

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Nurosene Health Inc. (the "**Company**" or "**Nurosene**")  
1655 Dupont Street, Suite 101  
Toronto, ON M6P 3S9

2. **Date of Material Change**

June 8, 2021

3. **News Release**

A news release was disseminated on June 8, 2021 via Newswire announcing the closing of the initial public offering, and a subsequent release was disseminated on June 9, 2021 announcing the commencement of trading of the Company's common shares on the Canadian Securities Exchange.

4. **Summary of Material Change**

Nurosene Health Inc. announced the completion of its over-subscribed initial public offering of common shares of the Company at a price of CAD \$0.90 per share and the listing of the common shares on the Canadian Securities Exchange under the symbol "MEND". Under the offering, the Company sold 10,222,221 common shares for aggregate gross proceeds to the Company of approximately CAD \$9.2 million.

5.1 **Full Description of Material Change**

On June 8, 2021, Nurosene completed its previously announced initial public offering (the "**Offering**") of common shares (the "**Shares**") at a price of CAD \$0.90 per Share (the "**Offering Price**"). The Shares commenced trading June 9, 2021 on the Canadian Securities Exchange under the stock symbol "MEND".

The Shares were offered for sale by Canaccord Genuity Corp., as lead agent, and Beacon Securities Limited (together, the "**Agents**") pursuant to an agency agreement (the "**Agency Agreement**") entered into among the Company and the Agents. As part of the Offering, the Agents exercised in full an over-allotment option granted by the Company pursuant to the Agency Agreement (the "**Over-Allotment Option**") to purchase an additional 1,333,333 Shares at the Offering Price. Under the Offering, and including exercise of the Over-Allotment Option, the Company sold 10,222,221 Shares for aggregate gross proceeds to the Company of approximately CAD \$9.2 million.

Pursuant to the Agency Agreement, the Company paid the Agents a cash commission equal to 7% of the gross proceeds of the Offering (excluding on president's list sales, which were subject to a commission equal to 3.5%), a cash corporate finance fee of \$50,000, and issued to the Agents and its selling group members, non-transferable Share purchase warrants to acquire an aggregate of 606,667 Shares with an exercise price of \$0.90 per Share, exercisable for a period of 24 months from the closing of the Offering, as well as issued 55,555 Shares representing the balance of the corporate finance fee.

For further information please see the Company's prospectus dated May 20, 2021, available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Blake Sing, Chief Financial Officer  
(416) 859-8838  
investors@nurosene.com

9. **Date of Report**

June 18, 2021

**Forward-Looking Information**

This material change report contains "forward-looking information" within the meaning of applicable Canadian securities legislation, which are based upon Nurosene's current internal expectations, estimates, projections, assumptions and beliefs and views of future events. Forward-looking information can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "would" or "will" happen, or by discussions of strategy. Forward-looking information include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact.

Any forward-looking information speaks only as of the date on which it is made, and, except as required by law, Nurosene does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for Nurosene to predict all such factors. When considering these forward-looking statements, readers should keep in mind the risk factors and other cautionary statements in Nurosene Final Prospectus dated May 20, 2021 and filed with the applicable Canadian securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com). The assumptions, risk factors and other factors noted in Nurosene Final Prospectus could cause actual events or results to differ materially from those described in any forward-looking information.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this material change report.