

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

**Item 1. Name and Address of Company**

Bright Minds Biosciences Inc.  
1500 - 1055 West Georgia Street  
Vancouver, BC V6E 4N7  
(the “**Company**”)

**Item 2. Date of Material Change**

February 23, 2021

**Item 3. News Release**

News releases dated February 22, 2021 and February 23, 2021 were disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company filed a preliminary short form prospectus (the “**Preliminary Prospectus**”) with the securities regulatory authorities in each of the provinces of Canada, other than the province of Quebec (the “**Qualifying Jurisdictions**”) on February 22, 2021, in connection with an underwritten marketed public offering (the “**Offering**”) of units of the Company (the “**Units**”).

The Company filed an amended and restated preliminary short form prospectus (the “**A&R Preliminary Prospectus**”) with the security regulatory authorities in the Qualifying Jurisdictions on February 23, 2021, announcing the pricing details of the Offering.

The Company intends to issue an aggregate of 3,303,000 Units at a price of \$7.57 per Unit for gross proceeds to the Company of approximately \$25,000,000.

Each Unit will consist of one common share (a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of \$9.46 for 36 months from the closing date, subject to adjustment and acceleration in certain events. If, at any time following the closing of the Offering, the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) equals or exceeds \$13.25 per Common Share for any 10 consecutive trading days, the Company shall have the right to accelerate the expiry date of the Warrants to a date that is at least 30 trading days following the date of the Company issuing a press release disclosing such acceleration.

The Offering is being led by Eight Capital, as the lead underwriter and sole book runner on behalf of a syndicate of underwriters including Stifel Nicolaus Canada Inc., Beacon Securities Limited and Haywood Securities Inc. (collectively, the “**Underwriters**”).

The Company has granted the Underwriters an over-allotment option, exercisable for 30 days following the closing of the Offering, to acquire up to an additional 495,450 Units on the same terms and conditions, for additional gross proceeds of up to approximately \$3,750,556.

**Item 5.1 Full Description of Material Change**

The Company filed the Preliminary Prospectus with the securities regulatory authorities in the Qualifying Jurisdictions on February 22, 2021, in connection with the Offering of the Units.

The Company filed the A&R Preliminary Prospectus with the security regulatory authorities in the Qualifying Jurisdictions on February 23, 2021, announcing the pricing details of the Offering.

The Company intends to issue an aggregate of 3,303,000 Units at a price of \$7.57 per Unit for gross proceeds to the Company of approximately \$25,000,000.

Each Unit will consist of one Common Share and one-half of one Warrant. Each Warrant will entitle the holder to purchase one Common Share at an exercise price of \$9.46 for 36 months from the closing date, subject to adjustment and acceleration in certain events. If, at any time following the closing of the Offering, the daily volume weighted average trading price of the Common Shares on the CSE equals or exceeds \$13.25 per Common Share for any 10 consecutive trading days, the Company shall have the right to accelerate the expiry date of the Warrants to a date that is at least 30 trading days following the date of the Company issuing a press release disclosing such acceleration.

The Offering is being led by Eight Capital, as the lead underwriter and sole book runner on behalf of a syndicate of the Underwriters.

The Company has granted the Underwriters an over-allotment option, exercisable for 30 days following the closing of the Offering, to acquire up to an additional 495,450 Units on the same terms and conditions, for additional gross proceeds of up to approximately \$3,750,556.

A copy of the Preliminary Prospectus and the A&R Preliminary Prospectus are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Offering is expected to close on March 9, 2021 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the CSE and the applicable securities regulatory authorities.

The net proceeds of the Offering will be used by the Company for its research and development activities, as well as working capital and general corporate purposes.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 5.2. Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

No information was omitted.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Ian McDonald  
Chief Executive Officer  
Telephone: (647) 407-2515

**Item 9. Date of Report**

February 26, 2021