

**Form 51-102F3**  
**Material Change Report**

**Item 1     Name and Address of Company**

Braxia Scientific Corp. (“**Braxia**” or the “**Company**”)  
1430 Hurontario Street  
Mississauga, Ontario  
L5G 3H4

**Item 2     Date of Material Change**

April 13, 2022.

**Item 3     News Release**

The press release attached as Schedule “A” was disseminated through Canada Newswire on April 13, 2022, with respect to the material change.

**Item 4     Summary of Material Change**

On April 13, 2022, the Company announced that it had reached an agreement in principle (the “US Settlement”) to settle claims alleged in a securities class action (“US Class Action”) pending against the Company and certain of its former officers filed in the United States District Court for the Central District of California in April, 2021. The Company also announced it has signed a settlement agreement (the “Canadian Settlement”) to resolve a class action lawsuit filed in the British Columbia Supreme Court in May 2021 against the Company, its CEO, certain of its former officers, a shareholder, and underwriters.

The US Settlement contemplates a cash payment by the Company of USD \$1 million to settle the US Class Action. The Canadian Settlement contemplates a cash payment of CDN \$1.9 million, of which the Company will be paying CDN \$1.6 million. The total cost to the Company to settle both class actions, after available insurance, will be approximately CDN \$1.36 million.

Both the US Settlement and the Canadian Settlement are subject to court approval at hearings expected later in 2022. Once the US Settlement and the Canadian Settlement receive court approval, both class actions will be dismissed against all defendants, including the Company and its officers.

**Item 5     Full Description of Material Change**

*5.1            Full Description of Material Change*

Please see the press release attached as Schedule “A”.

*5.2            Disclosure for Restructuring Transactions*

Not applicable.

**Item 6      Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

The following executive officer is knowledgeable about the material changes and may be contacted about this report:

Peter Rizakos, General Counsel of the Company, at (647) 204-3083.

**Item 9      Date of Report**

April 18, 2022.

**Schedule “A”**

*[See Attached]*



# UPDATE - Braxia Scientific Reaches Agreements to Settle Class Actions in US and Canada

## Agreements Subject to Court Approval

TORONTO, April 13, 2022 /CNW/ - Braxia Scientific Corp. ("Braxia Scientific", or the "Company"), (CSE: BRAX) (OTC: BRAXF) (FWB: 4960) announced today that it has reached an agreement in principle (the "US Settlement") to settle claims alleged in a securities class action ("US Class Action") pending against the Company and certain of its former officers filed in the United States District Court for the Central District of California in April, 2021. The Company also announced it has signed a settlement agreement (the "Canadian Settlement") to resolve a class action lawsuit ("Canadian Class Action") that was filed in the British Columbia Supreme Court in May 2021 against the Company its CEO, certain of its former officers, a shareholder, and underwriters.

The US Settlement contemplates a cash payment by the Company of USD \$1 million to settle the US Class Action. The Canadian Settlement contemplates a cash payment of CDN \$1.9 million, of which the Company will be paying CDN \$1.6 million.

After available insurance, the total cost to the Company to settle both class actions will be approximately CDN \$1.36 million. This does not include legal expenses incurred by the Company, estimated at approximately CDN \$950,000, of which approximately CDN \$750,000 has been paid.

Both the US Settlement and the Canadian Settlement are subject to court approval at hearings expected later in 2022. Under the respective settlement agreement, once the US Settlement and the Canadian Settlement receive court approval, both class actions will be dismissed against all defendants, including the Company and its officers. Approval by the respective courts, notice to the putative classes, and the satisfaction of customary conditions to effectiveness will take several months.

As previously disclosed, given the uncertainties of litigation, the Company had not been in a position to assess the likelihood of any potential loss or adverse effect on its financial condition or to reasonably estimate the amount of potential loss in connection with the class actions. As a result of the entry into the US Settlement and the Canadian Settlement, the Company expects that the above-referenced total cost to settle will be incorporated into its results of operations and financial condition for the fiscal quarter ending June 30, 2022.

## Resignation of Director

The Company announces that Dr. David Greenberg has resigned as a director. The resignation is not connected to the class actions or the settlement. Dr Greenberg is not a party to the class actions.

The Company appreciates David's meaningful contribution to the Company and wishes him well in future endeavours.

## About Braxia Scientific Corp.

Braxia Scientific is a medical research company with clinics that provide innovative ketamine treatments for persons with depression and related disorders. Through its medical solutions, Braxia aims to reduce the illness burden of brain-based disorders, such as major depressive disorder among others. Braxia is primarily focused on (i) owning and operating multidisciplinary clinics, providing treatment for mental health disorders, and (ii) research activities related to discovering and commercializing novel drugs and delivery methods. Braxia seeks to develop ketamine and derivatives and other psychedelic products from its IP development platform. Through its wholly owned subsidiary, the Canadian Rapid Treatment Center of Excellence Inc., Braxia currently operates multidisciplinary community-based clinics offering rapid-acting treatments for depression located in Mississauga, Toronto, Ottawa, and Montreal.

ON BEHALF OF THE BOARD

"Dr. Roger S. McIntyre"

Dr. Roger S. McIntyre

Chairman & CEO

The CSE has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

## Forward-looking Information Cautionary Statement

This news release contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations, or beliefs of future performance are "forward-looking statements."

Forward-looking statements include statements about the intended promise of ketamine-based treatments for depression and the potential for ketamine to treat other emerging psychiatric disorders, such as Bipolar Depression. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others, the failure of ketamine, psilocybin and other psychedelics to provide the expected health benefits and unanticipated side effects, dependence on obtaining and maintaining regulatory approvals, including acquiring and renewing federal, provincial, municipal, local or other licenses and engaging in activities that could be later determined to be illegal under domestic or international laws. Ketamine and psilocybin are currently Schedule I and Schedule III controlled substances, respectively, under the Controlled Drugs and Substances Act, S.C. 1996, c. 19 (the "CDSA") and it is a criminal offence to possess such substances under the CDSA without a prescription or a legal exemption. Health Canada has not approved psilocybin as a drug for any indication, however ketamine is a legally permissible medication for the treatment of certain psychological conditions. It is illegal to possess such substances in Canada without a prescription.

These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated,

estimated or intended. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, including the Amended and Restated Listing Statement dated April 15, 2021, which are available at [www.sedar.com](http://www.sedar.com). There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements.

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**For further information:** Braxia Scientific Corp., Tel: 416-762-2138, Email: [info@braxiascientific.com](mailto:info@braxiascientific.com), Website: [www.braxiascientific.com](http://www.braxiascientific.com)

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