Listing Statement management determined not to proceed with this milestone.	Abandoned
	Testing and refining the processes outlined in its provisional patent application with the assistance of a third-party CRO with the goal of filing a final patent application incorporating these new insights.	$380,000	$600,000	Q2 2021	Q2 2021	In process

	Establishing a GMP process for mass production of psilocybin	$50,000	$100,000	Q2 2021	Q3 2021	Not started
Objectives and Milestones Identified as at the date of this Prospectus						
Mindset New Drug Program	Complete early preclinical *in vitro* and *in vivo* studies, for families 3 and 4[(9)]	N/A	$600,000	N/A	Q3 2021	In process
	Evaluate leads in cooperative psychedelic evaluation (COPE) program models[(10)]	N/A	$1,100,000	N/A	Q4 2021	In process
	Develop and patent propriety cross-family formulation and delivery methods[(11)]	N/A	$200,000	N/A	Q4 2021	In process
	Select lead candidates and complete IND enabling studies for drug families 1 and 2[(8)]	N/A	$3,000,000	N/A	Q2 2022	Not Started
Mindset Synthesis Process	Complete synthesis of 1kg cGMP batch of psilocybin	N/A	$700,000	N/A	Q4 2021	Not Started
	Commercialize psilocybin synthesis process	N/A	$300,000	N/A	Q4 2021	In process
TOTAL:		**$1,000,000**	**$7,210,000[(5)]**			

NOTES:

(1) There may be circumstances where, for sound business reasons, the Corporation reallocates the funds or determines not to proceed with a milestone.

(2) Subject to receipt of all necessary approvals, including any approvals required by the academic and scientific organizations with which the Corporation is working.

(3) The total expenditure may be incurred by the Corporation after the relevant quarter that is indicated as the target timeframe for completion.

(4) Based on a calendar year-end.

(5) Additional costs funded by cash available prior to financing.

(6) Based on timeline provided by contract manufacturer.

(7) Based on quotations provided by the contract manufacturer, this includes the cost increase reported in the initial milestone table, i.e. total anticipated contract costs are approximately CDN$1.1M. Cost of CMC (as defined herein) personnel also considered.

(8) This business objective requires preclinical trial sites employing Good Laboratory Practice ("**GLP**") methodology, contract manufacturers, certain scale-ups in operation, etc. which may impact the time frame within which these are completed. The proceeds allocated include estimated costs associated with the progression of one lead compound from each family to IND approval. The anticipated timeline for completing this objective is Q2 2022, which is based on, among others, the following material assumptions: (a) the timely and successful completion of certain preclinical studies including but not limited to: (i) completing development of stable formulations utilizing selected APIs; (ii) the development and validation of analytical methods for such formulations; (iii) the scale up of API production processes beyond laboratory scale suitable for large animal and human studies; (iv) studies of the stability of such formulations being suitable for human studies; and (v) the development of CMC to meet cGMP standards; and (b) the Corporation entering into agreements with certain third party vendors to complete a range of additional preclinical programs before the final selection of drug candidates and IND development of GLP studies. The Corporation clarifies that as of the date hereof, it has not yet completed the aforementioned items. Such statements are informed by, among other things, regulatory guidelines for developing a drug with safety studies, proof of concept studies, and pivotal studies for new drug application submission and approval, and assumes the success of implementation and results of such studies on timelines indicated as possible by such guidelines, other industry examples, and the Corporation's development efforts to date. See "Risk Factors".

(9) These studies are currently in progress with InterVivo and the timeline to completion is an estimate as the results of the initial studies may require additional synthesis. The exact budget and timeline may need adjustment based on ongoing results of the current studies and the ability of the Corporation and its third-party contractors to synthesize and purify novel compounds. The cost estimates are based on a combination of both actual and anticipated costs associated with this stage of research with the compounds from families 1 and 2.

(10) Cost estimates and timelines are based on a combination of both reported chemistry formulation manufacturer cost and timeline as well as cost estimates for conducting non-GLP stability and preclinical in-vivo PK studies to validate the formulation and patent

application costs. The completion of this milestone will not necessarily ensure that the formulation will be suitable or otherwise useable for delivery of Mindset NCEs in clinical studies.

(11) The Corporation anticipates engaging InterVivo for this project, which will benchmark to known psychedelics in animal models that the Corporation believes will be essential for differentiating the Corporation's novel psychedelic compounds as well as those of competitors. The studies will require that InterVivo obtain a Section 56 Exemption to receive, hold and use any compound that is scheduled under the CDSA in the current studies. The Corporation has established that InterVivo has both the experience and ability to obtain such licenses and conduct the anticipated studies. The risks associated with reaching this milestone are primarily related to a potential delay in obtaining regulatory licenses from Health Canada.

The materials factors or assumptions used to develop the estimated costs disclosed above are included in the "*Forward-Looking Statements*" section above. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those listed under "*Risk Factors*" in or incorporated by reference in this Prospectus or unforeseen events.

Non-Revenue Generating Projects

The Corporation currently has two (2) significant projects, neither of which have generated revenue:

1. Mindset New Drug Program
2. Mindset Synthesis Process

Mindset New Drug Program

Mindset has developed a leading pipeline of diverse patent-pending preclinical psilocybin-inspired drug candidates, employing cutting-edge structure-based drug design strategies in order to create novel and patentable optimized psychedelic drug candidates for pharmaceutical use. Mindset's new drugs are broadly grouped into four "families".

The first family can further be divided into prodrugs and deuterated analogs of psilocybin. The former has shown rapid metabolism into active metabolites with verified efficacy both *in-vitro* and *in-vivo*. The deuterated analogs have shown similar effects as psilocin on receptor binding and function assays and *in-vivo* data indicate similar or greater efficacy to psilocybin with oral bioavailability and central nervous system penetration. This profile positions this first family of compounds as potential rapid drug development candidates for patentable psilocybin-like molecules.

The second family, which consists of restricted side-chain analogs of psilocybin, shows increased potency and efficacy compared to psilocin and psilocybin based on both *in-vitro* and *in-vivo* data, respectively. Certain compounds also show oral bioavailability and are brain penetrant with *in-vivo* pharmacokinetic evidence of shorter duration than psilocybin in rodents. This profile positions this second family of compounds for next generation in clinic candidates to support psychedelic-assisted psychotherapy applications and protocols.

The third family continues to demonstrate unique and promising *in-vitro* profiles. In particular, certain compounds from the third family show a similar binding profile to the human 5HT-2A receptor comparable to that of psilocin's, but with smaller effect size and a much longer duration of action based on human liver microsome stability data. This profile uniquely positions the third family of compounds for potential microdosing applications, including specialized populations and indications such as pediatric attention deficit hyperactivity disorder and Alzheimer's disease.

The fourth and final family includes analogs of DMT and 5-MeO-DMT. Approximately 14 compounds have been synthesized at sub gram scale and demonstrate unique and promising *in-vitro* profiles. Specifically, these compounds demonstrate similar binding profile to the human 5HT-2A receptor comparable to that of the reference compounds, but with larger effect size and a shorter duration of action compared to psilocin based on functional 5HT-2A receptor assays and human liver microsome stability data, respectively. Moreover, these compounds show activity at both 5HT-1A and 5HT-2C receptors, which have been implicated both in anti-depressant and reduced abuse liability effects. This profile uniquely positions the fourth family of compounds for potential macro-dosing applications that are differentiated from compounds in Family 2 based on receptor activity signatures.

The Corporation initially filed four provisional patents, one for each family, and has subsequently filed two final patents for Family 1 and one final patent for Family 2.

The Corporation identified 41 NCEs (10 NCEs in Family 1, 25 NCEs in Family 2, 2 NCEs in Family 3 and 4 NCEs in Family 4) in connection with the Mindset New Drug Program. The NCEs identified by the Corporation to date are currently in a preclinical stage of development, in which the primary activities are: (1) lab scale synthesis (up to

>95% purity) stability, and development of basic analytical methodology to ensure drug substance quality, (2) non-clinical (same as preclinical) activities ("**NCA**")[12] that measure performance (pharmacokinetics) and safety (toxicology; pharmacology) using a variety of *in-vitro* and *in-vivo* assays. These studies will help to define parameters that would allow the safe clinical testing of the substance in human trials. The Corporation has completed *in vitro* and *in vivo* testing on the NCEs from Family 1 and Family 2 and anticipates completing *in vivo* and *in vitro* testing on the NCEs in Family 3 and Family 4 in Q2 2021 at an estimated cost of $600,000. Following this preclinical screening stage, 1-2 leads per family will be selected and one will proceed into IND-enabling studies and optimization and standardization of Chemistry-Manufacturing and Controls ("**CMC**")[13] including additional chemical characterization, synthesis (up to >99% purity), process optimization, stability, and development of analytical methodology to ensure drug substance quality. If successful, the lead will be ready for clinical testing.

The Corporation anticipates that the lead candidate compounds from Families 1 and 2 will enter Phase 1 clinical trials in Q2 to Q3 2022, and the lead candidate compounds for Families 3 and 4 will enter Phase 1 clinical trials in Q1, 2023. Clinical testing is difficult to design and implement, can take many years to complete and has uncertain outcomes. There is no assurance that this timeline will be met or that any of the lead candidates identified will advance to clinical trials at all. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, notwithstanding promising results in earlier trials. The Corporation does not know whether the clinical trials it may conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of its product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. As a result of the Corporation's early-stage research and development activities, the highly variable costs and uncertain timing associated with more advanced stages of drug development, it would be misleading to provide an estimate on the anticipated costs beyond the planned studies described herein.

The Corporation's new drug programs are based on analogs of psilocybin/psilocin and DMT. While psilocybin/psilocin and DMT are restricted in Canada under schedule III of the CDSA, analogs of these compounds are not controlled substances in Canada. Accordingly, the Corporation has obtained confirmation from the Office of Drug Policy and Science, Controlled Substances Directorate of Health Canada confirming that none of the Corporation's NCE's are considered controlled substances. Therefore, the Corporation's NCEs can be developed in Canada in a manner similar to standard small molecule NCEs, which do not require special licensing to develop.

Evaluate leads in cooperative psychedelic evaluation (COPE) program models

The Corporation intends on creating a comprehensive psychedelics benchmark reference data set by evaluating a broad range of psychedelic drugs through a proprietary program of *in vivo* tests. It intends on using this data to enhance the selection of lead compounds from its existing drug families, as well as the design and development of future new drug families. It expects to retain InterVivo to perform this work after the closing of the Offering. It expects the work to be fully complete by January 2022. More specifically, certain known psychedelic drugs (psilocybin, psilocin, LSD, DMT, 5-MeO-DMT) are anticipated to be benchmarked across tests including mouse head twitch, rodent wet dog shake, drug discrimination, *in vivo* receptor occupancy and PK including blood brain barrier penetration and safety studies in rat and dog. The Corporation, through InterVivo, intends to apply for a Section 56 Exemption for utilizing these psychedelic drugs. See "*Risk Factors - The failure of the Corporation's third party-contractors to obtain and maintain the applicable licenses, permits, approvals and exemptions*".

The Corporation has spent $646,064 on the Mindset New Drug Program. See "*Use of Proceeds*" for details on anticipated spending with respect to the net proceeds to the Corporation assuming completion of the Offering.

Mindset Synthesis Process

The patent-pending Mindset Synthesis Process strategically complements the Corporation's next generation drug development program and management of the Corporation believes it represents a significant potential commercialization opportunity. The Mindset Synthesis Process is an innovative synthesis process that offers a cost-

[12] NCA activities are carried out by the CRO.
[13] CMC activities are carried out by the CMO.

effective synthesis process for large scale cGMP[14] synthesis of psilocybin. Management of Mindset anticipates that there will be significant demand for its proprietary, high-quality psilocybin supply given the increasing number of trials and studies underway utilizing psilocybin. High-quality psilocybin for clinical research purposes is currently expensive and difficult to procure, however Mindset's cost-effective patent-pending synthesis process provides Mindset with a unique advantage to accelerate the commercialization of its portfolio of intellectual property. Several contract development and manufacturing organizations ("**CDMOs**") that specialize in psilocybin synthesis have exclusive relationships with individual clients, further narrowing the range of psilocybin supply options. Management of the Corporation anticipate that the Mindset Synthesis Process can benefit the entire medical psychedelic market, from the drug design process stage to clinical treatment as it is scalable, efficient and to the best knowledge of management, one of the most cost-effective methods currently available for GMP grade psilocybin with a non-optimized cost per gram substantially below current retail costs. The Mindset Synthesis Process potentially represents a superior route to synthesizing psilocybin than the established methodologies used today and has advantages over current processes that include: mild reaction conditions; convenient operations; easily obtained commercially available raw materials, suitability for multi-kilogram scale manufacturing; and is more environmentally friendly.

The Corporation has filed a provisional patent for the Mindset Synthesis Process. The Corporation anticipates filing a final patent for the Mindset Synthesis Process by Q3 2021. The Corporation has confirmed PoC for the Mindset Synthesis Process and the Corporation is currently completing a laboratory bench scale based on synthesis of its Family 1 compounds. Management estimates that the laboratory bench scale, which has commenced, will cost approximately $600,000. The next step would involve synthesizing a 100-gram non-cGMP batch which the Corporation anticipates completing by Q3 2021 at a cost of approximately $100,000, followed by the synthesis of a 1 kg batch of cGMP psilocybin to test reaction step optimization and validate the scale up process which management anticipates will be completed by Q4 2021, at a cost of approximately $700,000. The final stage will be the commercialization of the Mindset Synthesis Process which management anticipates will be completed by Q4 2021, at a price of approximately $300,000. There is no assurance that this timeline will be met or that the Mindset Synthesis Process will be commercialized.

The Corporation has engaged BioVectra, a Canadian based contract manufacturer to use the Corporation's patent-pending psilocybin synthesis process to synthesize 1 kg of cGMP psilocybin, along with 100 grams of non-GMP psilocybin synthesized as an intermediate trial step. BioVectra has commenced the first step of the contractual process ("**Analytical Method Familiarization**"). A chemistry, manufacturing and controls ("**CMC**") expert will also be retained by the Corporation to develop a detailed, standardized manufacturing process utilizing the Mindset Synthesis Process, and to prepare any regulatory documentation required for licensing and sales of process/product (as applicable).

The manufacturing and storage of psilocybin will be managed by BioVectra, which has received all licenses required from Health Canada for the synthesis and storage of psilocybin. Specifically, BioVectra has a controlled drug license and drug establishment license. The Corporation will not directly take possession or sell psilocybin; rather, psilocybin will be sold to companies that are licensed to possess psilocybin pursuant to the regulatory framework of their jurisdiction, and the purchased quantity of the synthetically-manufactured psilocybin will be shipped directly from BioVectra to the purchaser's licensed establishment. Thus, all sales of psilocybin will occur under internationally approved processes and never directly from Mindset. The Corporation is currently exploring royalty license agreements in which appropriately licensed contract manufacturers and suppliers will license the patented manufacturing process, and Mindset will receive royalties based on the licensee's sales.

The Corporation intends to file a final PCT patent application on its psilocybin synthesis process and must do so by the end of July 2021. This filing will take place while its cGMP synthesis testing is underway, but not yet completed. Drafting of this application will incorporate insights from steps 1-3 of the Corporation's agreement with BioVectra (analytical method familiarization, process familiarization and development, and large lab trial). No costs have been incurred yet beyond those already committed to for the commercialization of the synthesis process.

