

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Psyence Group Inc. (the “Company” or “PGI”)
200 Bay Street, Suite 2010
Toronto, Ontario, Canada
M5J 2J1

Item 2. Date of Material Change

January 19, 2021 and January 26, 2021

Item 3. News Release

PGI issued press releases with respect to the material changes referred to in this report via a Canadian news wire service on January 20, 2021 and January 26, 2021, copies of which have been filed on SEDAR.

Item 4. Summary of Material Change

On January 19, 2021, the Company completed a reverse take-over (“RTO”) and non-brokered private placement.

On January 26, 2021, the Canadian Securities Exchange (“CSE”) issued a bulletin announcing that the Company has been authorized to list its common shares on the CSE beginning on January 27, 2021.

Item 5. Full Description of Material Change

On January 20, 2021, the Company announced that it had completed its previously announced transaction, whereby the Company has acquired all of the issued and outstanding shares of MindHealth Biomed Corp (“MindHealth”).

Reverse Take-over

The RTO was completed by way of a three-cornered amalgamation among the Company, MindHealth Biomed Corp (“MindHealth”), and a wholly-owned subsidiary of the Company (“SubCo”) incorporated for the purpose of completing the RTO. The amalgamation resulted in MindHealth amalgamating with SubCo pursuant to section 269 of the *Business Corporations Act* (British Columbia).

In connection with the RTO, the Company changed its name to “**Psyence Group Inc**”, the newly amalgamated wholly-owned subsidiary was named “Psyence Biomed Corp”, and the Company's common shares (the “**Shares**”) were consolidated on the basis of one (1) post-consolidation Share for every 19.24 pre-consolidation Shares held, resulting in 1,666,459 Shares being outstanding immediately prior to giving effect to the RTO. As part of the RTO, each holder of common shares in MindHealth was issued 1.0649 Shares, on a post-consolidation basis, for each MindHealth common share held immediately prior to the RTO. Immediately following the RTO, the Company’s issued and outstanding share capital

consists of 85,528,931 Shares outstanding and 101,871,539 Shares outstanding on a fully diluted basis.

On January 26, 2021, the Canadian Securities Exchange (“CSE”) issued a bulletin announcing that the Company has been authorized to list its common shares on the CSE beginning on January 27, 2021.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report and may be contacted by the Commission as follows:

Jody Aufrichtig
Chief Executive Officer
Psyence Group Inc.

Telephone: +27 83 356 8084
Email: jody@psyence.com

Item 9. Date of Report

January 28, 2021