

## **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**

December 20, 2021

### **Item 3: News Release**

A news release was issued and disseminated on December 16, 2021 via [www.baystreet.com](http://www.baystreet.com) and [www.stockwatch.com](http://www.stockwatch.com) and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Item 4: Summary of Material Change**

On December 15, 2021, the Company amended the terms of 41,400,000 outstanding share purchase warrants (the “**Warrants**”) issued in connection with the Company’s initial public offering that closed on December 30, 2020.

### **Item 5: Full Description of Material Change**

The Company amended the terms of 41,400,000 Warrants in accordance with Canadian Securities Exchange (“**CSE**”) policy. The Warrants entitle the holders to purchase one common share (a “**Common Share**”) in the capital of the Company at a price of \$0.20 per Common Share for a period of 12 months. In accordance with CSE policy, the expiry date of the Warrants was extended to June 30, 2022 and the exercise price was reduced to \$0.14 per Common Share. All other terms and conditions of the Warrants remain unchanged.

In connection with the foregoing amendments, the Company entered into an amendment to the warrant indenture between the Company and Endeavor Trust Corporation, the agent for the Warrants, dated December 8, 2020, a copy of which is available on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **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**

December 20, 2021