



MINDSET PHARMA INC.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the shareholders (the "**Mindset Shareholders**") of Mindset Pharma Inc. ("**Mindset**") will be held at the office of Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 on Thursday, October 19, 2023 at 10:00 a.m. (Eastern Time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. for Mindset Shareholders to consider a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Appendix A to the accompanying management information circular (the "**Circular**"), to approve a statutory plan of arrangement (the "**Arrangement**") involving Mindset, Otsuka America, Inc. ("**Parent**"), 1435816 B.C. Ltd. ("**Purchaser**") and securityholders of Mindset under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) ("**BCBCA**") whereby, among other things, Purchaser will acquire all of the issued and outstanding common shares of Mindset, all as more particularly described in the Circular; and
2. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

This notice of Meeting (the "**Notice of Meeting**") is accompanied by the Circular which provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting.

The board of directors of Mindset (the "**Mindset Board**") has set the close of business on Tuesday, September 19, 2023 as the record date (the "**Record Date**") for determining the Mindset Shareholders who are entitled to receive notice of and vote at the Meeting. Only Mindset Shareholders whose names have been entered in the register of Mindset Shareholders as of the close of business on the Record Date, or their duly appointed proxyholders, will be entitled to receive notice of and to vote at the Meeting.

Registered Mindset Shareholders as of the Record Date are entitled to vote at the Meeting either in person or by proxy. Registered Mindset Shareholders who are unable to attend the Meeting are encouraged to read, complete, sign, date, and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular.

In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc., at its office at 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1, or by fax numbers: 1-866-249-7775 (toll-free in North America) or 1-416-263-9524 (outside North America), not later than 10:00 a.m. (Eastern Time) on Tuesday, October 17, 2023 or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the time of such adjourned or postponed Meeting. The time limit for the deposit of proxies may be waived or extended by the Chairperson of the Meeting at his or her discretion without notice.

Non-registered Mindset Shareholders should refer to the section entitled "*General Proxy Information – Advice to Non-Registered Holders*" in the Circular for information on how to vote their Mindset Shares. **Non-registered Mindset Shareholders who do not complete and return the materials in accordance with such instructions may lose the right to vote at the Meeting.**

Registered Mindset Shareholders have the right to dissent with respect to the Arrangement Resolution and, if the

Arrangement Resolution becomes effective, to be paid the fair value of their Mindset Shares in accordance with Division 2 of Part 8 of the BCBCA, as modified by the Plan of Arrangement (as defined in the Circular) and the Interim Order (as defined in the Circular). A Mindset Shareholder's right to dissent is more particularly described in the Circular and the BCBCA as set forth in Appendix E to the Circular. Please refer to the Circular under the heading "*Dissent Rights*" for a description of the right to dissent in respect of the Arrangement Resolution.

Failure to strictly comply with the requirements set forth in Division 2 of Part 8 of the BCBCA, as modified the Plan of Arrangement, and the Interim Order, with respect to the Arrangement may result in the loss of any right to dissent. Persons who are beneficial holders of Mindset Shares registered in the name of a broker, custodian, nominee, or other intermediary who wish to dissent should be aware that only registered Mindset Shareholders are entitled to dissent. Accordingly, a beneficial holder of Mindset Shares desiring to exercise the right to dissent must arrange for the Mindset Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Arrangement Resolution is required to be received by Mindset or, alternatively, make arrangements for the registered Mindset Shareholders of the Mindset Shares held by such beneficial holder to dissent on behalf of the beneficial holder.

DATED this 19th day of September, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS OF
MINDSET PHARMA INC.**

(signed) "James Lanthier"

James Lanthier

Chief Executive Officer of Mindset Pharma Inc.