



CSE: NEON

The listing of our common shares will be subject to us fulfilling all of the applicable listing requirements of the Canadian Securities Exchange, which cannot be guaranteed. We have applied to list our common shares on the Exchange. We intend to be listed on the Exchange under the symbol NEON.

NeonMind Biosciences Inc.
neonmindbiosciences.com

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in Alberta, Saskatchewan, Manitoba and Ontario. A copy of the final prospectus, and any amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

An investment in the Units should be considered speculative due to the nature of the Company's business and its stage of development.

There is no guarantee that the Company will be able to secure financing to meet its future needs on reasonable terms. Due to the nature of our business, an investment in any of our securities is speculative and involves a high degree of risk that should be considered by potential investors. For these reasons, the Offering is suitable only for those purchasers who are able to make long term investments and who are able to risk a loss of their entire investment. Potential purchasers should read this entire Prospectus and consult their professional advisors before investing. See "Risk Factors" and "Forward Looking Statements" in the prospectus.

We have applied to list our Common Shares on the Canadian Securities Exchange (the "Exchange"). Listing on the Exchange will be subject to us fulfilling all of the listing requirements of the Exchange, including without limitation, the distribution of the Common Shares to a minimum number of public shareholders and us meeting certain financial and other requirements. See "Risk Factors" in the prospectus. The listing of our Common Shares will be subject to us fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

There is currently no public market for the Units and there can be no assurance that an active market for the Units will develop or be sustained after the Offering. The value of the Units is subject to volatility in market trends and conditions generally, notwithstanding any potential success we may have in creating revenues, cash flows or earnings. See "Risk Factors".

Investors should rely only on the information contained in the prospectus. We have not authorized anyone to provide investors with different information. We are not offering the Units in any jurisdiction in which the offer is not lawfully permitted. Investors should not assume that the information contained in the prospectus is accurate as of any date other than the date of the prospectus. Subject to our obligations under applicable securities laws, the information contained in the prospectus is accurate only as of the date of the prospectus regardless of the time of delivery of this prospectus or of any sale of the Units.

NeonMind is developing and commercializing products that contain legal Medicinal Mushrooms and products that may contain psychedelic compounds. While NeonMind is focused on developing products using psychedelic compounds, NeonMind does not have any direct or indirect involvement with the illegal selling, production or distribution of any substances in the jurisdictions in which it operates. NeonMind does not deal with psychedelic substances and will only do so through agents within laboratory and clinical trial settings conducted within approved regulatory frameworks. NeonMind's products that contain psychedelic compounds will not be commercialized prior to applicable regulatory approval, which will only be granted if clinical evidence of safety and efficacy for the intended uses is successfully developed.

Psilocybin is currently a Schedule III drug under the Controlled Drugs and Substances Act, S.C. 1996, c. 19 (the "CDSA") and it is a criminal offence to possess substances under the CDSA without a prescription. Health Canada has not approved psilocybin as a drug.

DISCLAIMER

Forward Looking Information

This presentation contains "forward looking information" within the meaning of applicable Canadian securities legislation. Wherever possible, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of NeonMind Biosciences Inc. ("NeonMind", "us" "we") to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. 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 such statements.

Forward looking statements are based on the reasonable assumptions, estimates, analysis and opinions of our management made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Management believes that the assumptions and expectations reflected in such forward looking statements are reasonable.

See "Caution Regarding Forward Looking Statements" in the prospectus for further information".

NEONMIND BIOSCIENCES

About NeonMind™

We are developing products that contain legal Medicinal Mushrooms and we are engaged in preclinical research into potentially therapeutic uses of compounds found in psychedelic mushrooms.

We have filed 5 US provisional patent applications claiming methods of aiding in weight loss, treating compulsive eating disorder, treating obesity or a complication of obesity, and/or altering the diet of an individual by administering Psilocybin or other psychedelic substances.

We are entering the functional foods market and we have recently manufactured and launched for sale Medicinal Mushroom coffee products.



THE OBESITY EPIDEMIC

Obesity has been formally recognized by the World Health Organization as a global epidemic:

- 2.8 million people die each year as a result of being overweight or obese;⁽¹⁾ and
- in 2016, more than 1.9 billion adults, 18 years and older, were overweight.⁽¹⁾

Obesity accounts for 37% of the global burden of disease.⁽²⁾



GLOBAL OBESITY EPIDEMIC

(1) Source: the World Health Organization <https://www.who.int/news-room/facts-in-pictures/detail/6-facts-on-obesity>
(2) Source: World Health Organization <https://www.who.int/news-room/fact-sheets/detail/obesity-and-overweight>
(3) Source: <https://www.ncbi.nlm.nih.gov/pmc/articles/PMC5325830/>

RISK of DEATH and DISEASE

Being overweight or obese are is a major risk factors for a number of chronic diseases, including⁽¹⁾:

- Cardiovascular diseases (mainly heart disease and stroke) which were the leading cause of death in 2012;
- Diabetes;
- Musculoskeletal disorders (especially osteoarthritis); and
- Some cancers (including endometrial, breast, ovarian, prostate, liver, gallbladder, kidney, and colon).

