

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER NATIONAL
INSTRUMENT 44-101 SHORT FORM PROSPECTUS DISTRIBUTIONS
("NI 44-101")**

February 2, 2021

TO: Ontario Securities Commission

(as notice regulator under section 2.8 of National Instrument 44-101)

Psyence Group Inc. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

PSYENCE GROUP INC.

"Warwick Corden-Lloyd"

By: _____

Name: Warwick Corden-Lloyd

Title: Chief Financial Officer