Establish licensing & distribution agreements

[14] CGMP refers to the Current Good Manufacturing Practice regulations enforced by the FDA. CGMPs provide for systems that assure proper design, monitoring, and control of manufacturing processes and facilities. Adherence to the CGMP regulations assures the identity, strength, quality, and purity of drug products by requiring that manufacturers of medications adequately control manufacturing operations. This includes establishing strong quality management systems, obtaining appropriate quality raw materials, establishing robust operating procedures, detecting and investigating product quality deviations, and maintaining reliable testing laboratories. This formal system of controls at a pharmaceutical company, if adequately put into practice, helps to prevent instances of contamination, mix-ups, deviations, failures, and errors. This assures that drug products meet their quality standards.

The Corporation is in discussion with potential partners around agreements to license its synthesis method. The Corporation expects mainly to commercialize its synthesis process by licensing the method to third party manufacturers and collecting royalties for such licensing.

The Corporation has spent $362,015 on the Mindset Synthesis Process. See "*Use of Proceeds*" for details on anticipated spending with respect to the net proceeds to the Corporation assuming completion of the Offering.

Mindset is at the early stages of both of these projects and is currently in the process of expanding the team to include; clinical drug development experts, toxicologist/project manager for IND enabling studies, regulatory expertise, and CMC expertise. Given the respective stages of the new drug and synthesis projects, there are many potential options available to the Corporation to further develop these assets. As such, it is not possible to precisely describe or predict future projects or their associated timing and costs to complete or the nature of their development (including whether through acquisition, hiring, or internal development), if any. These development initiatives can be accelerated and expanded and new projects may be launched depending on the capital available to the Corporation, the success of the currently ongoing work and management of the Corporation's ability to generate additional intellectual property.

Personnel

The Corporation plans to use a portion of the net proceeds from the Offering to fund its current personnel obligations and attract and retain new talent with various expertise. Namely, the Corporation is looking to bring on several key personnel in the areas of clinical drug development, toxicology, project management for IND-enabling studies, regulatory affairs, and CMC. As the Corporation continues to expand its commercial footprint these positions will provide the necessary support and skills.

The financial statements and accompanying management discussion and analysis of the Corporation for the financial periods set out in the section entitled "*Documents Incorporated by Reference*" (incorporated by referenced herein) include balances and transactions with directors and/or officers of the Corporation. The Corporation defines its key management as its CEO, CFO and Board. These expenditures are summarized as follows:

Consultant	Consulting[(2)]	Stock-based compensation[(2)]	Research and Development
James Lanthier, CEO	127,200	15,997	-
Arvin Ramos, CFO	25,000	6,396	-
Jason Atkinson, VP Corp. Development	75,000	15,997	-
Richard Patricio, Director	-	15,997	-
James Passin, Director	-	15,997	-
Philip Williams, Director	-	15,997	-
InterVivo Solutions Inc.[(1)]	-	-	130,892[(1)]
Total	$227,200	$86,831	$130,892

NOTES:

(1) Joseph Araujo, a director of the Corporation, is the current CEO of InterVivo. Mr. Araujo has declared this interest to the Corporation and has recused himself from voting on any matters relating to the negotiation of agreements between the Corporation and InterVivo.

(2) These transactions are in the normal course of operations and are measured at the exchange amount, which is in the amount of consideration established and agreed to by the related parties. All related parties' payables are due on demand, non-interest bearing and are unsecured.

While the Corporation believes it has the skills and resources necessary to accomplish these business objectives, there is no guarantee that the Corporation will be able to do so within the timeframes indicative above, or at all. Specifically, the Corporation has not yet identified any lead compound, or compounds, from any of its four chemical scaffold families that the Corporation is confident it can develop as potential drugs. The Corporation will rely on third-party opinions evaluating novelty and patentability of its compounds, as well as data generated by tests performed by third parties indicating there is preclinical evidence of improved efficacy or safety profiles compared to currently known psychedelic molecules based on scientifically sound preclinical studies. These tests are ongoing. While the Corporation believes its approach mitigates many risks

associated with the challenges of obtaining regulatory approval for certain difficult to treat indications, the development of potential drugs for treatment of neuropsychiatric and/or neurological diseases has a low likelihood of success. The Corporation is committed to funding research it believes is essential for advancing the study of drugs to treat these conditions.

While the Corporation, therefore, is committed to advancing its proprietary molecules, it is committed to and will continue to rely on evaluating any and all data generated in ongoing studies using current gold standard controls in the field, e.g., such as psilocybin and similar molecules, as positive controls for evaluating its molecules. Establishing a standardized and collaborative approach for preclinical evaluation of drugs will be essential for the successful development of novel efficacious drugs to help patients most in need of help and support.

CONSOLIDATED CAPITALIZATION

The following table summarizes the Corporation's capitalization as at December 31, 2020 (the date of the consolidated financial statements for its most recently completed interim consolidated financial period included in this Prospectus) and after giving effect to the Offering:

	As at December 31, 2020 before giving effect to the Offering (unaudited)	As at December 31, 2020 after giving effect to the Offering (unaudited)	As at December 31, 2020 after giving effect to the Offering and the Over-Allotment (unaudited)[4]
Common Shares[1]	66,140,789	76,140,789	77,640,789
Warrants	24,497,000	34,497,000 [5]	35,997,000[6]
Broker Warrants	446,776	1,146,776	1,251,776[2][3]
Stock Options	7,756,988	7,756,988	7,756,988
Debentures	$680,000	$680,000	$680,000

NOTES:
(1) The Corporation is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of preferred shares, of which 72,415,789 Common Shares and nil preferred shares are issued and outstanding as fully paid and non-assessable shares as of the date of this Prospectus.
(2) This amount includes 700,000 Broker Warrants issuable pursuant to the Offering.
(3) The Underwriters will receive an aggregate of 805,000 Broker Warrants if the Over-Allotment Option is exercised in full.
(4) Assuming the Over-Allotment Option is exercised in full.
(5) 1,500,000 Common Share purchase warrants of the Corporation were exercised on March 9, 2021.
(6) 4,500,000 Common Share purchase warrants of the Corporation were exercised on March 16, 2021.
(7) 200,000 Common Share purchase warrants of the Corporation were exercised on April 5, 2021.

There have been no material changes to the Corporation's share and loan capitalization on a consolidated basis since December 31, 2020, except: (i) the granting of 15,000 stock options of the Corporation; and (ii) the issuance of 6,200,000 Common Shares from treasury pursuant to the exercise of Warrants.

USE OF PROCEEDS

The gross proceeds to be received by the Corporation from the sale of Units under the Offering will be $7,500,000. The net proceeds to be received by the Corporation, after payment of the Underwriters' Fee of $525,000 and estimated expenses of the Offering of $650,000 will be $6,325,000.

If the Over-Allotment Option is exercised in full, the Corporation will receive additional net proceeds of $1,046,250, after deducting $78,750 on account of additional Underwriters' Fee related to the Over-Allotment Units for a total net proceeds to the Corporation from the Offering of $7,371,250. The net proceeds from the Offering are expected to be used by the Corporation as set forth below.

Total Funds Available

Upon completion of the Offering, the Corporation anticipates it will have an estimated $9,566,168 in funds available, comprised of:

Description	Amount
Estimated working capital of the Corporation as at March 31, 2021	$3,241,168
Estimated net proceeds of the Offering (assuming no exercise of the Over-Allotment Option)	$6,325,000

Use of Proceeds[15]

The table below describes the differences between the Corporation's anticipated used of proceeds from the private placement completed in December 2020, as outlined in the Listing Statement, the estimated actual and remaining use of proceeds for the period from January 1, 2021 to March 31, 2021, and the additional and current use of proceeds for the following twelve (12) months. The remaining use of proceeds represents the unspent amount from the previous use of proceeds disclosed in the Listing Statement. The additional use of proceeds represents the anticipated costs for the twelve (12) months from April 1, 2021 to March 31, 2022. The current use of proceeds represents the sum total of the unspent amount and the additional use of proceeds. The Corporation notes the below variances do not have a material impact on the Corporation's ability to achieve its business objectives and milestones.

		A	B	C=A-B	D	E=C+D
Objective	**Use of Available Funds for Milestone**	**Previous Disclosure Regarding Use of Proceeds (January 1, 2021 to December 31, 2021)**	**Estimated Actual Use of Proceeds (January 1, 2021 to March 31, 2021)**	**Remaining Use of Proceeds (January 1, 2021 to March 31, 2021)**	**Additional Use of Proceeds**	**Current Use of Proceeds (April 1, 2021 to March 31, 2022)**
Mindset New Drug Program[(1)]	A third provisional patent application focused on a third chemical scaffold of NCEs.	$20,000	$30,000	($10,000)	$10,000	Nil
	Evaluate PK/PD and metabolite profile of 20-25 NCEs and select lead compounds for further development.	$380,000	$332,296	$47,704	$50,000	$97,704
	Evaluate exploratory safety and toxicity of lead compounds.	$150,000	Nil	$150,000	Nil	$150,000
	Select lead candidates and complete IND enabling studies for families 1 and 2.	Nil	Nil	Nil	$3,000,000	$3,000,000

[15] The material factors and assumptions underlying the Corporation's anticipated use of proceeds include: drug development involves long lead times, is very expensive and involves many variables of uncertainty; anticipated timelines regarding drug development are based on reasonable assumptions informed by current knowledge and information available to the Corporation and such statements are informed by, among other things, regulatory guidelines for developing a drug with safety studies, proof of concept studies, and pivotal studies for new drug application submission and approval, and assumes the success of implementation and results of such studies on timelines indicated as possible by such guidelines, other industry examples, and the Corporation's development efforts to date; and discussions with the CRO and CDMOs retained by the Corporation.

	Complete early preclinical *in vitro* and *in vivo* studies, for families 3 and 4.	Nil	$100,380	($100,380)	$600,000	$499,620
	Evaluate leads in cooperative psychedelic evaluation (COPE) program models	Nil	$2,199	($2,119)	$1,100,000	$1,097,881
	Develop and patent proprietary cross-family formulation and delivery methods.	Nil	$2,199	($2,119)	$200,000	$197,881
Mindset Synthesis Process	A second provisional patent application for a novel chemical synthesis process.	$20,000	Nil	20,000	($20,000)	Nil
	Testing and refining the processes outlined in its provisional patent application with the assistance of a third-party CRO with the goal of filing a final patent application incorporating these new insights.	$380,000	$259,695	$120,305	$220,000	$340,305
	Establishing a GMP process for mass production of psilocybin	$50,000	Nil	$50,000	$50,000	$100,000
	Complete synthesis of 1kg cGMP batch of psilocybin	Nil	Nil	Nil	$700,000	$700,000
	Commercialize psilocybin synthesis process	Nil	Nil	Nil	$300,000	$300,000
	SUBTOTAL:	**$1,000,000**	**$726,609**	**$273,391**	**$6,210,000**	**$6,483,391**
OTHER						
	Personnel[(2)]	$945,000	$157,505	$787,495	$437,505	$1,225,000
	Professional fees[(3)]	$90,000	$187,084	($97,084)	$302,084	$205,000
	Marketing Expenditures [(4)]	$1,480,500	$1,156,065	$324,435	$402,065	$726,500
	Office and General	$207,195	$69,852	$137,343	$145,457	$282,800
	Total use of funds	**$3,722,695**	**$2,297,115**	**$1,425,580**	**$7,497,111**	**$8,922,691**
	Unallocated Working Capital[(5)]	**$1,317,053**	**$2,742,633**	**$3,614,168**	**($2,970,691)**	**$643,477**
	TOTAL:	**$5,039,748**	**$5,039,748**	**$5,039,748**	**$4,526,420**	**$9,566,168**

NOTES:

(1) The Mindset New Drug Program involves the development of analogs of psilocybin, psilocin, DMT and 5-MeO-DMT as potential pharmaceuticals. Drug development is a long, expensive and uncertain process. See "*Non-Revenue Generating Projects – Mindset New Drug Program*" for a discussion of the Mindset New Drug Program.

(2) Personnel expenses relate to management fees and consulting fees. Personnel expenses in the previous use of proceeds include: $725,000 in management fees and $220,000 in consulting fees. Personnel expenses in the current use of proceeds include: $725,000 in management fees and $500,000 in consulting fees.

(3) Professional fees relate to audit and tax preparation expenses ("**Audit Expenses**") and general corporate legal expenses ("**Legal Expenses**"). Professional fees in the previous use of proceeds include: $25,000 in Audit Expenses and $65,000 in Legal Expenses. Professional fees in the current use of proceeds include: $80,000 in Audit Expenses and $125,000 in Legal Expenses.

(4) Marketing expenditures relate to marketing services, brand awareness, business development and other marketing expenses. Marketing expenditures in the previous use of proceeds include: $843,000 for business development and $96,000 in respect of other marketing

expenses. Marketing expenditures in the current use of proceeds include: $630,000 for business development and $96,000 in respect of other marketing expenses.

(5) The unallocated working capital balance will be held in short-term, investment grade, interest bearing securities, in government securities or in bank accounts at the discretion of management.

See "*Milestones*" for a discussion on the status and actual or revised costs to complete these milestones.

The Corporation intends to continue to allocate a significant portion of its available capital towards R&D efforts. One of the Corporation's main focuses is to ensure its R&D pipeline remains robust, and to capitalize on current and new initiatives including, analysis of current commercial products, ongoing preclinical and IND-enabling studies, clinical development of the pharmaceutical pipeline, and R&D dedicated to building out its product pipeline portfolio.

The Mindset New Drug Program involves the development of analogs of psilocybin, psilocin, DMT and 5-MeO-DMT as potential pharmaceuticals. The Corporation identified approximately 41 NCEs in connection with the Mindset New Drug Program and the testing of each of the NCEs is at the preclinical stage. The Corporation will then choose one or two lead candidates from each of the four drug families it has identified to proceed to clinical trials. Drug development is a long, expensive and uncertain process, involving a high degree of risk. The drug development business depends heavily on the ability to complete clinical development and non-clinical studies of the analogs to be developed under the Mindset New Drug Program, and to obtain regulatory approval of those product candidates. Before obtaining regulatory approvals for the commercial sale of any product candidate, the Corporation must demonstrative through non-clinical studies and clinical trials that the product candidate is safe and effective for use in each target indication. See "*Regulatory Overview – Research and Development*" for a discussion on the research and development activities and an overview of the process required for commercial drug development and "Milestones" for details on proceeds and anticipated costs to be spent on such development. Due to the early stage of the Corporation's research and development activities, and the highly variable costs and timing associated with more advanced stages of drug development it would be misleading to provide an estimate on the anticipated costs beyond the planned studies described herein.

The Corporation has negative cash flow from operating activities and has historically incurred net losses. To the extent that the Corporation has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. See "*Risk Factors*".

The expected use of net proceeds from the Offering represents the Corporation's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. The amounts and timing of the actual use of the net proceeds will depend on multiple factors and there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Corporation to achieve its stated business objectives. The Corporation may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives, and the Corporation expects to either issue additional securities or incur debt to do so. As a result, management will retain broad discretion in the application of the net proceeds, and investors will be relying on management's judgment regarding the application of the net proceeds from the Offering.

The material factors or assumptions used to develop the estimated costs disclosed above are included in the "*Forward-Looking Statements*" section above. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those listed under "*Risk Factors*" in, or incorporated by reference in, this Prospectus or unforeseen events.

Negative Operating Cash Flow

The Corporation has negative cash flow from operating activities and has historically incurred net losses. To the extent that the Corporation has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. The Corporation will be required to raise additional funds through the issuance of additional equity securities, through loan financing, or other means, such as through partnerships with other pharmaceutical companies and research and development reimbursements. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Corporation as those previously obtained, or at all. See "Risk Factors".

