

CARDINAL CAPITAL PARTNERS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual and special meeting (the “**Meeting**”) of the shareholders of Cardinal Capital Partners Inc. (the “**Corporation**” or “**Cardinal**”) will be held virtually on January 6, 2021 at 10:00 a.m.

Shareholders are encouraged to participate in the Meeting and will find important information along with detailed instructions about how to participate in the virtual meeting in the accompanying management information circular and on the Cardinal Capital Partners Inc. *Virtual(AGM) Information Sheet* distributed along with this Notice.

To attend the Meeting:

- Registered shareholders must visit www.agmconnect.com/cardinal2021 and check-in using the *AGM Connect Voter ID* and *Meeting Access Code*. Please contact AGM Connect via 1.416.222.4202 or cardinal2021@agmconnect.com for more information.
- Non-registered shareholders should refer to the instructions in the accompanying management information circular for information on how to vote their shares, appoint a proxy and/or attend the virtual meeting. Please contact AGM Connect via 1.416.222.4202 or cardinal2021@agmconnect.com for more information.

The online platform is fully supported across browsers and devices running the most updated version of applicable software plugins. Please ensure that you have a reliable internet connection with which to access and participate in the Meeting. The Meeting will begin promptly at 10 a.m. (Toronto time) on January 6, 2021. Online check-in will open one-hour prior, at 9a.m. (Toronto time). Please allow ample time for online check-in procedures.

By attending the Meeting via www.agmconnect.com/cardinal2021, shareholders will be able to participate in the Meeting via audio and video and Registered Shareholders or duly Appointed Proxyholders will be able to submit questions and vote. The board of directors of the Corporation (the “**Board**”) believes that hosting the Meeting virtually will minimize the health risk that may be associated with large gatherings, while enabling increased shareholder attendance and encouraging more active shareholder engagement and participation at the Meeting.

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2019 and the accompanying report of the auditors thereon;
2. to re-appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors' remuneration, as more fully described in the management information circular dated December 8, 2020 (the “**Information Circular**”) accompanying this notice of Meeting;
3. to set the number of directors of the Corporation at four (4);
4. to elect the directors of the Corporation that will hold office until the next general meeting of the Corporation or completion of the Corporation's proposed amalgamation with MindHealth Biomed Corp. (“**MindHealth**”) (the “**MindHealth Transaction**”);
5. to consider, and if deemed advisable, to pass with or without variation, a special resolution to authorize the board of directors of the Corporation to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Corporation, in accordance with Subsection 125(3) of the *Business Corporations Act* (Ontario), as more particularly described in the accompanying Information Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the consolidation of the issued and outstanding common shares in the capital of the Corporation on a basis of

one (1) post-consolidation common share for every 19.24 pre-consolidation common shares, as more fully described in the Information Circular;

7. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution (the “**MindHealth Transaction Resolution**”) to approve the reverse take-over of the Corporation by three-cornered amalgamation (the “**Amalgamation**”) pursuant to a business combination agreement dated September 11, 2020, among the Corporation, 1264216 B.C. Ltd. (“**Cardinal Subco**”) and MindHealth (the “**Definitive Agreement**”), upon the completion of which the business of the Corporation will become the business of MindHealth (the “**MindHealth Transaction**”). Pursuant to the Definitive Agreement, MindHealth and Cardinal Subco will effect the Amalgamation whereby Cardinal Subco will amalgamate with MindHealth under the laws of British Columbia to form an amalgamated entity (“**Amalco**”) and, among other things, each MindHealth shareholder will receive 1.0649 post-consolidation common share of the Corporation in exchange for each MindHealth Share (as defined in the Information Circular) held by such holder, all as more fully set forth in the accompanying Information Circular;
8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the change of the name of the Corporation to “Psyence Group Inc.” or such other name as selected by the board of directors of the Corporation; and
9. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Information Circular.

