



NOVA MENTIS LIFE SCIENCE CORP.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **Nova Mentis Life Science Corp.** (the “**Company**”) will be held on Tuesday, December 22, 2020 at the offices of the Company at Suite 700, 838 West Hastings Street, Vancouver, British Columbia, Canada, at the hour of 10:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial year ended December 31, 2019;
2. To fix the number of directors of the Company at three (3);
3. To elect the directors of the Company for the ensuing year;
4. To re-appoint Smythe LLP, Chartered Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration; and
5. To consider, and if thought fit, to pass an ordinary resolution, by disinterested shareholder vote, to ratify and approve adoption of the Company’s Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular.

This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, directors and officers of the Company, we strongly encourage you to vote by proxy in advance of the Meeting rather than attending the Meeting in person. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. In-Person meeting is subject to possible further restrictions from the local Provincial Health Authority

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524 within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the Registered Shareholder or by his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 23rd day of November, 2020.

BY ORDER OF THE BOARD

“William Rascan”, President & CEO