

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

1. Name and Address of Company

Nurosene Health Inc. (the "**Corporation**" or "**MEND**")

2. Date of Material Change

October 15, 2021

3. News Release

A press release disclosing the material change was released on October 21, 2021 through the facilities of Globe Newswire.

4. Summary of Material Change

Nurosene Health Inc. announces that it has completed its acquisition of NetraMark Corp. (the "Acquisition")

5.1 Full Description of Material Change

Nurosene acquired all of the issued and outstanding securities of NetraMark for a purchase price of CAD\$15,000,000 payable as follows to shareholders of NetraMark: (i) 6,148,325 common shares at a price of approximately \$2.09 ("Purchase Shares"), representing an amount of CAD\$12,850,000 of the Company; and (ii) CAD\$2,150,000 in cash. The Purchase Shares are subject to a contractual escrow ranging from 12 to 36 months.

Finders fees were paid in connection with the Acquisition to arm's length finder that consisted of an aggregate of 215,311 common shares in the capital of the Company (the "Finder Shares"). The Finder Shares are subject to a four (4) month and one (1) day hold period from the date of issuance.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Blake Sing, Chief Financial Officer, investors@nurosene.com, (416) 859-8838 or KCSA Strategic Communications: Valter Pinto, Managing Director, valter@kcsa.com, (212) 896-1254.

9. **Date of Report**

This report is dated October 22, 2021.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this material change report constitute "forward-looking information" as such term is used in applicable Canadian securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions, including, that the Company's financial condition and development plans do not change as a result of unforeseen events and that the Company obtains regulatory approval. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this material change report to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to prove not to be valid or reliable, that occurrences such as those referred to above are realized and result in delays, or cessation in planned work, that the Company's financial condition and development plans change, and delays in regulatory approval, as well as the other risks and uncertainties applicable the industries in which the Company operates and proposes to operate, and additional risks and uncertainties to the Company as set forth in the Company's filing statement in respect of its qualifying transaction, filed under the Company's profile at www.sedar.com. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.