The expected use of net proceeds from the Offering represents the Corporation's current intentions based upon its present plans and business conditions, which could change in the future as its plans and business conditions evolve.

The amounts and timing of the actual use of the net proceeds will depend on multiple factors and there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Corporation to achieve its stated business objectives. The Corporation may also require additional funds in order to fulfill its expenditure requirements to meet existing and any new business objectives, and the Corporation expects to either issue additional securities or incur debt to do so. As a result, management will retain broad discretion in the application of the net proceeds, and investors will be relying on management's judgment regarding the application of the net proceeds from the Offering.

Pending the use of the net proceeds from the Offering, the Corporation may plan to invest the net proceeds in short- and intermediate-term, interest-bearing obligations, investment-grade instruments, certificates of deposit or government securities, or hold them as cash.

Until applied, the net proceeds will be held as cash balances in the Corporation's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof or the Government of the United States or any state thereof.

The actual amount that the Corporation spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those listed under "*Risk Factors*" in, or incorporated by reference in, this Prospectus or unforeseen events.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFCANT REVENUE

As the Corporation has not had significant revenue from operations in either of its last two (2) financial years, the table below provides a breakdown of material components of expensed research and development costs, in accordance with Section 5.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*:

	For six months ended	
	December 31, 2020	December 31, 2019
Corporate expenses	**$ 4,892,430**	$ 10,032
Loss in change in fair value of convertible debt	**280,000**	-
Total assets	**5,473,591**	211,764
Total liabilities	**1,049,422**	-

	For six months ended	
Corporate Expenses	**December 31, 2020**	December 31, 2019
Consulting fees	**$ 591,275**	$ 10,000
Research and development:[(1)]		
In-vivo screening for families 1 & 2	**130,892**	-
In-vitro screening for families 1, 2 & 3	**48,258**	-
Compound synthesis for families 1, 2 & 3	**102,320**	-
Third provisional patent application focused on third chemical scaffolds of NCE's	**30,000**	-
Professional fees	**58,416**	-
General and administrative expenses	**5,328**	32
Share-based compensation	**370,549**	-
Listing fee	**411,623**	-
Reverse takeover transaction costs	**3,143,769**	-

	As at	
Outstanding share data	**December 31, 2020**	December 31, 2019
Issued and outstanding common shares	**66,140,789**	9,365,000

Outstanding options to purchase common shares	**7,756,988**	Nil
Outstanding warrants to purchase common shares	**24,946,776**	Nil

NOTE:

(1) All research and developments expenses incurred during the six-month period ended December 31, 2020 were payments to CROs (December 31, 2019 – nil). No other expense components were incurred.

INSIDER TRADING POLICY AND ETHICAL BUSINESS CONDUCT

Insider Trading Policy

The Corporation has adopted an insider trading policy to set forth basic guidelines for trading in the Corporation's securities (including, without limitation, Common Shares) to avoid any situation that might have the potential to damage the Corporation's reputation or which could constitute a violation of federal or provincial securities law by the Corporation, its officers, directors, employees, consultants, affiliates and certain family members of such individuals ("**Insiders**"). Under this policy, Insiders are prohibited from trading in Common Shares and other securities on the basis of such material non-public information until after the information has been disclosed to the public or during a blackout period.

The obligation not to trade on insider information applies not only to the Insiders, but also to persons who obtain such information from Insiders and use it to their advantage. Thus, liability may be imposed upon the Corporation, its Insiders and also outsiders who are the source of leaks of material information not yet disclosed to the public and the leaks coincide with purchases or sales of the Corporation's securities by such insiders, outsiders or by such other persons engaging in "tipping".

In order to provide a degree of certainty as to when insider trading is permissible, the policy imposes mandatory blackout periods beginning at the end of each fiscal quarter and ending two (2) trading days following the date of public disclosure of the financial results for the quarter (or fiscal year). In addition, no Insider is permitted to trade any securities of the Corporation until two (2) trading days after the issuance of any news release in which material information is conveyed. The Corporation may, from time to time, issue a general blackout period for a specific or indefinite period covering Insiders or specific employees or groups. Affected persons will be advised by memorandum from the Corporate Secretary when these additional quiet periods are in effect. The Corporate Secretary will notify affected persons of any blackout period.

The policy also outlines the Corporation's reporting obligations for changes in Common Shares owned by Insiders as well as the penalties for violating such policy and applicable laws.

Ethical Business Conduct

The Board monitors the ethical business conduct of the Corporation. The Board believes that the fiduciary duties placed on individual directors by its governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are currently sufficient to promote a culture of ethical business conduct.

In addition, as some of the Corporation's directors also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict-of-interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of up to 10,000,000 Units (not including any Over-Allotment Units, the distribution of which shall also be qualified by this Prospectus) pursuant to the Offering.

Subject to the terms and conditions of the Underwriting Agreement, the Corporation has agreed to sell to the Underwriters, and the Underwriters have agreed to purchase from the Corporation, as principal, a total of 10,000,000

Units at the Offering Price for total consideration of $7,500,000 payable in cash to the Corporation against delivery of the Units. In addition, the Corporation has granted to the Underwriters the Over-Allotment Option, exercisable in whole or in part, at any time and from time to time for a period of 30 days after and including the Closing Date, to purchase up to an additional 1,500,000 Over-Allotment Units at the Offering Price, representing up to 15% of the Units to be issued pursuant to the Offering, to cover over-allocations, if any, and for market stabilization purposes. The Over-Allotment Option may be exercisable by the Underwriters in respect of: (i) Over-Allotment Units at the Offering Price, (ii) Over-Allotment Shares at a price of $0.66 per Over-Allotment Share, (iii) Over-Allotment Warrants at a price of $0.09 per Over-Allotment Warrant, or (iv) any combination of Over-Allotment Shares and/or Over-Allotment Warrants, so long as the aggregate number of Over-Allotment Shares and Over-Allotment Warrants which may be issued under the Over-Allotment Option does not exceed 1,500,000 Over-Allotment Shares and 1,500,000 Over-Allotment Warrants. This Prospectus also qualifies the distribution of Over-Allotment Units, and the grant of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units issuable forming part of the Underwriters' over-allocation position acquires such Over-Allotment Units issuable under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In connection with the Offering, the Corporation has agreed to pay the Underwriters' Fee of $0.0525 per Unit for an aggregate fee of $525,000 ($603,750 if the Over-Allotment Option is exercised in full). The Offering Price was determined by arm's length negotiation between the Corporation and the Underwriters. In addition, the Underwriters will be issued Broker Warrants entitling the Underwriters to purchase that number of Broker Units equal to 7% of the number of Units sold pursuant to the Offering (including any exercise of the Over-Allotment Option). Each Broker Unit consists of one Broker Unit Share and one Broker Unit Warrant. This Prospectus also qualifies the distribution of the Broker Unit Shares comprising the Broker Units and the Broker Warrant Shares issuable upon the exercise of the Broker Unit Warrants.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription book at any time without notice. The closing of the Offering is expected to occur on or about April 15, 2021, or such other date as the Corporation and the Underwriters may agree; however, the Units offered pursuant to this Prospectus are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

Under the terms of the Underwriting Agreement, the obligations of the Underwriters may be terminated at its discretion on the basis of each of a: "disaster out", "material adverse change out", "regulatory proceedings out" (including cease trading of the Common Shares) and "breach of agreement out" and may also be terminated upon the occurrence of certain other stated events.

The Corporation has agreed to indemnify the Underwriters and their respective affiliates and each of their respective directors, officers, employees, shareholders, partners, advisors and agents against certain liabilities and expenses.

The Units generally will be issued as non-certificated securities registered in the name of CDS, and no certificates representing Units will be issued under this Offering, except in certain limited circumstances.

Pursuant to the Underwriting Agreement, the Corporation agreed that, for a period ending 90 days after the Closing Date, it will not, without the prior written consent of the Underwriters, directly or indirectly, issue any Common Shares or other equity securities or other financial instruments convertible, exchangeable or exercisable into Common Shares or other equity securities, or announce any intention to do so, other than issuances: (i) to satisfy rights or obligations under securities or other financial instruments existing and outstanding as of the date of the Underwriting Agreement or pursuant to the exercise of the Over-Allotment Option, the Warrants, or the Broker Warrants; (ii) of securities in connection with bona fide acquisition by the Corporation (other than a direct or indirect acquisition, whether by way of one or more transactions, of an entity all or substantially all of the assets of which are cash, marketable securities or financial in nature or an acquisition that is structured primarily to defeat the intent of this provision); or (iii) pursuant to the Corporation's existing share option plan.

Evidence of ownership of the Units will be issued in non-certificated form to CDS or its nominee and will be deposited with CDS on the day of closing of the Offering. Except in certain limited circumstances, no certificates evidencing Units will be issued, and registration will be made only through the depository services of CDS.

The Underwriters propose to offer the Units initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Units at the Offering Price, the Offering Price may be decreased, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the gross proceeds paid by the Underwriters to the Corporation. Any such reduction will not affect the net proceeds received by the Corporation.

The Corporation will apply to list on the CSE the Unit Shares and the Warrants comprising the Units, the Over-Allotment Units, and the Broker Shares. Listing will be subject to the Corporation fulfilling all of the listing requirements of the CSE.

The Units, the Unit Shares and Warrants comprising the Units offered hereby and the Warrant Shares issuable upon exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws and, subject to registration under the U.S. Securities Act and applicable state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons. The Underwriters have agreed that, except as permitted under the Underwriting Agreement, they will not offer, sell, transfer, deliver or otherwise dispose of, directly or indirectly, the Units, the Unit Shares and Warrants comprising the Units at any time within the United States or to, or for the account or benefit of, U.S. Persons, except pursuant to an exemption from registration under the U.S. Securities Act.

The Underwriting Agreement permits the Underwriters, acting through their registered United States broker-dealer affiliates, to (i) offer and resell the Units to Qualified Institutional Buyers in the United States or to, or for the account or benefit of, U.S. Persons that are Qualified Institutional Buyers, provided such offers and sales are made in accordance with Rule 144A under the U.S. Securities Act, and (ii) offer the Units for sale by the Corporation in the United States and to, or for the account or benefit of, U.S. Persons as substituted purchasers that are "accredited investors" within the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act in compliance with Rule 506(b) of Regulation D under the U.S. Securities Act, and, in each case, in compliance with similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Units outside the United States only in accordance with Rule 903 of Regulation S under the U.S. Securities Act. The Units that are sold in the United States or to, or for the account or benefit of, U.S. Persons will be restricted securities within the meaning of Rule 144(a)(3) of the U.S. Securities Act and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

The Warrants may not be exercised by or for the account of a U.S. Person or a person in the United States except (i) pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws; and (ii) upon the condition that the holder of such Warrant(s) has delivered to the Corporation a written opinion of counsel, in form and substance satisfactory to the Corporation; provided, however, that a holder who is Qualified Institutional Buyer or U.S. Accredited Investor at the time of exercise of the Warrants who purchased Units in the Offering for its own account, or for the account or benefit of, a person in the United States or a U.S. Person (an "**Original Beneficial Purchaser**"), will not be required to deliver an opinion of counsel if it exercises the Warrants for its own account or for the account of such person, if each of it and person was a Qualified Institutional Buyer or U.S. Accredited Investor, as applicable, at the time of its purchase and exercise of the Warrants.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States or to, or for the account or benefit of, U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States or to, or for the account or benefit of, U.S. Persons by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act and similar exemptions under applicable state securities laws.

In the United Kingdom, the Offering is exempt from the requirement to publish an approved prospectus pursuant to Section 86 of the *United Kingdom Financial Services and Markets Act 2000* ("**FSMA**"). Accordingly, this Prospectus is not an "approved prospectus" within the meaning of Section 85(7) of FSMA and its contents have not been

examined or approved by the United Kingdom Financial Conduct Authority or London Stock Exchange plc, nor has it been approved by a person authorized under the FSMA for the purposes of Section 21 of FSMA. The Offering is only being and may only be made to or directed at persons in the United Kingdom who are within the categories of persons referred to in Article 19(5) (Investment professionals), Article 49(2)(a) to (d) (High net worth companies, unincorporated associations etc.) or Article 50 (Certified sophisticated investors) of the *United Kingdom Financial Services and Markets Act 2000* (Financial Promotion) Order 2005 (the "**FPO**") ("**relevant persons**"). The securities being offered hereby are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Reliance on this document for the purpose of engaging in any investment activity may expose the investor to a significant risk of losing all of the property invested or of incurring additional liability.

Those relevant persons in the United Kingdom falling within the category of persons referred to in Article 50 (Certified sophisticated investors) of the FPO should note that the criteria for such categorization are as follows:

- in relation to an investment in issuers such as the Corporation and in relation to securities such as the Units, such person must have a current certificate signed by a person authorized in the United Kingdom to the effect that such relevant person is sufficiently knowledgeable to understand the risks associated with investments such as the Units; and
- within the period of twelve (12) months ending with the date of this Prospectus, such relevant person must have signed a statement in the form prescribed by the FPO to the effect that such person qualifies as a certified sophisticated investor and accepts that the contents of financial promotions and other materials received may not have been approved by a person authorized in the United Kingdom. Further, that the content of any such financial promotions and materials may not be subject to the controls which would apply were they so made or approved, and that such relevant person is aware that it is open to it to seek advice from someone who specializes in advising on such investments.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Unit Shares, the Warrant Shares and the Broker Shares are designated as Common Shares under the Corporation's constating documents. The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value, of which 66,140,789 Common Shares and nil preferred shares were issued and outstanding as at December 31, 2020 and 72,415,789 Common Shares and nil preferred shares were issued and outstanding as at the date of this Prospectus, all as fully paid and non-assessable.

Each Common Share is entitled to one vote at meetings of shareholders and carries with it equal rights with respect to dividends, if any, and residual interests upon dissolution of the Corporation. Holders of Common Shares have no pre-emptive rights, nor any right to convert their Common Shares into other securities. There is no restriction on the ability of the Corporation to pay dividends other than cash flow considerations. Any dividend payments in the future will depend on the Corporation's ability to continue as a going concern and to generate earnings, as well as capital investment requirements. See "*Risk Factors*".

Warrants

The Warrants will be issued under and governed by the Warrant Indenture to be dated as of the Closing Date and to be entered into between the Corporation and the Warrant Agent. The following is summary of certain anticipated attributes of the Warrants and the provisions of the Warrant Indenture. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture, which will be filed with the applicable Canadian securities regulatory authorities and will be available on SEDAR at www.sedar.com following the Closing Date.

General

The Units will separate into Unit Shares and Warrants immediately following the Closing Date. Each Warrant will be transferable and will entitle the holder thereof to acquire one Warrant Share at the Exercise Price at any time prior

to 5:00 p.m. (Toronto time) on the Warrant Expiry Date, subject to adjustment in certain customary events, after which time the Warrants will expire.

