

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
(Pursuant to Section 4.9 of National Instrument 51-102)

To: British Columbia Securities Commission  
Alberta Securities Commission  
Autorité des marchés financiers  
(collectively, the "**Commissions**")

**Item 1. Names of the Parties to the Transaction**

The following corporate entities were parties to the transaction:

- a) Neural Therapeutics Inc., a company incorporated under the *Business Corporations Act* (Ontario) and a former subsidiary of Vertical Peak Holdings Inc. (as hereinafter defined) ("**Neural**"); and
- b) Vertical Peak Holdings Inc. (formerly High Fusion Inc.), a company continued under the *Business Corporations Act* (British Columbia) ("**Vertical Peak**").

**Item 2. Description of the Transaction**

Capitalized terms that are not otherwise defined herein shall have the meanings set forth in the amended and restated arrangement agreement dated February 24, 2023 entered into between Vertical Peak and Neural (the "**Arrangement Agreement**").

On May 23, 2023, Vertical Peak and Neural (together the "**Parties**") completed the previously announced spin-out transaction carried out by way of a statutory plan of arrangement (the "**Plan of Arrangement**") pursuant to the *Business Corporations Act* (British Columbia) and in accordance with the terms of the Arrangement Agreement.

Pursuant to the Plan of Arrangement, which is more particularly described in the management information circular of Vertical Peak dated March 15, 2023 ("**Circular**"), as of the Effective Date (as hereinafter defined), Vertical Peak re-designated all of its issued and unissued Vertical Peak subordinate voting shares ("**Vertical Peak SVS**") and Vertical Peak multiple voting shares ("**Vertical Peak MVS**") as "Class A Subordinate Voting Shares" and "Class A Multiple Voting Shares", respectively, and created a new class of an unlimited number of common shares without par value with terms identical to the Vertical Peak SVS ("**Vertical Peak New SVS**") and a new class of multiple voting shares with terms identical to the Vertical Peak MVS ("**Vertical Peak New MVS**"). Vertical Peak reorganized its capital through:

- a) the issuance of a number of Vertical Peak New SVS equal to the number of Vertical Peak SVS previously held by each such holder and distribution of a number of common shares in the capital of Neural ("**Neural Shares**") equal to the product of the number of Vertical Peak New SVS held and multiplied by the 0.013884682, in accordance with the provisions the Plan of Arrangement as of the Effective Date; and
  - b) the issuance of a number of Vertical Peak New MVS equal to the number of Vertical Peak MVS previously held by each such holder and distribution of a number of Neural Shares equal to the product of the number of Vertical Peak New MVS held and multiplied by the 0.13884682, in accordance with the provisions the Plan of Arrangement as of the Effective Date
- (collectively, the "**Share Exchange**").

In connection with the Share Exchange:

- a) the name of each Vertical Peak shareholder was removed from the central securities register for the Vertical Peak SVS and Vertical Peak MVS and added to the central securities register for the Vertical Peak New SVS and Vertical Peak New MVS, respectively, and Neural Shares as the holder of the number of Vertical Peak New SVS, Vertical Peak New MVS and Neural Shares, respectively, received pursuant to the Share Exchange;
- b) all issued and outstanding Vertical Peak SVS and Vertical Peak MVS have been cancelled and the capital in respect of such securities has been reduced to nil;
- c) the number of Neural Shares previously held by Vertical Peak and distributed pursuant to the Share Exchange has been removed from Neural's register of holders of Neural Shares. Furthermore, the authorized share structure of Vertical Peak has been reorganized and altered by:
  - i. the elimination of Vertical Peak SVS from the authorized share structure of Vertical Peak;
  - ii. the elimination the Vertical Peak MVS from the authorized share structure of Vertical Peak;
  - iii. the change of the identifying name of the issued and unissued Vertical Peak New SVS to "Subordinate Voting Shares"; and
  - iv. the change of the identifying name of the issued and unissued Vertical Peak New MVS to "Multiple Voting Shares".

