

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Nurosene Health Inc. (the “Company”)
Suite 101 - 1655 Dupont Street
Toronto, ON M6P 3T1

Item 2: Date of Material Change

February 17, 2022

Item 3: News Release

The news release announcing the material change was disseminated through Cision on February 23, 2022 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

Nurosene announced that Ranjit Bath stepped down as CEO and director of the Company.

In addition, the Company announced the appointment of George Achilleos as CEO. George Achilleos now holds the position of CEO and President, but previously held the position of COO prior to this change.

Item 5: Full Description of Material Change

See press release attached as Schedule “A” hereto.

Item 6: Reliance on Subsection 7.1(2) of National Instrument 51-102–*Continuous Disclosure Obligations*

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

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

Item 9: Date of Report

March 7, 2022

Schedule "A"

Nurosene Announces A Change in Leadership

TORONTO, Feb. 23, 2022 /CNW/ - Nurosene Health Inc. ("Nurosene" or the "Company") (CSE: MEND) (Frankfurt: 8TV) (OTC: MNNDF) today announced that Ranj Bath has stepped down as CEO to pursue other interests.

Nurosene's Chairman of the Board, Kevin Taylor, said: "I wish to personally thank Ranj for helping set the foundation for Nurosene since this journey began and we wish him our best in his future endeavours".

Furthermore, the Company is now announcing that George Achilleos will move into the position of CEO and President and will lead the Nurosene team and the execution of its strategic plan. George has been a key driver of the company's strategic planning process and has been involved since IPO, as a member of the Advisory Board. He has held the position of COO and President, prior to this change. Over his 25+ years of business, he has led over \$50M of business deals / transactions / financings and his businesses have generated over \$70M of cumulative revenue in the verticals of technology, e-commerce / digital marketing and nanotechnology.

"I am very excited about the future of Nurosene. The strategic plan is in place and the Company is hitting milestones and making clear strides forward. We have a great team that I look forward to working with, in the role of CEO," said George Achilleos.

"George brings over 25 years of business executive and entrepreneurial experience to Nurosene, he has led multimillion dollar financings and deal flow in the areas of technology, e-commerce and nanotechnology and is an expert in early-stage company development," said Kevin Taylor.

About Nurosene

Nurosene is a healthtech company focused on delivering innovative AI based technology solutions that support mental performance and wellness. Our mission is to build healthier, more productive brains by leveraging our cutting-edge technology. Our world-renowned team and partners are disrupting traditional mental wellness treatments and are positioned at the forefront of critical research and innovations. NetraMark, a wholly owned subsidiary of Nurosene Health Inc., is providing proprietary next-generation AI solutions for pharmaceutical and biotechnology companies across the spectrum of disease.

For more information, visit www.nurosene.com.

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. 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's Final Long Form Prospectus dated May 20, 2021 and Management's Discussion and Analysis for the year ended September 30, 2021 ("MD&A"), and filed with the applicable Canadian securities regulatory authorities on SEDAR at www.sedar.com. The risk factors and other factors noted in Nurosene's Final Long Form Prospectus and MD&A 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.