(1) Source: the World Health Organization <https://www.who.int/news-room/fact-sheets/detail/obesity-and-overweight>



A POSSIBLE SOLUTION:

Psilocybin

Psilocybin is a complex organic compound found in psychedelic mushrooms.

Psilocybin is known to activate [serotonin](#) receptors.⁽¹⁾
Serotonin curbs cravings and shuts off appetite, and can reduce eating and cause weight loss.⁽²⁾

We are researching the use of psilocybin to improve eating habits and cause weight loss.

(1) <https://www.medicalnewstoday.com/articles/308850#what-is-psilocybin>

(2) <https://www.psychologytoday.com/ca/blog/the-antidepressant-diet/201008/serotonin-what-it-is-and-why-its-important-weight-loss>



OUR RESEARCH WITH PSILOCYBIN

Research Approval & Development

- On October 7, 2020 Health Canada granted approval for NeonMind's preclinical trial to test psilocybin as a treatment for weight loss and food addiction.
- In early November 2020 our Preclinical Trial commenced at the University of British Columbia.
- We expect to have enough information from our Preclinical Trial to apply for our planned Phase 2 Human Clinical Trial in early 2021.

BREAKING THROUGH

Breakthrough Therapy Status: Psilocybin

According to the FDA, a breakthrough therapy designation is for a drug that treats a serious condition and preliminary clinical evidence indicates that the drug may demonstrate substantial improvement on clinically significant endpoints over available therapies.

In November 2019, the FDA granted the Usona Institute breakthrough therapy designation for psilocybin for the treatment of major depressive disorder.

Psychedelics: Breakthrough Status to Treat PTSD

The Multidisciplinary Association for Psychedelic Studies (MAPS) is currently sponsoring ongoing Phase 3 clinical trials of MDMA-assisted psychotherapy for post traumatic stress disorder (“PTSD”) at 15 sites in the US, Canada, and Israel. In August 2017, the FDA granted Breakthrough Therapy Designation to MDMA-assisted psychotherapy for PTSD.

Psychedelics to Treat Drug Addiction and ADHD

On May 21, 2020, Mind Medicine (Mindmed) Inc. disclosed in a prospectus that it had completed a Phase 1 trial to develop a non-hallucinogenic version of the psychedelic ibogaine to treat opioid withdrawal. On November 16, 2020, the company announced that it received approval of protocol design to evaluate microdoses of LSD for adult attention deficit-deficit/hyperactivity disorder from Swiss and Dutch health authorities.

<https://www.stockwatch.com/News/Item?bid=Z-C:MMED-2990278&symbol=MMED%C2%AEion=C>

PSYCHEDELIC INTELLECTUAL PROPERTY PORTFOLIO

NeonMind has filed 2 U.S. provisional patent applications to protect intellectual property relating to the use of compounds found in psychedelic mushrooms and for therapeutic use. We have also filed 3 U.S. provisional patent applications for other psychedelic substances, lysergic acid diethylamide (“LSD”), d-lysergic acid amide (“LSA”) and DMT, for therapeutic use. ⁽¹⁾

Our pending patents include the administration of psychedelic compounds to:

- Aid in weight loss
- Treat obesity and its complications
- Reduce food cravings
- Treat compulsive eating disorder
- altering the diet of an individual

(1) TLS has a 20% interest in the intellectual property related to LSD, LSA and DMT as a research collaborator.



POTENTIAL OF NEONMIND'S PSYCHEDELIC RESEARCH

Weight Loss and Management

Major factors expected to drive the weight related market at a compound annual growth rate of 6.9%, include an increasing obese population, increasing number of bariatric surgeries, growing adoption of online weight loss and weight management programs, increase in disposable income in developing economies and increasing government initiatives for creating awareness among obese population.

<https://www.marketsandmarkets.com/Market-Reports/weight-loss-obesity-management-market-1152.html>.





NEONMIND™ RESEARCH USING PSYCHEDELIC COMPOUNDS

Preclinical Psilocybin Trial - In Progress

Our preclinical trial with psilocybin (found in psychedelic mushrooms) is designed to gather information regarding its potential drug product to aid in weight loss.