The Corporation will appoint the principal transfer office of the Warrant Agent in Vancouver, British Columbia as the location at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Corporation may, subject to applicable law, purchase by private contract, on any stock exchange (if then listed) or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and the exercise price per Warrant Share upon the occurrence of certain events, including: (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a dividend in the ordinary course or a distribution of Common Shares upon the exercise of any Warrants or options outstanding as of the date of the Warrant Indenture); (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares; (iii) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares; (iv) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "Current Market Price" ("Current Market Price" will be defined in the Warrant Indenture as the volume weighted average trading price per Common Share on the CSE or any stock exchange upon which the Common Shares are listed, or if not listed, on any stock exchange, on any over-the-counter market on which the Common Shares are trading, for the 20 consecutive trading days ending immediately prior to such record date); and (v) the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of the Corporation of any class other than Common Shares, securities of any rights, options or warrants to subscribe for or purchase Common Shares or securities exchangeable or convertible into any Common Shares (other than a "rights offering" pursuant to (iv)), evidences of indebtedness or any cash, securities or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and number of securities issuable upon the exercise of the Warrants and exercise price per security in the event of the following additional events: (i) reclassifications of the Common Shares or a capital reorganization of the Corporation (other than as described above); (ii) consolidations, amalgamations, arrangements or mergers of the Corporation with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change or exchange of the Common Shares into or for other shares, securities or property); or (iii) the transfer of the undertaking or assets of the Corporation as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the Exercise Price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless: (i) such adjustment would result in a change of at least 0.01 of a Warrant Share based on the number of Warrant Shares or other classes of shares or securities or property which a holder of a Warrant is entitled to receive upon the exercise of the rights attached to the Warrant; or (ii) the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the Exercise Price, provided that any such adjustments that are not required to be made shall be carried forward and taken into account in any subsequent adjustment.

The Corporation will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to the Warrant Agent and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the Exercise Price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 21 days prior to the record date or effective date of such event.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting or any other rights which a holder of Common Shares would have.

The Warrant Indenture will provide that, from time to time, the Corporation and the Warrant Agent may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder. Any amendment or supplement to the Warrant Indenture that would adversely affect the interests of the holders of

Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 20% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to the lack of quorum) and passed by the affirmative vote of not less than 66⅔% of the aggregate number of all the then outstanding Warrants represented at the meeting; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants.

The Warrants may not be exercised in the United States, or by or for the account of a U.S. Person or a person in the United States except (i) pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws; and (ii) upon the condition that the holder of such Warrant(s) has delivered to the Corporation a written opinion of counsel, in form and substance satisfactory to the Corporation; provided, however, that a holder who is an Original Beneficial Purchaser at the time of exercise of the Warrants who purchased Units in the Offering for its own account, or for the account or benefit of, a person in the United States or a U.S. Person, will not be required to deliver an opinion of counsel if it exercises the Warrants for its own account or for the account of such person, if each of it and such person, was a Qualified Institutional Buyer or U.S. Accredited Investor, as applicable, at the time of its purchase and exercise of the Warrants.

Broker Warrants

The Corporation has agreed to issue Broker Warrants, the distribution of which are qualified by this Prospectus. The Broker Warrants will entitle the Underwriters to purchase such number of Broker Units as is equal to 7% of the number of Units sold in the Offering (including any Over-Allotment Units issued upon the exercise of the Over-Allotment Option). The Broker Warrants will have an exercise price of $0.75 and will expire on a date that is 36 months from the Closing Date.

The Broker Warrants may be exercised by the Underwriters to purchase Broker Units on or before the expiration date by delivering (i) notice of exercise, appropriately completed and duly signed, and (ii) payment of the exercise price for the number of Broker Units with respect to which the Broker Warrants are being exercised. The Broker Warrants may be exercised in whole or in part, but only for full Broker Units.

The Broker Unit Shares comprising the Broker Units will be, when issued and paid for in accordance with the Broker Warrants, duly authorized, validly issued and fully paid and non-assessable. The Corporation will authorize and reserve at least that number of Common Shares as is equal to the number of Broker Unit Shares and Broker Warrant Shares issuable upon exercise of all outstanding Broker Warrants and Broker Unit Warrants, respectively. The Broker Unit Shares and the Broker Warrant Shares will be Common Shares, the material attributes of which are described above.

The exercise price and the number of Broker Unit Shares and the Broker Warrant Shares issuable upon the exercise of the Broker Warrants and Broker Unit Warrants, respectively, are subject to adjustment upon the happening of certain events, such as a distribution on the Common Shares, or a subdivision, consolidation or reclassification of the Common Shares. In addition, upon any fundamental transaction, such as a merger, arrangement, consolidation, sale of all or substantially all of the Corporation's assets, share exchange or business combination, the Broker Warrants and Broker Unit Warrants will thereafter evidence the right of the holder to receive the securities, property or cash deliverable in exchange for or on the conversion of or in respect of the Common Shares to which the holder of a Common Share would have been entitled immediately on such event.

The Corporation is not required to issue fractional shares upon the exercise of the Broker Warrants or the Broker Unit Warrants. Instead, the Corporation may round down to the next whole Common Share.

The Broker Warrants are non-transferable and will not be listed or quoted on any securities exchange. The holders of the Broker Warrants do not have the rights or privileges of holders of Common Shares and any voting rights until they exercise their Broker Warrants and receive the Broker Unit Shares.

PRIOR SALES

The following tables set forth the details regarding all issuances of Common Shares and securities convertible into Common Shares during the 12-month period prior to the date of this Prospectus:

Date of Issue	Type of Security	Number of Securities	Issue Price/Exercise Price per Security
July 16, 2020	Units[(1)]	12,000,000	$0.02
August 6, 2020	Common Shares	6,996,666	$0.15
September 11, 2020	Common Shares[(2)]	32,140,823	$0.15
December 14, 2020	Common Shares[(3)]	2,023,500	$0.0328
December 15, 2020	Units[(4)]	10,428,813	$0.40
December 16, 2020	Units[(5)]	2,146,187	$0.40
March 9, 2021	Common Shares[(6)]	1,500,000	$0.15
March 16, 2021	Common Shares[(7)]	4,500,000	$0.15
April 5, 2021	Common Shares[(8)]	200,000	$0.15

NOTES:

(1) Issued in connection with the private placement completed by North Sur on July 16 2020, prior to the Acquisition. Each unit issued being comprised of one Common Share and one Common Share purchase warrant, each warrant entitling the holder thereof to acquire one Common Share at an exercise price of $0.15 until June 24, 2022.

(2) In connection with the Acquisition, the former shareholders of Mindset Pharma Limited (formerly Mindset Pharma Inc.) (the reverse takeover acquirer) received 1.5235 Common Shares for each share of MSP held by such shareholder, at a deemed issuance price of $0.15 per Common Share.

(3) Issued upon the exercise of stock options of the Corporation for aggregate gross proceeds of $66,370.80 to the Corporation.

(4) Issued in connection with the brokered private placement completed by the Corporation on December 15, 2020, pursuant to which the Corporation issued an aggregate of 10,428,813 units at a price of $0.40 per unit. Each unit being comprised of one Common Share and one Common Share purchase warrant, each warrant entitling the holder thereof to acquire one Common Share at an exercise price of $0.60 until December 15, 2022.

(5) Issued in connection with the non-brokered private placement completed by the Corporation on December 16, 2020, pursuant to which the Corporation issued an aggregate of 2,146,187 units at a price of $0.40 per unit. Each unit being comprised of one Common Share and one Common Share purchase warrant, each warrant entitling the holder thereof to acquire one Common Share at an exercise price of $0.60 until December 16, 2022.

(6) Issued upon the exercise of Common Share purchase warrants of the Corporation for aggregate gross proceeds of $225,000.

(7) Issued upon the exercise of Common Share purchase warrants of the Corporation for aggregate gross proceeds of $675,000.

(8) Issued upon the exercise of Common Share purchase warrants of the Corporation for aggregate gross proceeds of $30,000.

TRADING PRICE AND VOLUME

The Common Shares are traded on the CSE under the symbol "MSET", on the FWB under the symbol "9DF" and on the OTCQB under the symbol "MSSTF". The following table shows the high and low trading prices, as well as the trading volume for the Common Shares on the CSE for the period indicated:

Month	High ($)	Low ($)	Volume
December 2020[(1)]	2.20	0.85	782,003
January 2021	1.05	0.75	1,910,737
February 2021	1.38	0.86	9,016,613
March 2021	1.25	0.58	5,914,879
April (1-9)	0.69	0.55	1,429,336

NOTE:

(1) The Common Shares commenced Trading on the CSE on December 23, 2020.

On April 9, 2021, the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares on the CSE was $0.67.

ESCROWED SECURITIES

The following table sets forth details of the securities of the Corporation held in escrow (the "**Escrowed Securities**") in connection with the listing of the Common Shares on the CSE:

Name of Shareholder	Number of Escrowed Issuer Shares	Percentage of Issuer Shares Outstanding
Totus Inc.[(1)]	380,875	0.576%
JFP Corporation[(2)]	609,400	0.921%

Philip Williams	1,828,200	2.764%
James Passin	2,285,250	3.455%
James Lanthier	1,086,000	1.642%
Totals	**6,189,725**	**9.36%**

NOTES:

(1) A corporation that is beneficially owned and controlled by Richard Patricio, a director and Chairman of the Board.

(2) A corporation that is beneficially owned and controlled by Richard Patricio, a director and Chairman of the Board.

(3) The Escrowed Securities are held in escrow by Computershare Trust Company of Canada, as escrow Underwriter and depository pursuant to an escrow agreement dated December 18, 2020 (the "**Escrow Agreement**"). Pursuant to the Escrow Agreement. 10% of such Escrowed Securities were released on the Listing Date, and 15% every six (6) months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – Escrow for Initial Public Offerings.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Irwin Lowy LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters, the following is a summary, as of the date hereof, of the principal Canadian federal income tax considerations under the Tax Act generally applicable to an investor who acquires Units, consisting of Unis Shares and Warrants, as a beneficial owner pursuant to this Offering and who, at all relevant times, for purposes of the Tax Act (i) acquires and holds the Unit Shares, Warrants and Warrant Shares as capital property, (ii) acquires Warrant Shares pursuant to the exercise or deemed exercise of Warrants, and (iii) deals at arm's length with the Corporation and each of the Underwriters, and is not affiliated with the Corporation or any of the Underwriters (a "**Holder**").

For purposes of this summary, references to Common Shares include Unit Shares and Warrant Shares unless otherwise indicated.

Common Shares and Warrants will generally be capital property to a Holder unless they are held in the course of carrying on a business of trading or dealing in securities or were acquired in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder (i) that is a "financial institution", as defined in the Tax Act, for the purpose of the mark-to-market rules; (ii) an interest in which would be a "tax shelter investment", as defined in the Tax Act; (iii) that is a "specified financial institution", as defined in the Tax Act; (iv) that has made an election under the Tax Act to determine its Canadian tax results in a currency other than the Canadian dollar; (v) that receives dividends on the Common Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act; (vi) that enters into, with respect to their Unit Shares, Warrants or Warrant Shares, a "derivative forward agreement" or "synthetic disposition arrangement", both as defined in the Tax Act; or (vii) that is a "foreign affiliate" of a taxpayer resident in Canada, as defined in the Tax Act. In addition, this summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of Units. Such Holders are advised to obtain their own tax advice.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"), our understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") and the Canada-United States Tax Convention (1980), as amended (the "**Canada-US Treaty**"). No assurance can be given that the Proposed Amendments will be enacted in the form proposed, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada, which may differ significantly from the Canadian federal income tax considerations discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors having regard to their own particular circumstances.

Allocation of Cost

Holders will be required to allocate on a reasonable basis their cost of each Unit between the Unit Share and the Warrant comprising the Unit in order to determine their respective costs for purposes of the Tax Act.

For its purposes, the Corporation intends to allocate $0.66 to each Unit Share and $0.09 to each Warrant. Although the Corporation believes that its allocation is reasonable, it is not binding on the CRA or the Holder. Holders are encouraged to consult their own tax advisors in this regard.

Adjusted Cost Base

The Holder's adjusted cost base of the Unit Share comprising a part of each Unit will be determined by averaging the cost allocated to the Unit Share with the adjusted cost base to the Holder of all Common Shares owned by the Holder as capital property immediately prior to such acquisition.

Exercise of Warrants

The exercise of a Warrant to acquire a Warrant Share will be deemed not to constitute a disposition of property for purposes of the Tax Act. As a result, no gain or loss will be realized by a Holder on the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base to the Holder of all Common Shares owned by the Holder as capital property immediately prior to such acquisition.

Holders Resident in Canada

This section of the summary applies to a Holder who, at all relevant times, is, or is deemed to be, resident in Canada for the purposes of the Tax Act and any applicable income tax treaty or convention (a "**Resident Holder**"). Persons who are residents of Canada for purposes of the Tax Act and whose Common Shares do not otherwise qualify as capital property may in certain circumstances make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares, and every other "Canadian security" (as defined in the Tax Act) owned by them in the taxation year of the election and in all subsequent taxation years, be deemed to be capital property. This election will not be available with respect to the Warrants. Persons whose Common Shares might not otherwise be considered to be capital property should consult their own tax advisors concerning this election.

Expiry of Warrants

The expiry of an unexercised Warrant will generally result in a capital loss to the Resident Holder equal to the adjusted cost base of the Warrant to the Resident Holder immediately before its expiry. See the discussion below under the heading "*Taxation of Capital Gains and Capital Losses*".

Dispositions of Common Shares and Warrants

On a disposition or deemed disposition of a Common Share (except to the Corporation that is not a sale in the open market in the manner in which shares would normally be purchased by any member of the public in an open market) or a Warrant (other than on the exercise or expiry of a Warrant), a capital gain (or capital loss) will generally be realized by a Resident Holder in the year of disposition to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Common Share or the Warrant, as the case may be, to the Resident Holder immediately before the disposition. Any such capital gain (or capital loss) will be subject to the treatment described below under the heading "*Taxation of Capital Gains and Capital Losses*".

Taxation of Capital Gains and Capital Losses

Generally, a Resident Holder is required to include in computing income for a taxation year one-half of the amount of any capital gain (a "taxable capital gain") realized in the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an "allowable capital loss") realized in a taxation year from taxable capital gains realized in the year by such Resident Holder. Allowable

capital losses in excess of taxable capital gains may be carried back and deducted in any of the three preceding years or carried forward and deducted in any following taxation year against taxable capital gains realized in such year to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on a disposition of Common Shares may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such Common Shares to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares or where a partnership or trust, of which a corporation is a member or a beneficiary, is a member of a partnership or a beneficiary of a trust that owns Common Shares. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is throughout the year a "Canadian-controlled private corporation" (as defined in the Tax Act) may also be liable for an additional tax (refundable in certain circumstances) on "aggregate investment income" (as defined in the Tax Act), which includes amounts in respect of taxable capital gains.

Dividends

Dividends received or deemed to be received by a Resident Holder on the Common Shares, if any, will be included in computing the Resident Holder's income for purposes of the Tax Act. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit provisions where the Corporation provides appropriate notice to the recipient designating the dividend as an "eligible dividend" for purposes of the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as "eligible dividends", and the Corporation has made no commitments in this regard.

Dividends received or deemed to be received on the Common Shares by a Resident Holder that is a corporation must also be included in computing its income but will generally be deductible in computing its taxable income, subject to all restrictions and special rules under the Tax Act. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received or deemed to be received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "private corporation" (as defined in the Tax Act) or any other corporation controlled by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts) generally will be liable to pay a tax under Part IV of the Tax Act (refundable in certain circumstances) on dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing the Resident Holder's taxable income. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

Alternative Minimum Tax

Capital gains realized and dividends received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to an alternative minimum tax under the Tax Act. Resident Holders should consult their own tax advisors with respect to the application of minimum tax.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder who, at all relevant times, for purposes of the Tax Act and any applicable income tax treaty or convention: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not, and is not deemed to, use or hold the Common Shares or Warrants in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). This summary does not apply to a Non-Resident Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere, or that is an "authorized foreign bank" (as defined in the Tax Act), and such Non-Resident Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed under the Tax Act to be paid or credited by the Corporation to a Non-Resident Holder on the Common Shares will be subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividends, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under any applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. For example, where a Non-Resident Holder is a resident of the United States, is fully entitled to the benefits under the Canada-US Treaty and is the beneficial owner of the dividend, the applicable rate of Canadian withholding tax is generally reduced to 15% in most circumstances. Non-Resident Holders should consult their tax advisors in this regard.

