

## **Psyence Group Inc Subsidiary Psyence Biomedical Ltd. announces signing of definitive agreement for a convertible note in connection with planned business combination**

**TORONTO, [January 16, 2024]** -- Psyence Group Inc ("Psyence Group") (CSE:PSYG), a clinical-stage life science biotechnology company pioneering the use of nature-derived psilocybin in mental health and wellbeing, today announced that its subsidiary, Psyence Biomedical Ltd ("Pubco"), has entered into a definitive securities purchase agreement (the "Securities Purchase Agreement") providing for up to US\$10 million in funding through the issuance of up to four senior secured convertible notes (the "Notes" and "Note Financing", respectively) with a US based investment firm (the "Purchaser").

The Note Financing is expected to provide Pubco approximately USD\$2.5 million in funding at closing, which is expected to close immediately prior to or concurrently with the closing of the previously announced business combination with Newcourt Acquisition Corp (Nasdaq: NCAC) ("Newcourt"), a special purpose acquisition company, and Pubco (the "Business Combination").

"This investment is an incredibly exciting milestone for Psyence, as we make huge strides in our progress towards listing our clinical trial business on Nasdaq," said Dr Neil Maresky, the CEO of Psyence Group. "It signals a belief in the work we are doing at Psyence, allowing us to execute our strategy and further our research in palliative care."

### **Note Financing**

Pursuant to the Securities Purchase Agreement, the Note Financing provides for the issuance of the Notes in the aggregate principal amount of up to USD\$12.5 million to the Purchaser.

The Note Financing will be provided in four equal tranches (each a "Tranche") of USD\$3,125,000 of principal in exchange for a total of USD\$2,500,000 in aggregate proceeds (i.e. the loan amount) per Tranche. The first Tranche is expected to close immediately prior to or concurrent with the closing of the previously announced Business Combination. The second Tranche funding is conditioned upon the SEC having declared effective a resale registration statement registering for resale the shares of Pubco's common stock underlying the Note issued to the Purchaser, in connection with the first Tranche, along with certain other conditions, and may be funded, in full or in instalments, over a period of time based on the median of the daily value of the PubCo common shares ("Common Shares") over a defined period. Funding of the third and fourth Tranches are at the complete discretion of the Purchaser.

The Purchaser will receive a structuring fee equal to an aggregate of 3,000,000 Common Shares of PubCo, of which 1,300,000 Common Shares will be delivered to the Purchaser at the closing of the Business Combination, with the remaining 1,700,000 shares being issuable to the Purchaser upon the exercise of a call option granted to the Purchaser.

The Notes will bear interest at 8% per annum, paid monthly in arrears, and will carry a term of 36 months. Interest may be settled in cash or in Common Shares at the election of PubCo at the conversion price determined under the terms of the Notes.

At any time following one year after the original issue date of the Note, and provided that no event of default is continuing on the applicable prepayment date, PubCo may repay any portion of the outstanding principal amount of the Note upon at least 30 trading days' written notice by paying an amount equal to 130% of the principal amount of the Note then being prepaid, plus accrued but unpaid interest through the prepayment date.

Completion of the Note Financing is subject to, among other matters, the satisfaction of the conditions negotiated in the Securities Purchase Agreement. Accordingly, there can be no assurance that the Note Financing will be consummated on the terms or timeframe currently contemplated, or at all.

## **Additional Information and Where to Find It**

In connection with the previously announced Business Combination, Pubco has filed with the SEC a Registration Statement on Form F-4 (Registration No. 333-273553) (the "Registration Statement"), which includes the proxy statement for a meeting of Newcourt shareholders and a prospectus for the issuance of Pubco securities in connection with the Business Combination (the "Proxy Statement/Prospectus"). The Registration Statement was declared effective on November 13, 2023. Newcourt has mailed the Proxy Statement/Prospectus and other relevant documents to its shareholders. This document is not a substitute for the Proxy Statement/Prospectus/Consent Solicitation Statement. INVESTORS AND SECURITY HOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PSYENCE GROUP, PUBCO AND NEWCOURT, THE PROPOSED TRANSACTION AND RELATED MATTERS. The documents filed or that will be filed with the SEC relating to the Business Combination (when they are available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov).

## **No Offer or Solicitation**

This communication is for informational purposes only and is not intended to and does not constitute, or form a part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed business combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

## **Participants in the Solicitation**

Newcourt, Psyence, the other parties to that certain Amended and Restated Business Combination Agreement, dated as of July 31, 2023 (the "Business Combination Agreement"), and their respective directors and executive officers, other members of management and employees may be considered participants in the solicitation of proxies with respect to the potential transaction described in this communication under the rules of the SEC. Information about the directors and executive officers of Newcourt is set forth in Newcourt's filings with the SEC. Information regarding other persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders in connection with the Business Combination and a description of their interests are set forth in the Registration Statement. These documents can be obtained free of charge from the sources indicated above.

WeirFoulds LLP is acting as Canadian legal advisor and Ellenoff Grossman & Schole LLP is acting as U.S. legal advisor to Psyence. McDermott Will & Emery is acting as U.S. legal advisor to Newcourt.

## **Forward Looking Statements**

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "believe," "intend," "plan," "projection," "outlook" or words of similar meaning.

Forward-looking statements in this communication include statements regarding the intended closing of the Business Combination, the trading of Pubco securities on the Nasdaq, and the completion of the Note Financing. These forward-looking statements are based on a number of assumptions,

including the assumptions that the closing conditions to the Business Combination will be met and that Newcourt will obtain the necessary regulatory and shareholder approvals to complete the Business Combination. There are numerous risks and uncertainties that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, among others: the inability to complete the Business Combination and failure to obtain the requisite shareholder and regulatory approvals required for the trading of Pubco securities on the Nasdaq. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the Registration Statement referenced above and other documents filed by Newcourt and Pubco from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Actual results and future events could differ materially from those anticipated in such information. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Except as required by law, Newcourt and Psyence do not intend to update these forward-looking statements.

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#### **About Psyence Group and Psyence Biomed:**

Psyence is a life science biotechnology company listed on the Canadian Securities Exchange (CSE: PSYG), with a focus on natural psychedelics. The Psyence Biomed Division works with natural psilocybin products for the healing of psychological trauma and its mental health consequences in the context of palliative care. Our name "Psyence" combines the words psychedelic and science to affirm our commitment to producing psychedelic medicines developed through evidence-based research.

Informed by nature and guided by science, we built and operate one of the world's first federally licensed commercial psilocybin mushroom cultivation and production facilities in Southern Africa. Our team brings international experience in both business and science and includes experts in mycology, neurology, palliative care, and drug development. We work to develop advanced natural psilocybin products for clinical research and development. Our key divisions, Psyence Production, Psyence Therapeutics and Psyence Function, anchor an international collaboration, with operations in Canada, the United Kingdom, Southern Africa, Australia, and a presence in the United States.

Learn more at [www.psyence.com](http://www.psyence.com) and on Twitter, Instagram and LinkedIn.

#### **About Newcourt Acquisition Company:**

Newcourt Acquisition Company is a Special Purpose Acquisition Company (SPAC) committed to identifying and merging with high-potential companies. Newcourt focuses on creating value for its shareholders by facilitating strategic business combinations with companies that demonstrate strong growth prospects and a commitment to excellence.