- We have engaged the University of British Columbia to carry out our preclinical research to examine therapeutic use of psilocybin to aid in weight loss.
- The principal investigator of our current preclinical trial is Dr. Alasdair Barr, Department of Anesthesiology, Pharmacology & Therapeutics, Faculty of Medicine at the University of British Columbia.
- We have signed a restricted drug supply agreement with Psygen Labs Inc. for psilocybin supply through an agent for our preclinical trial and direct supply for our potential clinical trials and for potential commercial launch of a drug product to aid weight loss.

NEONMIND™ MEDICINAL MUSHROOM PRODUCTS



Near Term Commercialization

We are using our proprietary formulations to commercialize mushroom-infused functional food products, with revenues projected to begin in late 2020.

Our products are infused with legal medicinal mushrooms such as Lion's Mane, Turkey Tail, Reishi and Cordyceps.

Our NeonMind™ mushroom infused coffee eCommerce platform launched in November 2020.

NEONMIND™ MUSHROOM INFUSED COFFEES

INSTANT COFFEES

- **Rest Blend**
A well-balanced coffee infused with Lion's Mane and Reishi mushrooms, as well as Ashwagandha and Turmeric.
- **Energize Blend**
Robust coffee infused with Turkey Tail and Cordycep mushrooms, blended with Holy Basil and Moringa.

BREWED COFFEES

- **Focus Blend - Dark Roast**
A well-balanced coffee infused with Lion's Mane and Reishi mushrooms, combined with Gotu Kola and Brahmi.
- **Protect Blend - Medium Roast**
A robust coffee infused with Turkey Tail and Cordycep mushrooms, blended with the Moringa and Amla Berry.



TRANSLATIONAL LIFE SCIENCES

The Translational Life Sciences Inc. (“**TLS**”) team has experience in designing and conducting preclinical and clinical trials and experience designing a clinical trial using a restricted substance. We engaged TLS to design our psilocybin preclinical research.

NeonMind has acquired approximately 18% of TLS, a start-up biotechnology company focused on developing proprietary formulations that contain restricted substances such as psilocybin and cannabis.

The founder of TLS is Dr. William Panenka, a dually boarded neurologist and psychiatrist and a Canadian Institute of Health Research funded academic faculty member at the University of British Columbia.

Dr. William Honer is the Head, Scientific Advisory Board at TLS and a translational scientist and physician. He is a psychiatrist and the previous Head of Psychiatry Department at UBC. He is fellowship-trained at Columbia University and the Albert Einstein College of Medicine. He has published more than 300 peer-reviewed manuscripts, including primary clinical trial authorship works in journals such as the *New England Journal of Medicine*.

Dr. Caroline MacCallum is the Chief Medical Officer at TLS, as well as a pharmacist and internal medicine physician with expertise in complex pain and medical cannabis.



NEONMIND TEAM LEADERS



JEFF B. SMITH

INDEPENDENT DIRECTOR

- Over 30 years of general management experience.
- Previously the Global Chief Transformation Officer at Johnson & Johnson Consumer Companies (NYSE:JNJ).
- In his most recent role as Johnson & Johnson Company Group Chairman for Consumer North America, Mr. Smith delivered new growth levers such as Beauty Special Ops and the OceanX partnership, and oversaw several strategic acquisitions including Vogue International LLC, La Lumière, and Neostrata.
- Launched several entrepreneurial initiatives including co-Founder and CEO of Paragon Vitamins and co-Founder & Partner at Ignite Ventures Studios.



PENNY WHITE

PRESIDENT & CHIEF EXECUTIVE OFFICER, DIRECTOR

- Serial entrepreneur with over two decades of experience building companies.
- Co-founder, President and CEO of Better Plant Sciences Inc. (CSE: PLNT, OTCQB:VEGGF), for 3 years.
- Initial officer and director of Merus Labs Inc. (TSX:MSL) for 2 years.
- Recognized in PROFIT Magazine's W100 list of female entrepreneurs and her private company was included in PROFIT 500 Fastest Growing companies in 2015 and 2016.
- Former President, Chief Operating Officer and Director of Glance Technologies Inc. (Now Perk Labs (CSE:PERK)), for 3 years.



