

NEONMIND BIOSCIENCES INC.

Suite 200, 1238 Homer Street
Vancouver, British Columbia V6B 2Y5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting of the shareholders (the “**Meeting**”) of NeonMind Biosciences Inc. (the “**Company**”) will be held at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1 on Thursday, May 27, 2021 at 2:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended November 30, 2020, together with the report of the auditors thereon;
2. to fix number of directors of the Company at three (3) for the ensuing year;
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint Saturna Group Chartered Professional Accountants LLP as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. to consider and, if deemed appropriate, to approve, with or without variation, a resolution to ratify, confirm and approve the amended and restated stock option plan for the Company dated effective September 9, 2020 (the “**Option Plan**”), as more particularly described in the accompanying Management Information Circular;
6. to consider and, if deemed appropriate, to approve with or without variation, a resolution to ratify, confirm and approve the amended and restated restricted share unit plan for the Company dated effective November 3, 2020 (the “**RSU Plan**”), as more particularly described in the accompanying Management Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Company.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 13, 2021 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company has determined to deliver this Notice of Meeting and the accompanying Management Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at www.neonmindbiosciences.com in accordance with the notice and access notification mailed to shareholders of the Company.

The Meeting Materials are available online at www.neonmindbiosciences.com and will remain on the website for one full year following the Meeting. The Meeting Materials will also be available under the Company’s profile on SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com. All shareholders of the Company will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials at no cost to them can request same from the Company by calling 1-888-787-0888.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Company's transfer agent, Endeavor Trust Corporation, by email to proxy@endeavortrust.com, or by mail to #702 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4, Attn: Proxy Department, no later than 11:00 a.m. (Vancouver time) on May 25, 2021 or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting. Alternatively, you may vote by telephone or via the Internet following the instructions provided on the form or proxy.

If you are a non-registered shareholder (for example, if you hold shares of the Company in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.

The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

DATED at Toronto, Ontario as of the 16th day of April, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS
OF NEONMIND BIOSCIENCES INC.**

"Robert Tessarolo"

Robert Tessarolo
President and Chief Executive Officer