

Form 51-102F3 Material Change Report

Item 1: Name and Address of Company

NeonMind Biosciences Inc. (the “Company”)
Suite 200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

Item 2: Date of Material Change

September 10, 2021

Item 3: News Release

A news release was sent through Accesswire on September 13, 2021 and disseminated on www.baystreet.com and www.stockwatch.com and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

The Company completed the disposition of assets to affiliate Better Plant Sciences Inc. (“Better Plant Sciences”) for C\$645,000 plus a royalty of 3% of net product sales above C\$1,000,000 for 25 years.

Item 5: Full Description of Material Change

On September 10, 2021, the Company entered into an asset purchase agreement with Better Plant Sciences and completed the disposition of assets related to functional mushroom coffee. In consideration for the assets Better Plant Sciences paid C\$645,000 including taxes, plus an agreement to pay a royalty of 3% of net product sales payable on sales over C\$1,000,000 for 25 years. The payment of C\$645,000 was made by setting off the balance due on a note for C\$645,000 owed by the Company to Better Plant Sciences which had a maturity date in February 2022.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Robert Tessarolo
CEO and President
Telephone: (833) 514-2677

Item 9: Date of Report

September 20, 2021