Dispositions of Common Shares and Warrants

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share or Warrant, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Common Share or Warrant (as applicable) is, or is deemed to be, "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition, and the Non-Resident Holder is not entitled to an relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident.

Provided that the Common Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the CSE) at the time of a disposition of a Common Share or Warrant, generally a Common Share or Warrant (as applicable) will not constitute taxable Canadian property of a Non-Resident Holder unless, at any time during the 60 month period immediately preceding the disposition, (i) at least 25% of the issued shares of any class or series of the capital stock of the Corporation were owned by or belonged to any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm's length for purposes of the Tax Act, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of such shares was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, "Canadian resource property" (as defined in the Tax Act), "timber resource property" (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists. Notwithstanding the foregoing, a Common Share or Warrant may also be deemed to be taxable Canadian property to a Non-Resident Holder under other provisions of the Tax Act.

A Non-Resident Holder contemplating a disposition of Common Shares or Warrants that may constitute taxable Canadian property should consult a tax advisor prior to such disposition.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Common Share or Warrant that is taxable Canadian property to that Non-Resident Holder and the Non-Resident Holder is not entitled to an exemption under an applicable income tax treaty or convention, the consequences described above under the headings "*Holders Resident in Canada — Dispositions of Common Shares and Warrants*" and "*Taxation of Capital Gains and Capital Losses*" will generally be applicable to such disposition.

RISK FACTORS

An investment in the Common Shares is highly speculative and subject to certain risks. Investors should carefully consider the risk factors set forth below and under the heading "*Risk Factors*" in the AIF which is incorporated into and forms part of this Prospectus and is also available electronically under the Corporation's profile on at www.sedar.com. In addition, investors should carefully review and consider all other information contained in and incorporated by reference in this Prospectus.

The Corporation's business involves numerous inherent risks as a result of the nature of the Corporation's business, economic trends, as well as local regulatory, social, political, environmental and economic conditions in Canada, which is the Corporation's predominant area of operation. As such, the Corporation is subject to several financial and operational risks that could have a significant impact on the ability of the Corporation to generate any future profitability and on its levels of operating cash flows. The Corporation assesses and attempts to minimize the effects of these risks through careful management and planning of its operations and hiring qualified personnel, but is subject

to a number of limitations in managing risk resulting from its current stage of development in a rapidly evolving industry.

The following are certain risk factors relating to the business carried on by the Corporation that prospective investors should carefully consider before deciding whether to purchase Common Shares. The Corporation will face a number of challenges in the development of its technology and in building its customer base. Due to the nature of the Corporation's business and current stage of its business, the Corporation may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

Below is a summary of the principal risks and related uncertainties facing the Corporation. Such risk factors could have a material adverse effect on the Corporation's business, prospects, financial condition and results of operations or the trading price of the Common Shares.

Risks Related to the Offering and the Corporation

An investment in the Units is speculative

An investment in the Units and the Corporation's prospects generally are speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment and should carefully consider the risk factors described below and under the headings "Risk Factors" in the MD&A. The risks described below and in the MD&A are not the only ones faced by the Corporation. Additional risks not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the Corporation's operations. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below (or incorporated by reference herein) or other unforeseen risks. If any of the risks described below or in the MD&A actually occur, then the Corporation's business, financial condition and operating results could be adversely affected. Investors should carefully consider the risks below and in the MD&A and the other information elsewhere in this Prospectus and consult with their professional advisors to assess any investment in the Corporation.

Completion of the Offering may not occur as contemplated, or at all

The completion of the Offering remains subject to a number of conditions. There can be no certainty that the Offering will be completed. Failure by the Corporation to satisfy all of the conditions precedent to the Offering would result in the Offering not being completed. If the Offering is not completed, the Corporation may not be able to raise the funds required for the purposes contemplated under "*Use of Proceeds*" from other sources on commercially reasonable terms or at all.

Forward-looking statements may prove to be inaccurate

Investors should not place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this Prospectus under the heading "*Forward-Looking Statements*".

There can be no assurance that the publicly-traded market price of the Common Shares will be high enough to create a positive return for shareholders

Further, there can be no assurance that the Common Shares will be sufficiently liquid so as to permit shareholders to sell their equity position in the Corporation without adversely affecting the stock price. In such event, the probability of resale of the Common Shares would be diminished.

As well, the continued operation of the Corporation will be dependent upon its ability to procure additional financing in the short term and to generate operating revenues in the longer term. There can be no assurance that any such financing can be obtained or that revenues can be generated. If the Corporation is unable to obtain such additional financing or generate such revenues, shareholders may be unable to sell their Common Shares and any investment in the Corporation may be lost.

The market prices of public companies' securities are subject to wide fluctuations

In recent years, the capital markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or, if one develops, if it is not sustained, the liquidity of a shareholder's investment in the Common Shares may be limited and the share price may decline.

Global financial conditions are increasingly volatile

Current global financial conditions have been subject to increased volatility and access to financial markets has been restricted. These factors may impact the ability of the Corporation to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Corporation. If these levels of volatility and market instability continue, the Corporation's operations could be adversely impacted and the value and the price of the Common Shares could continue to be adversely affected.

The Corporation has direction to re-allocate the use of proceeds

The Corporation currently intends to allocate the net proceeds of the Offering as described under "*Use of Proceeds*". However, management will have discretion concerning the use of proceeds of the Offering as well as the timing of their expenditures and may elect to allocate the net proceeds other than as described under "*Use of Proceeds*" if they believe it would be in the Corporation's best interest to do so. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Corporation's results of operations may suffer.

The Corporation has prepared a detailed budget setting out the way in which it proposes to expend the funds raised under the Offering. However, the quantum and timing of expenditure will necessarily be dependent upon receiving positive results from the Corporation's research, development and marketing initiatives. As the Corporation further expands its business, it is possible that results and circumstances may dictate a departure from the pre-existing budget. Further, the Corporation may, from time to time as opportunities arise, utilize part of its financial resources (including the funds raised as part of the Offering) to participate in additional opportunities that arise and fit within the Corporation's broader objectives, as a means of advancing shareholder value.

Potential dilution and future sales or issuance of the Corporation's securities

The Corporation's articles of continuance and by-laws allow it to issue an unlimited number of Common Shares and preferred shares for such consideration and on such terms and conditions as established by the Board, in many cases, without the approval of the Corporation's shareholders. The Corporation may issue additional Common Shares in subsequent offers (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Corporation cannot predict the size of future issuances of securities or the effect, if any, that future issuances and offerings of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

There is no assurance of an active or liquid market for the Corporation's securities

There can be no assurance that an active market for the Common Shares will be sustained after the Offering. Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Securities of companies with small capitalization have experienced substantial volatility in the past, often based on factors unrelated to the financial

performance or prospects of the companies involved. These risk factors included global economic developments and market perceptions of the attractiveness of certain industries. There can be no assurance that continuing fluctuations in price will not occur. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Corporation's performance.

Other factors unrelated to the performance of the Corporation that may have an effect on the price of Common Shares include the following: lessening in trading volume and general market interest in the Corporation's securities may affect a purchaser's ability to trade significant numbers of Common Shares; and the size of the Corporation's public float may limit the ability of some institutions to invest in the Corporation's securities. If an active market for the Common Shares does not continue, the liquidity of a purchaser's investment may be limited and the price of the Common Shares may decline below the Offering Price. If such a market does not continue, purchasers may lose their entire investment in the Common Shares.

The price per Common Share may be adversely affected by a variety of factors relating to the Corporation's business, including fluctuation in the Corporation's operating and financial results, the result of any public announcement made by the Corporation and the Corporation's failure to meet analysts' expectations. Additionally, the value of the Common Shares is subject to market value fluctuations based upon factors that influence the Corporation's activity and changes in interest and currency rates.

The market value of the Common Shares may also be affected by the Corporation's financial results and political, economic, financial, and other factors that can affect the capital markets generally, the stock exchanges on which the Common Shares are traded and the market segment of which the Corporation is a part.

Negative operating cash flow and going concern

The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable. None of the Corporation's products have entered commercial production nor generated any cash flow, and as such the Corporation had negative operating cash flow for its financial year ended June 30, 2020. To the extent that the Corporation has negative cash flow in future periods, the Corporation may need to deploy a portion of its cash reserves to fund such negative cash flow. If the Corporation is unable to generate revenues, any investment in the Corporation may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

The Corporation's auditor has indicated in the financial statements that there is substantial doubt about the Corporation's ability to continue as a going concern. Importantly, the inclusion in the Corporation's financial statements of a going concern opinion may negatively impact the Corporation's ability to raise future financing and achieve future revenue. The risk that the Corporation will be unable to continue as a going concern will be removed only when, in the opinion of the Corporation's auditor, the Corporation's revenues have reached a level that is able to sustain its business operations. If the Corporation is unable to obtain additional financing from outside sources and eventually generate enough revenues, the Corporation may be forced to sell a portion or all of the Corporation's assets, or curtail or discontinue the Corporation's operations. If any of these events happen, you could lose all or part of your investment. The Corporation's financial statements do not include any adjustments to the Corporation's recorded assets or liabilities that might be necessary if the Corporation becomes unable to continue as a going concern.

As of the date of this Prospectus, the Corporation believes that there are reasonable grounds to believe that the Corporation will be able to continue as a going concern after consideration of the Corporation's current working capital of $4,157,174, the fact that it has not yet achieved profitable operations and the anticipated cash "burn rate" of approximately $300,000 a month.

Public health crises, such as COVID-19

The novel coronavirus commonly referred to as "COVID-19" was identified in December 2019 in Wuhan, China. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, and on March 11, 2020, the spread of COVID-19 was declared a pandemic by the World Health Organization. The outbreak has spread throughout Europe, the Middle East and North America, causing companies and various international jurisdictions to impose restrictions such as quarantines, business closures and travel restrictions. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact

cannot be reasonably estimated at this time. 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 operating subsidiaries in future periods. However, depending on the length and severity of the pandemic, COVID- 19 could impact the Corporation's operations, could cause delays relating to approval from the FDA and equivalent organizations in other countries, could postpone research activities, and could impair the Corporation's ability to raise funds depending on COVID-19's effect on capital markets.

The rapid development of the COVID-19 pandemic and the measures being taken by governments and private parties to respond to it are extremely fluid. While the Corporation has continuously sought to assess the potential impact of the pandemic on its operations, any assessment is subject to extreme uncertainty as to probability, severity and duration. The Corporation has attempted to assess the impact of the pandemic by identifying risks in the following principle areas:

- **Mandatory Closure.** In response to the pandemic, many provinces, states and localities have implemented mandatory shut-downs of business to prevent the spread of COVID-19. In the locations where the Corporation operates or conducts research activity, these activities have been deemed an "essential service", and thus not subject to the mandatory closures applicable to non-essential businesses. If required, the Corporation will work with governmental authorities to seek temporary measures that allow it to remain operational, however, there is no guarantee that the Corporation will be permitted to remain operational. The Corporation's ability to generate revenue and meet its milestones could be materially impacted by any shut down of operations or services.

- **Research and Development Disruptions**. The Corporation relies on a third party contract manufacturing organization ("**CMO**"), CRO and other personnel for its activities related to the Mindset New Drug Program and the development of the Mindset Synthesis Process, respectively. If these third parties are unable to continue operating due to mandatory closures or other effects of the pandemic, it may negatively impact the Corporation's ability to meet its milestones and may significantly delay development. At this time, the Corporation has not experienced any significant disruptions.

- **Staffing Disruption.** The Corporation is, for the time being, implementing among its staff where feasible "social distancing" measures recommended by local authorities. The Corporation has cancelled nonessential travel by employees, implemented remote meetings where possible, and permitted all staff who can work remotely to do so. For those whose duties require them to work on-site, measures have been implemented to reduce infection risk, such as reducing contact with patients, mandating additional cleaning and hand disinfection and providing masks and gloves to certain personnel. Nevertheless, despite such measures, the Corporation may find it difficult to ensure that its operations remain staffed due to employees falling ill with COVID-19, becoming subject to quarantine, or deciding not to come to come to work on their own volition to avoid infection.

As a result of COVID-19, InterVivo has implemented certain facility procedures and is utilizing technology in an effort to mitigate the effects of the pandemic. The Corporation cannot guarantee that the continued effects of COVID-19 will not impact progress of preclinical trials, which are not anticipated to occur until 2022, and institutional processes at InterVivo or other institutions involved in pharmaceutical product development.

It is not always possible to fully insure against such risks, and the Corporation may decide not to insure against such risks due to high premiums or for other reasons. Should such risks materialize, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares. Even after the COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time. The COVID-19 pandemic may also have the effect of heightening other risks and uncertainties disclosed and described in this Prospectus and the AIF.

The Corporation has a limited operating history

The Corporation is in the early stage of development and has no products producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from its products in the future. Significant capital investment

will be required to achieve profitable sales from the Corporation's future products. The Corporation will be subject to many risks common to start-up enterprises and its viability must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of development in new and rapidly evolving markets such as the psychedelic medicine market. This includes under-capitalization, cash shortages, limitations with respect to personnel, lack of revenues and financial and other resources. There is no assurance that the Corporation will develop its business profitably, and the likelihood of success of the Corporation must be considered in light of its early stage of operations. There is no assurance that the Corporation will be successful in achieving a return on shareholders' investment.

The Corporation may be subject to growth-related risks including pressure on its internal systems and controls

The Corporation's ability to manage its 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 could have a material adverse impact on its business, operations and prospects. In order to manage its current operations and any future growth effectively, the Corporation will need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Corporation will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Corporation's operations or that the Corporation will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

The costs of operating as a public company

As a reporting issuer whose securities are listed on a securities exchange in Canada, the Corporation incurs significant legal, accounting and related continuous disclosure expenses. The Corporation is subject to the reporting requirements of Canadian securities laws the rules and regulations thereunder, the rules and regulations of the CSE, and the provisions of securities laws that apply to public companies such as the Corporation. The expenses that are and will continue to be required in order to adequately comply with the various reporting and other requirements applicable to public companies require and will continue to require considerable expense, time and the attention of management.

The size of the Corporation's target market is difficult to quantify, and investors will be reliant on their own estimates on the accuracy of market data

Because the Corporation's industry is in a relatively nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Corporation and, few, if any, established companies whose business model the Corporation can follow or upon whose success the Corporation can build. Accordingly, readers will have to rely on their own estimates about 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.

The Corporation could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Corporation

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 violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. 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.

Employee Misconduct

Notwithstanding having established an insider trading policy and code of ethics and business conduct, the Corporation is exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include failures to comply with Health Canada and the FDA regulations, provide accurate information to Health Canada and the FDA, comply with manufacturing standards the Corporation has established, comply with federal and provincial healthcare fraud and abuse laws and regulations, report financial information or data accurately or disclose unauthorized activities to the Corporation. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self-dealing, and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Employee misconduct could also involve the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and serious harm to the Corporation's reputation. If any such actions are instituted against the Corporation, and the Corporation is not successful in defending itself or asserting its rights, those actions could have a substantial impact on the Corporation's business and results of operations, including the imposition of substantial fines or other sanctions.

