



121 Richmond Street West, Penthouse Suite, 1300  
Toronto, Ontario  
M5H 2K1

---

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 7, 2024

---

<b>Time and Date:</b> 09:00 a.m. (Eastern Time) on Friday, June 7, 2024
---

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") holding common shares of Psyence Group Inc. (the "**Company**") will be held at the offices of WeirFoulds LLP, located at Suite 4100, 66 Wellington Street West, TD Bank Tower, Toronto, Ontario M5K 1B7 on Friday, June 7, 2024 at 9:00 a.m. (Eastern Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended March 31, 2023, together with the auditor's reports thereon;
2. to set the number of directors to be elected at the meeting;
3. to elect directors to hold office until their successors are elected or appointed;
4. to appoint MNP LLP, Chartered Professional Accountant, as the Company's auditor, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Company's Stock Option Plan as more particularly described in the management information circular dated May 1, 2024 (the "**Information Circular**");
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Company's RSU Plan as more particularly described in the Information Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, and subject to regulatory approval, a special resolution granting the board of directors of the Company (the "**Board**") authority to complete a share consolidation, if they deem appropriate (all as more particularly described in the Information Circular), of the Company's common shares (the "**Common Shares**") within the range of one post-consolidation Common Share for

every two (2) to up to twenty (20) pre-consolidation Common Shares of the same class ("**Consolidation Ratio**"), and to effect, at such time as the Board deems appropriate, a share consolidation of all issued and outstanding Common Shares on the basis of such Consolidation Ratio, subject to the Board's authority to decide not to proceed with the Share Consolidation; and

8. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The record date for determining Shareholders entitled to receive this notice of annual general meeting and to vote at the Meeting (or any postponement or adjournment of the Meeting) is the close of business on May 1, 2024.

Particulars of the foregoing matters are set forth in the management information circular of the Company (the "**Circular**") accompanying this notice (the "**Notice of Meeting**"), enclosed form of proxy (the "**Proxy**") and a Financial Statement Request Form. This Notice of Meeting and the accompanying Circular have been sent or been made available to each director of the Company, each shareholder of the Company entitled to notice of the Meeting and the auditors of the Company. The accompanying Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

This Notice of Meeting is accompanied by the Proxy, the Circular and a Financial Statement Request Form. These materials contain detailed voting instructions and information about the matters to be decided at the Meeting; as a Shareholder, you should read the accompanying materials carefully. If you are a Shareholder and wish to be represented by proxy at the Meeting (or any postponement or adjournment of the Meeting), you should follow the voting instructions provided with your Proxy. To be valid, submitted Proxies must be received on or before 9:00 a.m. (Toronto time) on Wednesday, June 5, 2024, to the Company's transfer agent and registrar, Odyssey Transfer Agent & Trust Company, Attention: Stacey Diocampo, Suite 702 – 67 Yonge Street, Toronto, Ontario, M5E 1J8. If you are a registered Shareholder (please see the accompanying Circular for a definition) and wish to vote in person at the Meeting (or any postponement or adjournment of the Meeting), you will be asked to register for the Meeting by identifying yourself at the registration desk at the Meeting.

**DATED** on the 1<sup>st</sup> day of May, 2024.

**By Order of the Board of Directors**

*(signed) "Jody Aufrichtig"*

---

Jody Aufrichtig  
Director and Executive Chairman