Only shareholders of record as of November 30, 2020 are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Information Circular contains “forward-looking statements.” that are based on assumptions as of the date of this Information Circular. These statements reflect management’s current estimates, beliefs, intentions and expectations. They are not guarantees of future performance. The Corporation cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, many of which are beyond the Corporation’s control, including among others: that the Corporation will obtain all necessary shareholder and regulatory approvals for the Amalgamation and the MindHealth Transaction; that the Corporation will be able to complete the Amalgamation and the MindHealth Transaction as expected. Forward-looking statements regarding MindHealth include, but are not limited to, statements with respect to management's expectations regarding the future growth, results of operations, performance and business prospects of the Resulting Issuer, and relate to, without limitation:

- the Resulting Issuer's research and development plans, business model, strategic objectives and growth strategy;
- the Resulting Issuer 's future growth plans;
- anticipated trends and challenges in the Resulting Issuer's business and the markets in which it operates;
- the future demand for psilocybin and psilocybin mushroom products from time to time produced, supplied, or distributed by the Resulting Issuer;
- the Company's expectations regarding regulatory requirements and developments in the jurisdictions in which it operates;
- the approval of regulatory bodies of psychedelic substances including psilocybin for the treatment of various health conditions;
- controlled substances laws;
- the Company’s ability to obtain renewals of licenses and regulatory authorizations for its business operations;
- the Company's estimate of the size of the potential markets for its products;
- the Resulting Issuer’s ability to conduct research and studies into psilocybin usage as part of the Resulting Issuer’s current and future business plans;

- the Resulting Issuer may not develop its product and service offerings in a manner that enables it to be profitable and meet its customers' requirements;
- the acceptance in the medical community of psilocybin as a treatment for depression and palliative oncology;
- risks that its growth strategy may not be successful;
- risks that fluctuations in its operating results will be significant relative to its revenues;
- risks relating to an evolving regulatory regime related to psilocybin and psychedelic products;
- the continuation of the Resulting Issuer as a going concern;
- the Resulting Issuer's intellectual property;
- the Resulting Issuer's plans for the expansion its Lesotho-based production and processing facility;
- the growth of competition from other companies in the industry;
- statements relating to the business and future activities of the Resulting Issuer after obtaining regulatory approval to list its shares on the CSE;
- the Resulting Issuer's current and future capital requirements and the need for additional financing;
- the Resulting Issuer's expectations regarding revenue generation;
- the Resulting Issuer's ability to hire and retain key employees and technical experts;
- the Resulting Issuer's actual financial position and results of operations may differ materially from the expectations of the Resulting Issuer's management;
- the Resulting Issuer's expectations regarding the sufficiency of its cash for funding non-development related expenditures and future cash balances; and
- the Resulting Issuer's expectations regarding increases in research and development costs and general and administrative expenses.

Investors should be cautioned that all forward-looking statements are inherently subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that the Corporation may be unable to obtain all necessary shareholder and regulatory approvals for the MindHealth Transaction as and when expected or at all; that the MindHealth Transaction may not be completed as expected or at all. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, the Corporation undertakes no obligation to publicly update or revise forward-looking information.

COVID-19 UPDATE

As of the date of this notice, the Corporation intends to proceed with the Meeting but limit in-person attendance in light of public health directives and recommendations relating to the ongoing coronavirus (“**COVID-19**”) pandemic and efforts to reduce its spread, including restrictions on in-person gatherings of any size, which continue to be strongly discouraged, and physical distancing requirements, and overarching concern for the wellbeing of shareholders, directors, their families and others. At a minimum, only registered shareholders or their duly appointed proxyholders will be permitted to attend the Meeting. The Corporation reserves the right, however, to take any such additional precautionary measures in relation to the Meeting as it considers necessary or advisable in response to further COVID-19 related public health developments, which could include changing the location of the Meeting, hosting the Meeting by means of remote communication only, placing further restrictions on in-person attendance, or postponing or adjourning the Meeting. Any such changes to the Meeting location, date or format will be announced by way of news release, and a copy thereof (if any) will be filed under the Corporation's issuer profile on SEDAR at www.sedar.com.

Please monitor any such news release for updates, and check for the most current information prior to the Meeting date. The Corporation does not intend to prepare or mail supplementary meeting materials in the event of changes to the Meeting location, date or format. To mitigate health and safety risks, the Corporation strongly discourages shareholders from attempting physical attendance at the Meeting, accommodation for which cannot be guaranteed at this time, and asks that all shareholders instead vote by proxy in advance of the Meeting.

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, TSX Trust Company, 200 University Avenue, Suite 300 Toronto, Ontario, M5H 4H1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Toronto, Ontario this 8th day of December, 2020.

By Order of the Board of Directors of Cardinal Capital Partners Inc.

(signed) "*Chris Carmichael*"

Chris Carmichael

Director and Chief Financial Officer