Uninsured or uninsurable risk

The Corporation may become subject to liability for risks which are uninsurable or against which the Corporation may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which insurance is not carried may have a material adverse effect on the Corporation's financial position and operations.

Risks Related to the Corporation's Financial Position and Need for Additional Capital

Future Losses and Lack of Profitability

The Corporation has historically incurred losses and expects to incur an operating loss for the year ending June 30, 2020. The Corporation believes that operating losses will continue as it is planning to incur significant costs associated with its research and development initiatives. The Corporation's net losses have had and will continue to have an adverse effect on, among other things, shareholders' equity, total assets and working capital. The Corporation expects that losses will fluctuate from quarter to quarter and year to year, and that such fluctuations may be substantial. The Corporation cannot predict when it will become profitable, if at all.

Required Additional Financing

Despite the anticipated net proceeds from the Offering, the Corporation anticipates requiring additional financing, including through issue and sale of equity and/or debt securities or the sale of assets to satisfy its business objectives. There can be no assurance that the Corporation will be able to obtain necessary financing in a timely manner or on acceptable terms, if at all. If the Corporation is unable to obtain such additional financing, any investment in the Corporation may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

The Corporation has significant ongoing costs and obligations

As a research and development Corporation, the Corporation expects to spend substantial funds on the research, development and testing of products. In addition, the Corporation expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Corporation's results of operations, financial condition and cash flows. For the foreseeable future, the Corporation will have to fund all of its operations and development expenditures from cash on hand, equity financings, through collaborations with other biotechnology or pharmaceutical companies or through financings from other sources. The Corporation will also require significant additional funds if it expands the scope of current plans for research and development or if it were to acquire any other assets and advance their development. It is possible that future financing will not be available or, if available, may not be on favorable terms. The availability of financing will be affected by the achievement of the Corporation's corporate goals, the results of scientific and clinical research, the ability to obtain regulatory approvals and the state of the capital markets generally. If adequate funding is not available, the Corporation may be required to delay, reduce or eliminate one or more of its research

and development programs, or obtain funds through corporate partners or others who may require the Corporation to relinquish significant rights to its products or compounds or obtain funds on less favourable terms than the Corporation would otherwise accept. To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's intangible assets and its ability to continue its clinical development plans may become impaired, and the Corporation's assets, liabilities, business, financial condition and results of operations may be materially or adversely affected.

In addition, future changes in regulations, changes in legal status of products, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Corporation's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Corporation. The Corporation's efforts to grow its business may be costlier than expected. The Corporation may incur significant losses in the future for a number of reasons, including the other risks described in this Listing Statement, and unforeseen expenses, difficulties, complications and delays, and other unknown events.

Inability to complete development and commercialization of product candidates or develop new product candidates

As a research and development company, the Corporation expects to spend substantial funds to continue the research, development and testing of its product candidates and to prepare to commercialize products subject to approval of the FDA in the United States and similar approvals in other jurisdictions. The Corporation will also require significant additional funds if it expands the scope of its current clinical plans or if it were to acquire any new assets and advance their development. Therefore, for the foreseeable future, the Corporation will have to fund all of its operations and development expenditures from cash on hand, equity financings, through collaborations with other biotechnology or pharmaceutical companies or through financings from other sources. If it does not succeed in raising additional funds on acceptable terms, the Corporation might not be able to complete planned preclinical studies and clinical trials or pursue and obtain approval of any product candidates from the FDA and other regulatory authorities. It is possible that future financing will not be available or, if available, may not be on favorable terms. The availability of financing will be affected by the achievement of the Corporation's corporate goals, the results of scientific and clinical research, the ability to obtain regulatory approvals, the state of the capital markets generally and with particular reference to drug development companies, the status of strategic alliance agreements and other relevant commercial considerations. If adequate funding is not available, the Corporation may be required to delay, reduce or eliminate one or more of its product development programs, or obtain funds through corporate partners or others who may require the Corporation to relinquish significant rights to product candidates or obtain funds on less favourable terms than the Corporation would otherwise accept. To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's intangible assets and its ability to continue its clinical development plans may become impaired, and the Corporation's assets, liabilities, business, financial condition and results of operations may be materially or adversely affected.

The Corporation has no history of revenue

To date, the Corporation has generated no product revenue and cannot predict when and if it will generate product revenue. The Corporation's ability to generate product revenue and ultimately become profitable depends upon its ability, alone or with partners, to successfully develop its product candidates, obtain regulatory approval, and commercialize products, including any of its current product candidates, or other product candidates that it may develop, in-license or acquire in the future. The Corporation does not anticipate generating revenue from the sale of products for the foreseeable future. The Corporation expects its research and development expenses to increase in connection with its ongoing activities, particularly as it advances its product candidates through clinical trials.

Exposure to financial risk related to fluctuation of foreign exchange rates

The Corporation may be adversely affected by foreign currency fluctuations. To date, the Corporation has been primarily funded through issuances of equity and from interest income on funds available for investment, some of which are denominated in U.S. dollars. Also, a significant portion of its expenditures are in other currencies, and the Corporation is therefore subject to foreign currency fluctuations which may, from time to time, impact its financial position and results of operation.

Risks Related to the Corporation's Business and Industry

The industry in which the Corporation is subject to regulatory risks and uncertainties

In Canada, certain psychedelic drugs, including psilocybin, are classified as Schedule III drugs under the CDSA and as such, medical and recreational use is illegal under Canadian federal laws There is no guarantee that psychedelic drugs or psychedelic inspired drugs will ever be approved as medicines in any jurisdiction in which the Corporation operates. All activities involving such substances by or on behalf of the Corporation are conducted in accordance with applicable federal, provincial, and local laws. Further, all facilities engaged with such substances by or on behalf of the Corporation do so under current licenses and permits issued by appropriate federal, provincial and local governmental agencies. While the Corporation is focused on psychedelic inspired compounds, the Corporation does not have any direct or indirect involvement with the illegal selling, production or distribution of any substances in the jurisdictions in which it operates and does not intend to have any such involvement. However, the laws and regulations generally applicable to the industry in which the Corporation is involved in may change in ways currently unforeseen. Any amendment to or replacement of existing laws or regulations, including the classification or re-classification of the substances the Corporation is developing or working with, which are matters beyond the Corporation's control, may cause the Corporation's business, financial condition, results of operations and prospects to be adversely affected or may cause the Corporation to incur significant costs in complying with such changes or it may be unable to comply therewith. A violation of any applicable laws and regulations of the jurisdictions in which the Corporation operates could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which the Corporation operates, or private citizens or criminal charges.

The psychedelic drug industry is a fairly new industry and the Corporation cannot predict the impact of the ever-evolving compliance regime in respect of this industry. Similarly, the Corporation cannot predict the time required to secure all appropriate regulatory approvals for future products, or the extent of testing and documentation that may, from time to time, be required by governmental authorities. The impact of compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of 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 Corporation.

The success of the Corporation's business is dependent on the reform of controlled substances laws pertaining to psilocybin. If controlled substances laws are not favourably reformed in Canada, and other global jurisdictions, the commercial opportunity that the Corporation is pursuing may be highly limited.

The Corporation makes no medical, treatment or health benefit claims about the Corporation's proposed products. Health Canada or other similar regulatory authorities have not evaluated claims regarding psilocybin, psilocybin analogs, or other psychedelic compounds. The efficacy of such products have not been confirmed by approved research. There is no assurance that the use of psilocybin, psilocybin analogs, or other psychedelic compounds can diagnose, treat, cure or prevent any disease or condition. Vigorous scientific research and clinical trials are needed. The Corporation has not conducted clinical trials for the use of its proposed products. Any references to quality, consistency, efficacy and safety of potential products do not imply that the Corporation verified such in clinical trials or that the Corporation will complete such trials. If the Corporation cannot obtain the approvals or research necessary to commercialize its business, it may have a material adverse effect on the Corporation's performance and operations.

The discovery and development of new drugs targeting the central nervous system is particularly difficult

Discovery and development of new drugs targeting central nervous system ("**CNS**") disorders are particularly difficult and time consuming, evidenced by the higher failure rate for new drugs for CNS disorders compared with most other areas of drug discovery. Any setbacks in our clinical development could have a material adverse effect on our business and operating results. In addition, any later stage clinical trials may present challenges related to conducting adequate and well-controlled clinical trials, including designing an appropriate comparator arm in trials given the potential difficulties related to maintaining the blinding during the trial or placebo or nocebo effects. Due to the complexity of the human brain and the central nervous system, it can be difficult to predict and understand why a drug may have a positive effect on some patients but not others and why some individuals may react to the drug differently from others. Moreover, if patients being treated in clinical trials have previously been treated with other drugs or therapies, the prior use of such drugs or therapies concurrently or up to two weeks prior to administration may interfere with the mechanism of action of or response to our therapies. Further, the size and

heterogenous nature of certain populations we study may further result in different reactions to impact the effectiveness of our investigational therapies. All of these factors may make it difficult to assess the prior use or the overall efficacy of our therapies.

The Corporation may be subject to unfavourable publicity or consumer perception given the industry in which it operates

The Corporation believes the psychedelic medicine industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of synthetic psychedelics as well as products produced or manufactured using natural psychedelics. Consumer perception of psychedelics may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of products produced or manufactured using natural or synthetic 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 medical and/or recreational psychedelics industry or any particular product, or consistent with earlier publicity. 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 future products and the business, results of operations, financial condition and cash flows of the Corporation. The Corporation's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Corporation, the demand for the Corporation's future products, and the business, results of operations, financial condition and cash flows of the Corporation. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of psychedelics in general, or associating the consumption of psychedelics with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

The Corporation may be subject to product recalls for product defects self-imposed or imposed by regulators

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Corporation's future products/compounds are recalled due to an alleged product defect or for any other reason, the Corporation could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Corporation may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product/compound recall may require significant management attention. Although the Corporation will implement detailed procedures for testing its products/compounds, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits.

Additionally, if one of the Corporation's future brands were subject to recall, the image of that brand and the Corporation could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Corporation's products/compounds and could have a material adverse effect on the results of operations and financial condition of the Corporation. Additionally, product recalls may lead to increased scrutiny of the Corporation's operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

In certain circumstances, the Corporation's reputation could be damaged

Damage to the Corporation's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Corporation and its activities, whether true or not. Although the Corporation believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Corporation does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Corporation's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

The psychedelic industry and market are relatively new and this industry may not succeed in the long term

The Corporation will be operating its business in a relatively new industry and market. In addition to being subject to general business risks, the Corporation must continue to build brand awareness in this industry and market through significant investments in its strategy, production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the 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.

The psychedelic medicine market will face specific marketing challenges given the products' status as a controlled substance which resulted in past and current public perception that the products have negative health and lifestyle effects and have the potential to cause physical and social harm due to psychoactive and potentially addictive effects. Any marketing efforts by the Corporation would need to overcome this perception to build consumer confidence, brand recognition and goodwill.

The Corporation's prospects depend on the success of products/compounds which are not yet in development

The Corporation can make no assurance that its research and development programs will result in regulatory approval or commercially viable products/compounds. To achieve profitable operations, the Corporation, alone or with others, must successfully develop, gain regulatory approval for, and market its future products/compounds. The Corporation currently has no products/compounds that have been approved by Health Canada, FDA or any similar regulatory authority. To obtain regulatory approvals for its product/compound candidates being developed and to achieve commercial success, clinical trials may be required to demonstrate that the product/compound candidates are safe for human use and that they demonstrate efficacy to varying degrees of certainty depending on the product.

Many product/compound candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Product/compound candidates may fail for a number of reasons, including, but not limited to, being unsafe for human use or due to the failure to provide therapeutic benefits equal to or better than the standard of treatment at the time of testing. Unsatisfactory results obtained from a particular study relating to a research and development program may cause the Corporation to abandon commitments to that program. Positive results of early preclinical research may not be indicative of the results that will be obtained in later stages of preclinical or clinical research. Similarly, positive results from early-stage clinical trials may not be indicative of favourable outcomes in later-stage clinical trials, and the Corporation can make no assurance that any future studies, if undertaken, will yield favourable results.

The early stage of the Corporation's research and development makes it particularly uncertain whether any of its research and development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product/compound candidates will receive the requisite regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If the Corporation is successful in developing product/compound candidates into approved products/compounds, the Corporation will still experience many potential obstacles, which would affect the Corporation's ability to successfully market and commercialize such approved products/compounds, such as obtaining, maintaining and enforcing appropriate intellectual property protection, the need to develop or obtain manufacturing, marketing and distribution capabilities, price pressures from third-party payors, or proposed changes in health care systems. If the Corporation is unable to successfully market and commercialize any of its products/compounds, its financial condition and results of operations may be materially and adversely affected.

The Corporation can make no assurance that any future studies, if undertaken, will yield favorable results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and the Corporation cannot be certain that it will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product/compound candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain Health Canada or FDA (or equivalent authorities') approval. If the Corporation (or a third party conducting clinical trials) fails to produce positive results in its future clinical trials its programs, the development timeline and regulatory approval and commercialization prospects for

the Corporation's product/compound candidates, and, correspondingly, its business and financial prospects, would be materially adversely affected.

The Corporation relies on third parties to plan and conduct preclinical and clinical trials

The Corporation relies on third parties to conduct preclinical development activities and may rely on third parties to conduct clinical development activities. Preclinical activities include *in vivo* studies providing access to specific disease models, pharmacology and toxicology studies, and assay development. Clinical development activities include trial design, regulatory submissions, clinical patient recruitment, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. If there is any dispute or disruption in its relationship with third parties, or if such third parties are unable to provide quality services in a timely manner and at a feasible cost, the Corporation's active development programs may face delays. Further, if any of these third parties fails to perform as the Corporation expects or if their work fails to meet regulatory requirements, the Corporation's testing could be delayed, cancelled or rendered ineffective.

If the Corporation loses its licenses from third-party owners, it may be unable to continue a substantial part of its business

The Corporation is a party to licenses that gives it rights to intellectual property that is necessary or useful for a substantial part of its business. The Corporation may also enter into licenses in the future to access additional third-party intellectual property. If the Corporation fails to pay annual maintenance fees, development and sales milestones, or it is determined that the Corporation does not use commercially reasonable efforts to commercialize licensed products, the Corporation could lose its licenses which could have a material adverse effect on its business and financial condition.

The failure of the Corporation's third party-contractors to obtain and maintain the applicable licenses, permits, approvals and exemptions

The Corporation's third-party contractors will apply for, as the need arises, all necessary licenses, permits, approvals and exemptions (as applicable) to carry on the activities it expects to conduct in the future. However, the inability of the Corporation's third-party contractors to obtain, sustain or renew any such licenses, permits, approvals and/or exemptions on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies in Canada and the United States. Any loss of interest in any such required license, permit, approval and/or exemption by the Corporation's third-party contractors, or the failure of any governmental authority to issue or renew any such license, permit approval and/or exemption upon acceptable terms, would have a material adverse impact upon the Corporation.