RICK HUANG

CFO

- CFO of Better Plant Sciences Inc. (CSE: PLNT, OTCQB:VEGGF), for close to 3 years.
- Serves as Chair of the Audit Committee for Datable Technology Corp. (TSXV: TTM), since May 2015.
- Previously served as CFO of Hanwei Energy Services Corp. (TSX: HE) from April 2007 to May 2018 where he managed all aspects of finance, banking, compliance, accounting, reporting, internal control, and supporting the board of directors in financial oversight.
- Previously served as Chair of the Governance Committee and member of the Audit Committee of Poydras Gaming Finance Corp. (TSXV: PYD), for close to 2 years.
- Designated CPA, CGA

NEONMIND TEAM



KARI RICHARDSON

INDEPENDENT DIRECTOR

- Over 15 years of experience practicing as a securities lawyer, and is currently a shareholder (partner) at Owen Bird, a downtown Vancouver law firm.
- Experience in representing public companies and companies intending to go public on the TSX-V, the CSE and the OTC, with a practice focused on mergers and acquisitions, corporate finance and securities.
- Member of the Law Society of New Brunswick since 1997 and a member of the Law Society of British Columbia since 2005.



AMBER ALLEN

VICE PRESIDENT, SALES

- Seasoned sales broker bringing more than 15 years of sales experience in the health and wellness industry.
- Worked with distributors to grow a multitude of brands in the skincare, edible mushrooms and other wellness spaces, including Four Sigmatic, Mikei Red Reishi, Sun Warrior, Thursday Plantation, Lavidio Skin Care, Love Chock, My Matcha Life, and Kosmea Skin Care.
- Founder and operator for close to 7 years of Naturally Amber, a boutique creative firm specializing in sales consulting, social media, content marketing, design, and marketing for natural health and wellness brands.

NEONMIND ADVISORS



DR. WILLIAM PANENKA

CHAIR, SCIENTIFIC ADVISORY BOARD

- Dually boarded Neurologist and Psychiatrist and Canadian Institute of Health Research funded academic faculty member at the University of British Columbia.
- Completed a post doctoral fellowship at UBC and Harvard University.
- Maintains a research program in brain injury, mental health and addictions.
- Authored over 30 publications in the last 5 years.
- Founder and Director, Translational Life Sciences Inc.



CHARLES BOULAKIA

MEMBER, ADVISORY BOARD

- Over 18 years of experience as a patent lawyer in the preparation and prosecution of patent applications in a variety of industries including: biotechnology, chemistry, biofuel, oil and gas and pharmaceuticals.
- In addition to designing and filing patent applications, Charles provides his clients with IP due diligence, validity, and freedom to operate opinions.
- Experience drafting and negotiating license agreements and advises on food and drug regulatory law, including product labelling and advertising.

CAPITAL STRUCTURE & IPO

Prior to NeonMind's Initial Public Offering ("IPO"):

Issued & Outstanding: 66,430,500 common shares

Escrow: 51,713,500 common shares subject to 3 year Escrow⁽¹⁾

Restrictions: 12,824,000 non Escrow common shares subject to Restrictions⁽²⁾

Pre-Money Valuation: \$6,643,050

IPO: A minimum of 20,000,000 Unit Shares and up to a maximum of 40,000,000 Unit Shares (46,000,000 if the Over-Allotment Option is exercised in full). Each Unit is being sold for \$0.10 and consists of one share and one warrant to purchase another share at \$0.20 for 12 months from the issuance date of the Unit.

Common Shares Outstanding Post-IPO:

Designation of Security	Outstanding at the date of the Prospectus (3)	Outstanding after the Minimum Offering	Outstanding after the Maximum Offering	Outstanding after the Maximum Offering and the Full Exercise of the Over-Allotment Option
Common Shares	66,430,500	66,430,500	66,430,500	66,430,500
Common Shares issued as part of Unit	-	20,000,000	40,000,000	46,000,000
Total Non-Diluted Capitalization	66,430,500	86,430,500	106,430,500	112,430,500

- (1) Released in tranches beginning 30 days after the Listing Date and ending 3 years after the Listing Date.
- (2) Released as follows: 690,000 on the Listing Date (this corresponds to 69 shareholders for each of whom 10,000 common shares are released on the Listing Date), and the remaining shares in equal tranches 30, 60, 90 and 120 days after the Listing Date.
- (3) As of the date of the Prospectus there are 6,350,000 options, 9,196,883 Restricted Stock Units and 88,152,950 warrants outstanding. After the minimum offering there would be 6,350,000 options outstanding, 200,000 Agent Options, 9,196,883 Restricted Stock Units and 108,152,950 warrants outstanding. After the Maximum offering there would be 6,350,000 options, 400,000 Agent Options, 9,196,883 Restricted Stock Units and 128,152,950 warrants outstanding. After the Maximum offering and the full exercise of the over-allotment option, there would be 6,350,000 options, 460,000 Agent Options, 9,196,883 Restricted Stock Units and 134,152,950 warrants outstanding.

