



Stifel Nicolaus Canada Inc.
145 King Street West, Suite 300
Toronto, ON M5H 1J8
Tel: (416) 367-8600 Fax: (416) 943-6160

TERMS & CONDITIONS

MYDECINE INNOVATIONS GROUP INC. OVERNIGHT MARKETED OFFERING OF UNITS MAY 18, 2022

The Units will be offered by way of a prospectus supplement in each of the provinces of Canada, except the Province of Quebec. A prospectus supplement containing important information relating to the Units has not yet been filed with the applicable Canadian securities regulatory authorities. An amended and restated base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada. This document does not provide full disclosure of all material facts relating to the Units. Investors should read the amended and restated base shelf prospectus, any amendment and any applicable prospectus supplement, for disclosure of those facts, especially risk factors relating to the Units, before making an investment decision.

Copies of the amended and restated base shelf prospectus, any amendments and any applicable prospectus supplements, are available electronically at www.sedar.com.

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| Issuer: | Mydecine Innovations Group Inc. (the " Company "). |
| Offering: | Treasury offering of Units (" Units "). |
| Offering Price: | \$1.15 |
| Units: | Each Unit will consist of one common share (each a " Unit Share ") and one Common Share purchase warrant (each a " Unit Warrant "). Each Unit Warrant will entitle the holder thereof to purchase one common share at a price of \$1.40 per Unit Share (the " Warrant Exercise Price "). The Unit Warrants will expire sixty months from the date of issuance. |
| Offering Amount: | To be determined in the context of the market. |
| Over-Allotment Option: | The Company has granted the agents an option (the " Over-Allotment Option "), exercisable in part or in whole at the agents' sole discretion, at any time and from time to time beginning on the closing of the Offering until 30 days following the closing of the Offering, to sell that number of additional Units, Unit Shares or Unit Warrants, or any combination thereof, as is equal to 15% of the aggregate number of Units sold in the Offering to cover over-allotments, if any, and for market stabilization purposes. |
| Use of Proceeds: | The net proceeds of the Offering will be used for working capital and general corporate purposes. |
| Form of Offering: | Overnight marketed public offering by way of a prospectus supplement to the Company's amended and restated base shelf prospectus dated January 28, 2022 filed in all of the provinces of Canada, except the |



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Province of Quebec, and in the United States on a private placement basis pursuant to available exemptions from the registration requirements under the *United States Securities Act of 1933*, as amended, and in such other jurisdictions and in such other jurisdictions that are mutually agreed to by the Company and the Co-Lead Agents, each acting reasonably, and in accordance will all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdictions.

- Listing:** The common shares of the Company are listed on the NEO Exchange (the "**NEO**") under the symbol "MYCO". The Company shall obtain the necessary approvals to list, on the Closing Date, (i) the Unit Shares and Unit Warrants comprising the Units (including those issued in connection with the Over-Allotment Option); and (ii) the Compensation Shares underlying the Compensation Warrants (including those issued in connection with the Over-Allotment Option).
- Eligibility:** Eligible for investment under certain statutes as well as for RRSPs, RRIFs, RESPs, TFSAs and DPSPs.
- Co-Lead Agents:** Stifel Nicolaus Canada Inc. and Roth Canada, Inc.
- Commission:** The cash fee payable by the Company to the Co-Lead Agents for services rendered in connection with the issue and sale of the Units shall be 7.0% of the gross proceeds from the sale of such Units, including any Units sold pursuant to the Over-Allotment Option and the Company will issue to the Co-Lead Agents on the Closing Date that number of compensation warrants equal to 7.0% of the Units issued in the Offering, including the Over-Allotment Option (each a "**Compensation Warrant**"). Each Compensation Warrant shall be exercisable for one common share of the Company at the Warrant Exercise Price.
- Closing Date:** On or about May 25, 2022.