

## CHANGE IN CORPORATE STRUCTURE

*pursuant to National Instrument 51-102, Section 4.9*

To: Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission

And To: Canadian Securities Exchange

Re: **OPTIMIND PHARMA CORP.** (formerly, "Loon Energy Corporation")  
(the "**Company**")

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### 1. Parties to the Transaction

Loon Energy Corporation ("**Loon**") a reporting issuer, Optimind Pharma Inc. ("**Optimind**") a corporation existing under the laws of the Province of Ontario, and 1000033135 Ontario Inc. ("**Newco**"), the wholly-owned subsidiary of Loon.

### 2. Description of the Transaction

Effective July 28, 2022, Loon completed a three-cornered amalgamation under the *Business Corporations Act* (Ontario), whereby its wholly-owned subsidiary amalgamated with Optimind, and all of the outstanding shares of Optimind were exchanged for shares of Loon pursuant to the terms of an acquisition agreement (the "**Acquisition Agreement**") dated November 30, 2021, as amended, among Loon, Optimind and Newco. Loon changed its name to "Optimind Pharma Corp." and consolidated its outstanding common shares on a 1.713084 for 1 basis (the "**Loon Consolidation Shares**"). Loon acquired all of the issued and outstanding Optimind shares by exchange of one (1) Loon Consolidation Share in respect of a reverse take-over transaction (the "**RTO**"). Optimind is now a wholly-owned subsidiary of the Company.

The Company now focuses on the business of Optimind, which includes specializing in prescribing medical cannabis and other alternative treatments for various medical ailments.

Following the RTO, the leadership team of the Company is as follows:

- Tom Sipos — Chief Executive Officer and Director
- Rakesh Malhotra – Chief Financial Officer
- Dr. Mike Hart — Chief Operating Officer
- Marshall Morris — Director
- Tushar Arora – Director

Additional information related to the Company's business, capitalization and the RTO (including the members of the management team and board of directors listed above) will be available in the Company's listing statement (the "**Listing Statement**"), which will be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) prior to the commencement of trading of its common shares on the Canadian Securities Exchange ("**CSE**"), which is expected to commence trading on or about Thursday, August 4, 2022 under the symbol

"OMND". In addition, the press release of the Company dated July 29, 2022 (the "**Press Release**") and the material change report of the Company dated July 29, 2022 (the "**MCR**"), are each available under the Issuer's SEDAR profile at [www.sedar.com](http://www.sedar.com).

**3. Effective Date of the Transaction**

July 28, 2022

**4. Names of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and Each Continuing Entity**

No party ceased to be a reporting issuer subsequent to the Transaction. As a result of the transaction herein, the Company continues to be a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

**5. Date of the Reporting Issuer's First Financial Year End Subsequent to the Transaction**

The Issuer's first financial year-end subsequent to the Transaction is February 28, 2023, as the Company has adopted the year-end of Optimind (being the reverse takeover acquirer in accordance with s. 4.10(1)(b) of National Instrument 51-102 – *Continuous Disclosure Obligations*).

**6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction**

- a) Interim financial statements for the three and six month period ended August 31, 2022;
- b) Interim financial statements for the three and nine month period ended November 30, 2022;
- c) Annual financial statements for the year ended February 28, 2023;
- d) Interim financial statements for the three month period ended May 31, 2023; and
- e) Interim financial statements for the three and six month period ended August 31, 2023.

**7. Document(s) filed that describe the transaction and where such document(s) can be found in electronic format**

For further information on the RTO Transaction, please see the Acquisition Agreement, the Listing Statement, the Press Release and the MCR, each of which is available under the Issuer's SEDAR profile at [www.sedar.com](http://www.sedar.com)

**Dated:** August 3, 2022.