NUROSENE HEALTH INC. ENTERS INTO A NON-BINDING LETTER OF INTENT WITH NETRAMARK CORP. FOR PROPOSED ACQUISITION

NetraMark's powerful AI data analysis and machine learning to power the Nuro app

TORONTO, ON, August 10th, 2021 – Nurosene Health Inc. ("**Nurosene**" or the "**Company**") (CSE: MEND | Frankfurt: 8TV | OTC: MNNDF), a healthtech company focused on building a generation of better brains, is pleased to announce it has entered an arm's length non-binding term sheet ("**Term Sheet**") with NetraMark Corp. ("**NetraMark**"), a private Ontario corporation, to acquire all of its issued and outstanding shares ("**Transaction**"). The Company will not be assuming any long-term debt, and no finder's and/or other fees are payable, in conjunction with the Transaction. The non-binding Term Sheet was executed on July 9, 2021 and both parties completed their mutual due diligence investigations, and waived all remaining due diligence conditions, on August 6, 2021. It is currently contemplated that all of the required parties will enter into a definitive agreement on or before September 15, 2021 (subject to extension by mutual agreement between the parties) which will contain customary terms and conditions for transactions of this nature.

Nurosene's CEO, Ranj Bath, commented, "We are looking forward to adding NetraMark's talented technology team led by Dr. Joseph Geraci, whose proprietary machine learning capabilities will evolve and advance Nurosene's mission for better brain health. Based on NetraMark's powerful data analysis and machine learning capabilities, NetraAI will power the Nuro app, which will not only extract extensive data and research but interpret that data quickly, providing a predictive component for our community's health and wellness. These insights will be invaluable in supporting Nurosene to continue designing precision solutions, such as drug development, to address mental health challenges and other complex disorders."

Dr. Joseph Geraci, PhD, Founder and CEO of NetraMark added, "Nurosene provides a platform and team that we can leverage to further market and transform our proprietary technology. Together we want to build a future for health and wellness that will advance precision medicine and drug development with the goal to develop new and personalized preventative therapeutics. By building upon the established AI and data-driven techniques of NetraMark's products, we can effectively accelerate Nurosene's mission to improve mental wellness by evaluating and predicting optimal treatments and therapeutic formulations in collaboration with their proprietary mobile application."

Transaction Details:

- Proposed purchase price of CAD$15,000,000 payable as follows: (i) CAD$12,850,000 in common shares ("**Purchase Shares**") of the Company (with the number of shares to be issued calculated using the 10 day volume weighted averaging trading price prior to August 10, 2021, subject to the allowable discount as per CSE Policies); and (ii) CAD$2,150,000 in cash on closing ("**Closing**").
- The Purchase Shares will be subject to a contractual escrow ranging from 12 to 36 months from Closing, as well as other relevant escrow provisions pursuant to Canadian Stock Exchange ("**CSE**") policies, if any.

- It is a condition precedent in favour of Nurosene that NetraMark complete and deliver audited annual financial statements in accordance with IFRS ("**NetraMark Audited Financial Statements**") prior to Closing.
- The Transaction will be subject to the execution of a definitive agreement by all required parties, receipt of all necessary corporate approvals of both parties and all regulatory and CSE approvals, if and as required.

Business of NetraMark:

NetraMark has developed proprietary artificial intelligence ("**AI**") and machine learning solutions to accelerate drug discovery for pharmaceutical companies. Their deep tech AI engine has the ability to leverage small to large datasets from user populations. This allows for the extraction of meaningful insights, designed to have a deep impact on precision treatments, leading to improved patient outcomes and discoveries.

Currently, and on an unaudited basis, NetraMark's historical financial information consists of the following:

	As at December 31, 2020 (unaudited)	As at December 31, 2019 (unaudited)
Total Assets	$615,172	$828,151
Working Capital	$422,279	$779,016
Net Equity	$362,082	$795,576

All financial information is subject to the NetraMark Audited Financial Statements, the completion and delivery of which is a condition precedent in favour of Nurosene for the completion of the Transaction.

About Dr. Joseph Geraci, PhD

Dr Joseph Geraci, PhD is a mathematician, medical scientist, and quantum machine learning specialist. He holds postdocs in machine learning, oncology and neuropsychiatry. He has developed novel machine intelligence algorithms that are capable of providing extraordinary insights into complex data sets, like those found in clinical trials. He is associated with the department of Molecular Medicine and Pathology at Queen's University in Ontario, Canada, and the Centre for Biotechnology and Genomics Medicine Medical College of Georgia, USA.

About NetraMark

NetraMark Corp., an AI and pharma-tech company, has developed proprietary solutions for pharmaceutical and biotechnology companies. These solutions allow them to leverage their small to large data in order to optimize clinical trials and drug development. This is accomplished by providing a superior understanding of their patient populations and these insights are also used to develop new drugs and nutraceuticals.

Founded in 2016 by Dr. Joseph Geraci, PhD, and Richard M. Brooks, LLB, NetraMark was built to address current gaps in the pharmaceutical market. Utilizing AI and machine learning, NetraMark provides powerful insights into how to treat patients at the individual level, instead

of a 'one size fits all' model. NetraMark was built to accelerate the path towards new medications and nutraceuticals through leveraging the full extent of AI and machine learning.

About Nurosene

Nurosene provides individuals with tools and technology that empower them to take control of their mental wellness. Our mission is to build the next generation of better, healthier brains by leveraging technological advancements in AI and machine learning. With our team of experts and partners, Nurosene is positioned at the leading edge of critical research and innovations, striving to disrupt traditional mental wellness treatments. The company is based in Toronto, Ontario.

For more information, visit www.nurosene.com.

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Forward-Looking Statements

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation which is 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 includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Specifically, this news release contains forward looking statements relating to, among others, activities of the Company's proposed acquisition of NetraMark, growth and other initiatives thereto. There can be no assurance that the Transaction will be completed as proposed or at all.

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 Long Form Prospectus dated May 20, 2021 and filed with the applicable Canadian securities regulatory authorities on SEDAR at www.sedar.com. The risk factors and other factors noted in Nurosene Final Long Form Prospectus could cause actual events or results to differ materially from those described in any forward-looking information.

The CSE does not accept responsibility for the adequacy or accuracy of this release.