Agent Fees: We have agreed to pay the Agent a cash commission on the closing date of the Offering equal to 10% of the gross proceeds from the Offering, and a corporate finance fee of \$45,000. We have also agreed to issue to the Agent such number of options as is equal to 10% of the number of the Units sold pursuant to the Offering, including in respect of the Over-Allotment Option for additional Units (The "Agent Options").

Over Allotment: We have granted an Over-Allotment Option to the Agent, exercisable at the Agent's sole discretion, in whole or in part, to sell up to an additional 6,000,000 Units (representing 15% of the Units sold pursuant to the Maximum Offering) at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. The Over Allotment Option is exercisable until the date which is 30 days following the Closing Date. The Over-Allotment Option and the Units issued pursuant to the exercise of the Over-Allotment Option are qualified for distribution under the Prospectus. For more details, see the section titled "Plan of Distribution" in the Prospectus.

Use of Proceeds: If we complete the minimum offering of 20,000,000 Unit Shares, we intend to use the net proceeds towards the launch of our mushroom infused coffees, and preclinical trials to further research to support our psilocybin product candidate. If we complete the maximum offering of 40,000,000 Unit Shares, we intend to use the net proceeds as intended under the Minimum Offering, with an augmented marketing budget, and further development towards Phase 2 human clinical trials of research into [the potentially therapeutic benefits of compounds found in psychedelic mushrooms](#) to support commercialization of our psilocybin product candidate. For more details, see the section titled "Use of Proceeds" in the Prospectus.

Risk Factors: An investment in Units should be considered highly speculative and investors may incur a partial or total loss of their investment. Investors should consult with their professional advisors to assess an investment in the Units. Our activities are subject to risks normally encountered in a newly established business, including but not limited to: negative cash flow; competition; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; maintaining and promoting our brand and products; competition risk; key personnel risks; inability to protect intellectual property; intellectual property claims against us; risks associated with the supply of psilocybin from third parties; safety and efficacy of our products and product candidates; risk associated with clinical trials; law and regulations relating to our business; no history of operations and revenues, and no history of earnings or dividends; global economic changes; uninsured risks; no public market for the Common Shares; risks associated with the impact of COVID-19; and volatility in share prices.

There is currently no public market for the Units and there can be no assurance that an active market for the Units will develop or be sustained after the Offering. The value of the Units is subject to volatility in market trends and conditions generally, notwithstanding any potential success we may have in creating revenues, cash flows or earnings. For more details, see the section titled "Risk Factors" in the Prospectus.

For more details on our capital structure, see the sections titled "Description of the Outstanding Securities", "Escrowed Securities and Securities Subject to Contractual Restriction on Transfer" and "Description of the Securities to be Distributed" in the Prospectus.

COMPETITION

Other companies engaged in research and development of psychedelic compounds for therapeutic use:⁽²⁾

ATAI Life Sciences ⁽⁶⁾

COMPASS Pathways (Q:CMPS): **\$1.74 Billion**⁽¹⁾

Champignon Brands Inc. (OTC:SHRMF): **\$112 Million**⁽¹⁾⁽⁵⁾

Cybin Inc. (NEO:CYBN) (OTC:CLXPF): **\$98 Million**⁽¹⁾

Field Trip Health Ltd. (CSE: FTRP) (OTC:FTRPF) **\$191 Million**⁽¹⁾

Mind Medicine (MindMed) Inc. (NEO: MMED) (OTC:MMEDF): **\$550 Million**⁽¹⁾

Usona Institute ⁽⁶⁾

Other companies engaged in mushroom infused products:

Four Sigmatic, Moon Juice, Sun Potion Transformational Foods, OM Mushrooms and The New Age⁽⁶⁾

NeonMind

- Post-Money Valuation after \$2.0 million IPO: **\$8.6 Million**⁽³⁾
- Post-Money Valuation after \$4.6 million IPO: **\$11.2 Million**⁽⁴⁾

(1) Public Company Valuations based on prices at market close on November 25, 2020.

(2) All currency expressed in Canadian dollars. Estimated approximate conversion to Canadian dollars as of November 25, 2020.

(3) Based on 86,430,500 shares outstanding if only the Minimum Offering is completed.

(4) Based on 112,430,500 shares outstanding if the Maximum Offering is completed and if the Over-Allotment Option is exercised in full.

(5) Products include psychedelic research and mushroom infused products.

(6) Because these are private companies, we could not find any reliable data regarding revenues or valuations.

CONTACT



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