The Corporation expects to rely on contract manufacturers over whom it will have limited control

The Corporation has limited manufacturing experience and accordingly the Corporation will likely be required to rely on CMOs to manufacture its product/compound candidates for preclinical studies and clinical trials. The Corporation may rely on CMOs for manufacturing, formulation, filling, packaging, storing and shipping of drug product in compliance with cGMP regulations applicable to its products/compounds. Health Canada and the FDA and other equivalent regulatory bodies in other jurisdictions ensure the quality of drug products by carefully monitoring drug manufacturers' compliance with cGMP regulations. The cGMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing and packing of a drug product.

There can be no assurances that CMOs, if and when contracted by the Corporation, will be able to meet the Corporation's timetable and requirements. The Corporation may not contract with alternate suppliers for any drug substance production in the event that a current provider is unable to scale up production, or if it otherwise experiences any other significant problems. If the Corporation is unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, the Corporation may be delayed in the development of its product/compound candidates. Further, CMOs must operate in compliance with cGMP and failure to do so could result in, among other things, the disruption of product supplies. The Corporation's dependence upon third parties for the manufacture of its products/compounds may adversely affect its profit margins and its ability to develop and deliver products on a timely and competitive basis.

Clinical trials of the Corporation's product/compound candidates may fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or not otherwise produce positive results

Before obtaining marketing approval from regulatory authorities for the sale of the Corporation's product/compound candidates, the Corporation will be required to conduct, or will rely on third parties to conduct, preclinical studies in animals and extensive clinical trials in humans to demonstrate the safety and efficacy of the product/compound candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical, NHP and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, notwithstanding promising results in earlier trials. The Corporation does not know whether the clinical trials it may conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of its product/compound candidates in any jurisdiction. A product/compound candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk the Corporation faces is the possibility that none of its product/compound candidates will successfully gain market approval from Health Canada, the FDA or other regulatory authorities, resulting in the Corporation being unable to derive any commercial revenue from them after investing significant amounts of capital in their development.

There could be delays in clinical testing

The Corporation cannot predict whether any clinical trials, which are not anticipated to begin until 2022, will begin as planned, will need to be restructured, or will be completed on schedule, or at all. The Corporation's product/compound development costs will increase if it experiences delays in clinical testing. Significant clinical trial delays could allow its competitors to bring products to market before the Corporation, which would impair the Corporation's ability to successfully commercialize its product/compound candidates and may harm its financial condition, results of operations and prospects. The commencement and completion of clinical trials for the Corporation's products/compounds may be delayed for a number of reasons, including delays related, but not limited, to:

- failure by regulatory authorities to grant permission to proceed or placing the clinical trial on hold;
- patients failing to enroll or remain in the clinical trials at the rate the Corporation expects;
- suspension or termination of clinical trials by regulators for many reasons, including concerns about patient safety or failure to comply with cGMP requirements;
- any changes to the manufacturing process that may be necessary or desired;
- delays or failure to obtain clinical supply from CMOs of products necessary to conduct clinical trials;
- product/compound candidates demonstrating a lack of safety or efficacy during clinical trials;
- physicians and/or patients choosing an alternative treatment for the indications for which the Corporation is developing any of its product/compound candidates or participating in competing clinical trials;
- patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons;
- reports of clinical testing on similar technologies and products raising safety or efficacy concerns;
- competing clinical trials and scheduling conflicts with participating clinicians;
- clinical investigators not performing the clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner;
- failure of the Corporation's CROs to satisfy their contractual duties or meet expected deadlines;
- inspections of clinical trial sites by regulatory authorities ("**IRBs**") or ethics committees finding regulatory violations that require corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study;
- one or more IRBs or ethics committees rejecting, suspending or terminating the study at an investigational site, precluding enrollment of additional subjects, or withdrawing its approval of the trial; or

- failure to reach agreement on acceptable terms with prospective clinical trial sites.

The Corporation's product development costs will increase if it experiences delays in testing or approval or if more or larger clinical trials are required than planned. Additionally, changes in regulatory requirements and policies may occur, and the Corporation may need to amend study protocols to reflect these changes. Amendments may require resubmission of study protocols to IRBs or ethics committees for re-examination, which may impact the cost, timing or successful completion of that trial. Delays or increased product development costs may have a material adverse effect on the Corporation's business, financial condition and results of operation.

The Corporation may not be able to file appropriate clinical trial or regulatory approval applications

Prior to commencing clinical trials in Canada, the United States or other jurisdictions for any of the Corporation's product/compound candidates, the Corporation (or any third party conducting clinical trials) may be required to have an approved new drug or clinical trial (or equivalent) for each product/compound candidate and to file additional applications for approval prior to initiating any additional clinical trials for any product/compound. Submission of an application for a new clinical trial may not result in Health Canada or the FDA (or equivalent authorities) allowing further clinical trials to begin and, once begun, issues may arise that will require the suspension or termination of such clinical trials. Additionally, even if relevant regulatory authorities agree with the design and implementation of the clinical trials set forth in an application, these regulatory authorities may change their requirements in the future. Failure to submit or have effective new drug (or equivalent) commence or continue clinical programs may have a material adverse effect on the Corporation's business, financial condition and results of operation.

If the Corporation (or a third party conducting clinical trials) has difficulty enrolling patients in clinical trials, the completion of the trials may be delayed or cancelled

As the Corporation's product/compound candidates advance from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, the Corporation (or a third party conducting the clinical trials) will need to enroll an increasing number of patients that meet its eligibility criteria. There is significant competition for recruiting patients in clinical trials, and the Corporation (or a third party conducting the clinical trials) may be unable to enroll the patients it needs to complete clinical trials on a timely basis or at all. The factors that affect the ability to enroll patients are largely uncontrollable and include, but are not limited to, the following:

- size and nature of the patient population;
- eligibility and exclusion criteria for the trial;
- design of the study protocol;
- competition with other companies for clinical sites or patients;
- the perceived risks and benefits of the product/compound candidate under study;
- the patient referral practices of physicians; and
- the number, availability, location and accessibility of clinical trial sites.

The expansion of the use of psychedelics in the medical industry may require new clinical research into effective medical therapies

Research in Canada and internationally regarding the medical benefits, viability, safety, efficacy, addictiveness, dosing and social acceptance of psychedelic and psychoactive products derived from natural or synthetic psilocybin and psilocin remains in early stages. There have been relatively few clinical trials on the benefits of such products. Although the Corporation believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of psychedelic and psychoactive products derived from natural or synthetic psilocybin and psilocin, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, psychedelic and psychoactive products derived from natural or synthetic psilocybin. Given these risks, uncertainties and assumptions, readers should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Listing Statement or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to psychedelic and

psychoactive products derived from natural or synthetic psilocybin or psilocin, which could have a material adverse effect on the demand for the Corporation's products/compounds with the potential to lead to a material adverse effect on the Corporation's business, financial condition and results of operations.

Negative results from clinical trials or studies of others and adverse safety events involving the targets of the Corporation's products/compounds may have an adverse impact on the Corporation's future commercialization efforts

From time to time, studies or clinical trials on various aspects of biopharmaceutical or NHPs are conducted by academic researchers, competitors or others. The results of these studies or trials, when published in peer-reviewed journals, may have a significant effect on the market for the biopharmaceutical or NHP that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to the Corporation's product/compound candidates, or the therapeutic areas in which the Corporation's product/compound candidates compete, could adversely affect its share price and the Corporation's ability to finance future development of its product/compound candidates, and its business and financial results could be materially and adversely affected.

Regulatory approval processes are lengthy, expensive and inherently unpredictable

The Corporation's development and commercialization activities and product/compound candidates will be significantly regulated by a number of governmental entities, including the FDA, Health Canada, and comparable authorities in other countries. Regulatory approvals are required prior to each clinical trial and the Corporation (or a third party conducting a clinical trial) may fail to obtain the necessary approvals to commence or continue clinical testing. The Corporation must comply with regulations concerning the manufacture, testing, safety, effectiveness, labeling, documentation, advertising, and sale of products/compounds and product/compound candidates and ultimately must obtain regulatory approval before it can commercialize a product/compound candidate. Further, if the active ingredient or raw material contains a controlled substance, additional licenses are required to possess these ingredients and materials both to test and conduct preclinical and clinical trials and to sell such products/compounds. The time required to obtain approval by such regulatory authorities is unpredictable but typically takes many years following the commencement of preclinical studies and clinical trials. Any analysis of data from clinical activities the Corporation performs is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. Even if the Corporation believes results from clinical trials are favorable to support the marketing of its product/compound candidates, Health Canada, the FDA or other regulatory authorities may disagree. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product/compound candidate's clinical development and may vary among jurisdictions. The Corporation could fail to receive regulatory approval for its product/compound candidates for many reasons, including, but not limited to:

- disagreement with the design or implementation of its clinical trials;
- failure to demonstrate that a product/compound candidate is safe and effective for its proposed indication;
- failure of clinical trials to meet the level of statistical significance required for approval;
- failure to demonstrate that a product/compound candidate's clinical and other benefits outweigh its safety risks;
- disagreement with the interpretation of data from preclinical studies or clinical trials;
- the insufficiency of data collected from clinical trials of the Corporation's product/compound candidates to support the submission and filing of an IND application or other submission to obtain regulatory approval;
- deficiencies in the manufacturing processes or the failure of facilities of CMOs with whom the Corporation contracts for clinical and commercial supplies to pass a pre-approval inspection; or
- changes in the approval policies or regulations that render the preclinical and clinical data insufficient for approval.

A regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and the Corporation's commercialization plans, or the Corporation may decide to abandon the development program. If the Corporation were to obtain approval, regulatory authorities may approve any of its product/compound candidates for fewer or more limited indications than the Corporation requests, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve

a product/compound candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product/compound candidate. Moreover, depending on any safety issues associated with the Corporation's product/compound candidates that garner approval, Health Canada or the FDA may impose a risk evaluation and mitigation strategy, thereby imposing certain restrictions on the sale and marketability of such products/compounds.

The raw materials used by the Corporation may require regulatory approvals and there may not be adequate supply

Some raw materials used by the Corporation may require regulatory approval by Health Canada, the FDA or an equivalent regulatory body because the plant or fungi may contain a controlled substance. While the Corporation believes that it can acquire the requisite licenses to possess, transport, process and use these raw materials to test or make products or refine services, there is a risk that Health Canada, the FDA or an equivalent regulatory body can either reject or require further actions from the Corporation to approve the license which would cause delays or result in losses for the Corporation and could result in the abandonment of a specific projects or products.

Raw materials and supplies are generally available in quantities to meet the needs of the Corporation's business. An inability to obtain raw materials or product supply could have a material adverse impact on the Corporation's business, financial condition, and results of operations.

Reliance on a single facility

The Corporation has engaged InterVivo, a specialty testing facility that is focused on neuropsychological conditions, to provide initial pharmacokinetics work to provide the basis for interpreting the dose-related efficacy, safety and toxicological effects of the Corporation's products/compounds candidates. A significant portion of the Corporation's business will be conducted at the facility. Accordingly, any adverse changes or developments affecting the facility could have a material adverse effect on the Corporation's business, financial conditional and results of operations.

The Corporation may not achieve its publicly announced milestones according to schedule, or at all

From time to time, the Corporation may announce the timing of certain events it expects to occur, such as the anticipated timing of results from its clinical trials. These statements are forward-looking and are based on the best estimates of management at the time relating to the occurrence of such events. However, the actual timing of such events may differ from what has been publicly disclosed. The timing of events such as initiation or completion of a clinical trial, filing of an application to obtain regulatory approval, or announcement of additional clinical trials for a product/compound candidate may ultimately vary from what is publicly disclosed. These variations in timing may occur as a result of different events, including the nature of the results obtained during a clinical trial or during a research phase, timing of the completion of clinical trials, problems with a CMO or any other event having the effect of delaying the publicly announced timeline. The Corporation undertakes no obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise, except as otherwise required by law. Any variation in the timing of previously announced milestones could have a material adverse effect on its business plan, financial condition or operating results and the trading price of the Common Shares.

The Corporation will face competition from other natural health product, biotechnology and pharmaceutical companies

The NHP, biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. The Corporation's competitors include large, well-established pharmaceutical companies, NHP companies, biotechnology companies, and academic and research institutions developing therapeutics for the same indications the Corporation is targeting and competitors with existing marketed therapies. Many other companies are developing or commercializing therapies to treat the same diseases or indications for which the Corporation's product/compound candidates may be useful.

Many of the Corporation's competitors have substantially greater financial, technical and human resources than the Corporation does and have significantly greater experience than the Corporation in conducting preclinical testing and human clinical trials of product/compound candidates, scaling up manufacturing operations and obtaining regulatory approvals of products/compounds. Accordingly, the Corporation's competitors may succeed in obtaining regulatory

approval for products more rapidly than the Corporation does. The Corporation's ability to compete successfully will largely depend on:

- the efficacy and safety profile of its product/compound candidates relative to marketed products/compounds and other product/compound candidates in development;
- the Corporation's ability to develop and maintain a competitive position in the product/compound categories and technologies on which it will focus;
- the time it takes for the Corporation's product/compound candidates to complete clinical development and receive marketing approval;
- the Corporation's ability to obtain required regulatory approvals;
- the Corporation's ability to commercialize any of its product/compound candidates that receive regulatory approval;
- the Corporation's ability to establish, maintain and protect intellectual property rights related to its product/compound candidates; and
- acceptance of any of the Corporation's product/compound candidates that receive regulatory approval by physicians and other healthcare providers and payers.

Competitors have developed and may develop technologies that could be the basis for products that challenge the discovery research capabilities of potential products/compounds the Corporation plans to develop. Some of those products may have an entirely different approach or means of accomplishing the desired therapeutic effect than the Corporation's product/compound candidates and may be more effective or less costly than those the Corporation plans to develop. The success of the Corporation's competitors and their products and technologies relative to the Corporation's technological capabilities and competitiveness could have a material adverse effect on the future preclinical studies and clinical trials of the Corporation's product/compound candidates, including its ability to obtain the necessary regulatory approvals for the conduct of such clinical trials. This may further negatively impact the Corporation's ability to generate future product development programs using psilocybin, psilocin or other psychedelic inspired compounds.

If the Corporation is not able to compete effectively against its current and future competitors, the Corporation's business will not grow, and its financial condition and operations will substantially suffer.

The Corporation's operations are subject to environmental regulation in the jurisdictions in which it operates

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations. The Corporation's laboratory operations at the Facility will be subject to environmental protection laws and regulations that prescribe methods for storing and disposing of chemicals and controlled compounds, as the operations will involve spores, silica gels, dried mushroom powder, solvents for extraction and chromatographic separations in solvent systems which present potential and low-grade hazard to human health. Prior to commencing its laboratory operations, the Corporation will establish internal policies to comply with all such environmental laws and regulations.

Government environmental approvals and permits may be required in connection with the Corporation's operations. To the extent such approvals are required and not obtained, the Corporation may be curtailed or prohibited from its proposed business activities or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable environmental laws, regulations and permitting requirement may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to be curtailed, and may include corrective measure requiring capital expenditures, installation of additional equipment, or remedial actions. The Corporation may be required to compensate those suffering loss or damage due to its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Product liability once in the production phase

As a possible manufacturer and distributor of products designed to be ingested by humans, once the Corporation is in the production phase, it faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. Previously unknown adverse reactions resulting from human consumption of the Corporation's future products alone or in combination with other medications or substances could occur. The Corporation may be subject to various product liability claims, including, among others, that the products produced by the Corporation caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Corporation could result in increased costs, could adversely affect the Corporation's reputation with its clients and consumers generally, and could have a material adverse effect on the business, financial condition and operating results of the Corporation. There can be no assurances that the Corporation will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of products.

