

## **Form 51-102F3 Material Change Report**

### **Item 1: Name and Address of Company**

NeonMind Biosciences Inc. (the “**Company**”)  
Suite 100 – 295 Robinson Street  
Oakville, ON L6J 1G7

### **Item 2: Date of Material Change**

June 7, 2022

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

A news release was issued and disseminated on June 7, 2022 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**

The Company announced a grant of incentive stock options (“**Options**”) and restricted share units (“**RSUs**”).

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

On June 7, 2022, the Company granted Options to acquire a total of 1,900,000 common shares of the Company pursuant to the Company's Stock Option Plan, at an exercise price of \$0.10 per share for a period of 5 years, subject to vesting requirements. The Options were granted to Cole Drezdoff and Rob Tessarolo, both directors of the Company, to Heather Williamson, an officer of the Company, and to Ernie Ho, a consultant of the Company.

On June 7, 2022, the Company also granted a total of 3,550,000 RSU's to Rob Tessarolo, Chairman of the board of directors of the Company, and to Ernie Ho and Dr. Dinesh Bhayana, MD, consultants of the Company. The RSUs were granted pursuant to the terms of the Company's restricted share unit plan and vest immediately.

The underlying common shares to the Options and RSUs are subject to a four month and one day hold period.

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

Not applicable.

### **Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Penny White  
CEO and President  
Telephone: +1 (604) 617-7979

**Item 9: Date of Report**

June 10, 2022