

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Braxia Scientific Corp. (“**Braxia**” or the “**Company**”)
700 Bay Street
Suite 1903
Toronto, Ontario
M5G 1Z6

Item 2 Date of Material Change

September 15, 2022.

Item 3 News Release

A press release with respect to the material change referred to in this report was disseminated through Canada Newswire on September 21, 2022 and was subsequently filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4 Summary of Material Change

The Company appointed Leann Taylor, the President and Chief Operating Office of KetaMD, Inc., a wholly-owned subsidiary of Braxia, to the board of directors of the Company on September 15, 2022.

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

September 27, 2022.

Schedule “A”

[See Attached]



Braxia Scientific Announces Board Appointment

TORONTO, Sept. 21, 2022 /CNW/ - Braxia Scientific Corp. ("Braxia Scientific", or the "Company"), (CSE: BRAX) (OTC: BRAXF) (FWB: 4960) a medical research and telemedicine company with clinics providing innovative ketamine and psilocybin treatments for depression and related disorders, is pleased to announce that Leann Taylor, President and COO of KetaMD, Inc. ("KetaMD"), has joined the board of directors.

KetaMD, a telemedicine platform recently acquired by Braxia Scientific, provides access to at-home ketamine treatments for people suffering from mental health disorders such as depression, bipolar disorder, anxiety and post-traumatic stress disorder (PTSD). KetaMD currently operates in the State of Florida but a roll out to other states is planned this year.

About Braxia Scientific Corp.

Braxia Scientific is a medical research and telemedicine company with clinics that provide innovative ketamine treatments for persons with depression and related disorders. Braxia also launched its U.S. based end-to-end telemedicine platform KetaMD, that utilizes leading technology to provide access to safe, affordable, and potentially life-changing at-home ketamine treatments for people living with depression and related mental health conditions. 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 treatments in-person and virtually 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, Braxia Health (formerly the Canadian Rapid Treatment Center of Excellence Inc.), operates multidisciplinary community-based clinics offering rapid-acting treatments for depression located in Mississauga, Toronto, Kitchener-Waterloo, 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, the potential for ketamine or other psychedelics to treat other mental health conditions, the integration plans for Braxia and KetaMD, the intention to conduct further clinical trials, the expected growth of at-home telemedicine, the expected benefit and synergies of Braxia and KetaMD and the expectation to expand to areas other than Florida. 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 and its most recent MD&A, which are available at 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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<https://www.prnewswire.com/news-releases/braxia-scientific-announces-board-appointment-301630356.html>

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