Management experience and dependence on key personnel

The Corporation's success is currently largely dependent on the performance of the Corporation's directors and officers. The experience of these individuals is a factor which will contribute to the Corporation's continued success and growth. The Corporation will initially be relying on the members of the Board and executive officers, as well as independent consultants and advisors, for most aspects of the Corporation's business. The amount of time and expertise expended on the Corporation's affairs by each of the Corporation's management team and the Corporation's directors will vary according to the Corporation's needs. The loss of any of these individuals could have a material detrimental impact on the Corporation's business. The Corporation does not intend to acquire any key management insurance policies and there is, therefore, a risk that the death or departure of any key member of management, a director, employee, consultant or advisor, could have a material adverse effect on the Corporation's business, operations and financial condition. Investors who are not prepared to rely on the Corporation's management team should not invest in the Corporation's securities.

Risks Related to Third Party Relationships

The Corporation has entered into agreements with third parties with respect to its operations. Such relationships could present unforeseen obstacles or costs and may involve risks that could adversely affect the Corporation, including significant amounts of management time that may be diverted from operations in order to pursue and maintain such relationships. There can be no assurance that such third parties will achieve the expected benefits to the Corporation's business or that the Corporation will be able to consummate any future relationships on satisfactory terms, or at all. Any of the foregoing could have a material adverse effect on the Corporation's business, financial condition and results of operations. Any violation of any applicable laws and regulations, including the CDSA and CSA, or of similar legislation in the jurisdictions in which the Corporation operates, could result in such third parties suspending or withdrawing their services to the Corporation. The termination or cancellation of any such agreements or the failure of the Corporation and/or the other parties to these arrangements to fulfill their obligations could have a material adverse effect on the Corporation's business, financial condition and results of operations. In addition, disagreements between the Corporation and any of third parties the Corporation contracts could lead to delays or time consuming and expensive legal proceedings, which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

Conflicts of Interest

The Corporation may be subject to various conflicts of interest because some of its officers and directors may be engaged in a range of external business activities. The Corporation's executive officers and directors are permitted to devote time to their outside business interests so long as such activities do not materially or adversely interfere with their duties to the Corporation. In some cases, the Corporation's executive officers and directors may have fiduciary obligations associated with these business interests that have the potential to interfere with their ability to devote time to the Corporation's business and affairs and that could adversely affect the Corporation's operations. These outside business interests could require significant time and attention of the Corporation's executive officers and directors.

In addition, the Corporation may also become party to transactions with its directors and the officers who may from time-to-time deal with persons, firms, institutions or companies with which the Corporation may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Corporation, and from time to time, these persons may be competing with the Corporation for available investment opportunities.

Conflicts of interest, if any, will be subject to the rules, procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises, a director who has such a conflict will abstain from voting for or against any such matter. In accordance with applicable laws, the directors and officers of the Corporation are required to act honestly, in good faith and in the best interests of the Corporation.

Changes in patent law and its interpretation could diminish the value of patents in general, thereby impairing the Corporation's ability to protect its product/compound candidates

As is the case with other NHP, biotechnology and pharmaceutical companies, the Corporation's success is heavily dependent on intellectual property rights, particularly patents. Obtaining and enforcing patents in the biopharmaceutical industry involves technological and legal complexity, and obtaining and enforcing biopharmaceutical patents is costly, time consuming and inherently uncertain. The Supreme Court of Canada and the U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to the Corporation's ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the Canadian House of Representative, the Federal Court of Canada, the Canadian Intellectual Property Office, U.S. Congress, the federal courts, and the USPTO and international treaties entered into by these nations, the laws and regulations governing patents could change in unpredictable ways that would weaken the Corporation's ability to obtain patents or to enforce patents the Corporation may obtain in the future.

Risks Related to Intellectual Property

If the Corporation is unable to adequately protect and enforce its intellectual property, the Corporation's competitors may take advantage of its development efforts or acquired technology and compromise its prospects of marketing and selling its key products

The Corporation's success will depend in part upon its ability to protect its intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection the Corporation receives. The ability to compete effectively and to achieve partnerships will depend on its ability to develop and maintain proprietary aspects of the Corporation's technology and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others could severely limit its ability to develop and commercialize its products, to conduct its existing research and could require financial resources to defend litigation, which may be in excess of the Corporation's ability to raise such funds. There is no assurance that the Corporation's intangible assets, including know-how, trade secrets or potential inventions, which may be eligible for patent protection or those of any intangible asset that it intends to acquire will result in an issued patent (with associated monopoly rights) in a form that will be sufficient to protect its proprietary technology and gain or keep any competitive advantage that the Corporation may have or, once approved, will be upheld in any post-grant proceedings brought by any third parties.

The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Patents issued to the Corporation may be challenged, invalidated or circumvented. To the extent the Corporation's intellectual property offers inadequate protection, or is found to be invalid or unenforceable, the Corporation is exposed to a greater risk of direct competition. If its intellectual property does not provide adequate protection against the Corporation's competitors' products, its competitive position could be adversely affected, as could the Corporation's business, financial condition and results of operations. Both the patent application process and the process of managing patent disputes can be time consuming and expensive, and the laws of some foreign countries may not protect the Corporation's intellectual property rights to the same extent as do the laws of Canada and the United States.

The Corporation will be able to protect its intellectual property from unauthorized use by third parties only to the extent that its proprietary technologies, key products, and any future products are covered by valid and enforceable

intellectual property rights including patents or are effectively maintained as trade secrets, and provided the Corporation has the funds to enforce its rights, if necessary.

Reliance on information technology systems and risk of cyberattacks.

The Corporation may enter into agreements with third parties for hardware, software, telecommunications and other IT services in connection with its operations, as a result of which, the Corporation's operations would depend, in part, on how well it and its contractors and consultants 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 would 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 risk 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.

There can be no assurance that the Corporation will not incur material losses relating to cyber-attacks or other information security breaches 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. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

If the Corporation loses its licenses from third-party owners, it may be unable to continue a substantial part of its business

The Corporation is a party to licenses that gives it rights to intellectual property that is necessary or useful for a substantial part of its business. The Corporation may also enter into licenses in the future to access additional third-party intellectual property. If the Corporation fails to pay annual maintenance fees, development and sales milestones, or it is determined that Mindset does not use commercially reasonable efforts to commercialize licensed products, Mindset could lose its licenses which could have a material adverse effect on its business and financial condition.

The Corporation may require additional third-party licenses to effectively develop and manufacture its key products and is currently unable to predict the availability or cost of such licenses

A substantial number of patents have already been issued to other biotechnology and pharmaceutical companies. To the extent that valid third-party patent rights cover Mindset's products or services, the Corporation or its strategic collaborators would be required to seek licenses from the holders of these patents in order to manufacture, use or sell these products and services, and payments under them would reduce the Corporation's profits from these products and services. Mindset is currently unable to predict the extent to which it may wish or be required to acquire rights under such patents, the availability and cost of acquiring such rights, and whether a license to such patents will be available on acceptable terms or at all. There may be patents in the United States or in foreign countries or patents issued in the future that are unavailable to license on acceptable terms. Mindset's inability to obtain such licenses may hinder or eliminate its ability to manufacture and market its products.

Litigation regarding patents, patent applications, and other proprietary rights may be expensive, time consuming and cause delays in the development and manufacturing of the Corporation's key products

The Corporation's success will depend in part on its ability to operate without infringing the proprietary rights of third parties. The pharmaceutical industry is characterized by extensive patent litigation. Other parties may have, or obtain in the future, patents and allege that the use of its technologies infringes these patent claims or that the Corporation is employing its proprietary technology without authorization. In addition, third parties may challenge or infringe upon its future patents. Proceedings involving its patents or patent applications or those of others could result in adverse decisions regarding:

- the patentability of the Corporation's inventions relating to its key products/compounds; and

- the enforceability, validity, or scope of protection offered by the Corporation's patents relating to its key products/compounds.

If the Corporation is unable to avoid infringing the patent rights of others, the Corporation may be required to seek a license, defend an infringement action, or challenge the validity of the patents in court. Regardless of the outcome, patent litigation is costly and time consuming. In some cases, the Corporation may not have sufficient resources to bring these actions to a successful conclusion. In addition, if the Corporation does not obtain a license, develop or obtain non-infringing technology, fail to defend an infringement action successfully or have infringed patents declared invalid, the Corporation may:

- incur substantial monetary damages;
- encounter significant delays in bringing its key products/compounds to market; and
- be precluded from participating in the manufacture, use or sale of its key products/compounds or methods of treatment requiring licenses.

Even if the Corporation is successful in these proceedings, it may incur substantial costs and divert management time and attention in pursuing these proceedings, which could have a material adverse effect on the Corporation.

The Corporation's reliance on third parties requires the Corporation to share its trade secrets, which increases the possibility that a competitor will discover them

Because the Corporation may work with third parties to assist in the development, testing and marketing of its products/compounds, it may be required to share trade secrets and other confidential information with them. The Corporation will seek to protect its proprietary technology in part by entering into confidentiality or non-disclosure agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with its collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements will typically restrict the ability of its collaborators, advisors, employees and consultants to publish data potentially relating to its trade secrets and confidential information. The Corporation's academic and clinical collaborators will typically have rights to publish data, provided that the Corporation is notified in advance and may delay publication for a specified time in order to secure its intellectual property rights arising from the collaboration. In other cases, publication rights will be controlled exclusively by the Corporation, although in some cases the Corporation may share these rights with other parties. The Corporation may also conduct joint research and development programs which may require the Corporation to share trade secrets and confidential information under the terms of research and development collaborations or similar agreements. Despite efforts to protect its trade secrets and confidential information, the Corporation's competitors may discover its trade secrets or confidential information, either through breach of these agreements, independent development or publication of information including its trade secrets or confidential information in cases where the Corporation does not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of the Corporation's trade secrets or confidential information may impair its competitive position and could have a material adverse effect on its business and financial condition.

All statements regarding the Corporation's business should be viewed in light of these risk factors. Investors should consider carefully whether investment in the Units is suitable for them in light of the information in this Prospectus and in the documents incorporated by reference and their personal circumstances. Such information does not purport to be an exhaustive list. If any of the identified risks were to materialize, the Corporation's business, financial position, results and/or future operations may be materially affected. Additional risks and uncertainties not presently known to the Corporation, or which the Corporation currently deems not to be material, may also have an adverse effect upon the Corporation and the Unit Shares and Warrant Shares issuable on exercise of the Warrants.

LEGAL MATTERS

Certain legal matters in connection with the Offering will be passed upon by Irwin Lowy LLP, on behalf of the Corporation, and by Dentons Canada LLP, on behalf of the Underwriters. As of the date hereof, each of Irwin Lowy LLP, counsel for the Corporation, and Dentons Canada LLP, counsel for the Underwriters, have provided its opinion on certain matters contained in this Prospectus. As of the date hereof, partners and associates of Irwin Lowy LLP and

Dentons Canada LLP, each as a group, own, directly or indirectly, in the aggregate, less than 1% or no securities of the Corporation.

INTEREST OF EXPERTS

The following persons or companies are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 – *Continuous Disclosure Obligations* by the Corporation during, or relating to, the Corporation's most recently completed financial year, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company:

1. The Corporation's former auditors, Crowe MacKay LLP, Chartered Professional Accountants, as such pertains to:

    i. the audited financial statements of the Corporation (previously existing as North Sur) for the years ended December 31, 2019 and 2018, together with the notes thereto and the auditor's report thereon; and
    ii. the Corporation's (previously existing as North Sur) management's discussion and analysis for the years ended December 31, 2019 and 2018.

2. The Corporation's auditors, MNP LLP, Chartered Professional Accountants, as such pertains to:

    i. the unaudited consolidated interim financial statements of the Corporation (previously existing as North Sur) together with the notes thereto for the three and six-month periods ended June 30, 2020;
    ii. the Corporation's (previously existing as North Sur) management discussion and analysis for the three and six-month periods ended June 30, 2020;
    iii. audited consolidated financial statements of Subco for the period from October 7, 2019 to June 30, 2020, together with the notes thereto and the auditor's report thereon;
    iv. Subco's management discussion and analysis from incorporation to June 30, 2020, which is included as Schedule "B" to the Corporation's Listing Statement;
    v. the amended unaudited consolidated interim financial statements of the Corporation together with the notes thereto for the three-month period ended September 30, 2020;
    vi. the Corporation's management discussion and analysis for the three-month period ended September 30, 2020;
    vii. the amended and restated unaudited consolidated interim financial statements of the Corporation together with the notes thereto for the three and six-month periods ended December 31, 2020; and
    viii. the Corporation's amended and restated management discussion and analysis for the three and six-month periods ended December 31, 2020.

The Corporation's current and former auditors have advised Mindset respectively that they are independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta and the Chartered Professional Accountants of Ontario Code of Professional Conduct, as applicable.

To the knowledge of the Corporation, neither of the aforementioned entities held any of the outstanding securities of the Corporation when they prepared the reports referred to above or following the preparation of such reports. Neither of the aforementioned entities received any direct or indirect interest in any securities of the Corporation in connection with the preparation of such reports.

AUDITORS, TRANSFER AGENT AND REGISTRAR

MNP LLP, with offices in Toronto, Ontario, is the auditor of the Corporation and is independent within the meaning of the CPA Code of Professional Conduct of CPA Ontario.

The Corporation's registrar and Transfer Agent for its Common Shares is Computershare Trust Company of Canada, having an address of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

ANNUAL INFORMATION FORM

The following section corrects and replaces the description in the AIF provided with respect to the Marketing Agreement with Hybrid Financial Inc.:

"On December 14, 2020, the Corporation entered into an arm's length marketing agreement (the "**Marketing Agreement**") with Hybrid Financial Inc. ("**Hybrid**") with an effective date of January 4, 2021. As consideration for Hybrid's services to be provided under the Marketing Agreement, the Corporation agreed to pay a monthly fee of C$15,000, plus applicable taxes, during the initial six-month term. The Corporation has the option to renew the Marketing Agreement on a rolling three-month basis after the initial six-month term. Hybrid has been engaged to heighten market awareness for the Corporation and to broaden the Corporation's reach within the investment community."

PROMOTERS

Other than Richard Patricio, the Chairman of the Board, there has been no person or company that may be considered a promoter of the Corporation. Richard Patricio holds 73,500 Common Shares directly and 1,063,675 Common Shares indirectly (representing in the aggregate, approximately 1.72%) of the total issued and outstanding Common Shares of the Corporation on a non-diluted basis.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this Prospectus is limited, in certain provincial securities legislation, to the price at which the Warrant is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon the exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

DATED: April 12, 2021

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of Canada, except Quebec.

(Signed) James Lanthier
James Lanthier, Chief Executive Officer

(Signed) Arvin Ramos
Chief Financial Officer

On behalf of the Board of Directors

(Signed) Richard Patricio
Director

(Signed) Joseph Araujo
Director

CERTIFICATE OF THE PROMOTER

DATED: April 12, 2021

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of Canada, except Quebec.

(Signed) Richard Patricio
Richard Patricio, Promoter

CERTIFICATE OF THE UNDERWRITERS

DATED: April 12, 2021

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the Provinces of Canada, except Quebec.

CANACCORD GENUITY CORP.

(Signed) Derek Ham
Managing Director, Capital Markets Origination

STIFEL NICOLAUS CANADA INC.

(Signed) Harris Fricker
President

CORMARK SECURITIES INC.

(Signed) Alfred Avanessy
Managing Director, Head of Investment Banking