Pursuant to the terms of the Arrangement Agreement, Neural issued 2,000,000 warrants ("**Neural VP Warrant**") to Vertical Peak. Each Neural VP Warrant is exercisable into one Neural Share at a price of \$1.00 per Neural Share for a period ending 36 months from the Effective Date.

**Item 3. Effective Date of the Transaction**

May 23, 2023 ("**Effective Date**")

**Item 4. Name of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Entity**

As a result of the completion of the Plan of Arrangement, Neural became a reporting issuer in the Provinces of British Columbia, Alberta, and Quebec (collectively, the "**Reporting Jurisdictions**"). Vertical Peak continues to be a reporting issuer in the Provinces of Ontario, British Columbia, Alberta, and Quebec.

**Item 5. Date of the Reporting Issuer's First Financial Year-End After the Transaction**

Neural - July 31, 2023

**Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction**

Neural's financial year end is July 31. Neural's financial statements required to be filed for the first financial year subsequent to the Transaction herein are as follows:

<i>Financial Statements</i>	<i>Period Ended</i>	<i>Comparative Period Ended</i>
Interim	6 months ended January 31, 2023	6 months ended January 31, 2022
	9 months ended April 30, 2023	9 months ended April 30, 2022
Annual	Fiscal Year ended July 31, 2023	Fiscal Year ended July 31, 2022

**Item 7. Documents Filed Under National Instrument 51-102**

The following documents were filed on SEDAR in connection with the Plan of Arrangement and are available under Vertical Peak's profile at [www.sedar.com](http://www.sedar.com):

- (a) Arrangement Agreement and Plan of Arrangement between Neural and Vertical Peak dated February 24, 2023, and a press release announcing entry into amended and restated Arrangement Agreement on February 28, 2023;
- (b) Press Release dated May 23, 2023, announcing completion of the Plan of Arrangement and material change report of Vertical Peak relating thereto dated May 23, 2023;

- (c) A copy of the Circular;
- (d) Press release dated May 17, 2023 announcing the record date for the completion of the Plan of Arrangement;
- (e) Press release dated May 4, 2023 announcing approval of the Plan of Arrangement by Vertical Peak Shareholders;
- (f) Supplement to the Circular dated April 14, 2023, and press release dated April 14, 2023 providing supplemental disclosure to the Circular;
- (g) Notice and Access Notification dated March 30, 2023 to Vertical Peak Shareholders;
- (h) News release dated March 21, 2023 announcing filing of the Circular and disclosure about Neural's proposed financing;
- (i) Kreston GTA LLP consent letter dated March 15, 2023 consenting to inclusion of Neural Annual Financials into the Circular; and
- (j) Press release dated November 4, 2022 announcing the Plan of Arrangement, and material change report dated November 7, 2022 in connection with entry into the Arrangement Agreement.

In connection with the Plan of Arrangement, Neural filed the following documents:

- (a) This Notice of Change in Corporate Structure;
- (b) Arrangement Agreement;
- (c) Final Court Order dated May 3, 2023;
- (d) Circular prepared in connection with the Plan of Arrangement and the annual and special meeting of Vertical Peak's shareholders held on May 1, 2023;
- (e) Articles of Incorporation dated June 2, 2020 and Articles of Amendment of Neural dated November 8, 2021;
- (f) By-law no. 1 of Psychedelic Science Corp. (predecessor name to Neural) dated June 2, 2020;
- (g) Press Release dated May 23, 2023, announcing completion of the Plan of Arrangement and material change report of Neural thereto dated May 23, 2023;

- (h) Restricted share unit compensation plan of Neural approved by Neural shareholders at the annual and special meeting of Neural shareholders on January 6, 2023 ("**Neural Meeting**");
- (i) Stock option plan of Neural approved by Neural shareholders at the Neural Meeting;

Copies of these documents can be found under Neural's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Dated:** May 29, 2023