

**OPTIMIND PHARMA CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Optimind Pharma Corp. (the "**Company**") will be held at 77 King Street West, Suite 3000, Toronto, Ontario on Wednesday, August 9, 2023, at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended February 28, 2023, and the report of the auditors thereon;
2. to elect the directors of the Company to hold office until the next annual meeting of shareholders;
3. to appoint DNTW Toronto LLP, Chartered Professional Accountants ("**DNTW**"), as auditor of the Company, to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors;
4. to consider and, if deemed advisable, pass, with or without variation, a resolution of shareholders re-approving the Company's equity incentive compensation plan (the "**Equity Plan**"), the full text of which is set out in the accompanying information circular; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular and form of proxy or voting instruction form, as applicable.

The board of directors of the Company (the "**Board**" or "**Board of Directors**") has by resolution fixed the close of business on June 12, 2023, as the record date (the "**Record Date**"), being the date for the determination of the registered holders of the common shares of the Company entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof.

Registered shareholders and duly appointed proxyholders will be able to vote at the Meeting. Beneficial shareholders (being shareholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee, or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest but not be able to participate or vote at the Meeting. Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign, and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. Shareholders wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit their duly completed and executed form of proxy with the Company's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or adjournments or postponements thereof at which the proxy is to be used.

As a shareholder of the Company, it is very important that you read the management information circular of the Company dated June 12, 2023 (the "**Information Circular**" or "**Circular**"), and other Meeting materials carefully; they contain important information regarding voting your securities and attending and participating at the Meeting.

Shareholders who wish to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent them at the Meeting, may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend the Meeting as your proxy and vote your shares, including if you are a nonregistered shareholder and wish to appoint yourself as proxyholder to vote at the Meeting, you **MUST** identify such proxyholder on your form of proxy or voting instruction form.

DATED at Toronto, Ontario as of the 12th day of June 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Tomas Sipos"

Name: Tomas Sipos

Title: President, Chief Executive Officer and Director