

Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Bright Minds Biosciences Inc. (the “Company”)
19 Vestry Street
New York, NY 10013

Item 2. Date of Material Change

August 30, 2022

Item 3. News Release

News release dated August 30, 2022 was disseminated and filed on SEDAR.

Item 4. Summary of Material Change

The Company closed its previously announced overnight marketed offering (the “Offering”) of 2,858,000 units of the Company (the “Units”) for gross proceeds of approximately \$4 million.

In connection with the Offering, the Company issued an aggregate of 225,198 compensation warrants (the “Compensation Warrants”) exercisable to purchase 225,198 Units, with the Units having the same terms as the Units sold pursuant to the Offering. The Company also paid cash commission in the aggregate amount of \$373,410.80 plus expenses.

The net proceeds of the Offering will be used by the Company for preclinical development activities and clinical development activities, as well as general working capital.

Item 5.1 Full Description of Material Change

On August 30, 2022, the Company announced that it has closed the Offering and issued 2,858,000 Units, at a price of \$1.40 per Unit, for gross proceeds of approximately \$4 million. Eight Capital acted as lead agent and sole bookrunner (the “Agent”) in connection with the Offering and H.C. Wainwright & Co. acted as U.S. capital markets advisor (the “Advisor”).

Each Unit is comprised of one common share in the capital of the Company and one Common Share purchase warrant (a “Warrant”). Each Warrant is exercisable to acquire one common share of the Company at an exercise price of \$1.76 per Warrant until August 30, 2024, subject to adjustment in certain events.

The net proceeds of the Offering will be used by the Company for preclinical development activities and clinical development activities, as well as general working capital.

In connection with the Offering, the Agent was paid cash commission for their services in the amount of \$280,084 plus expenses and received Compensation Warrants entitling them to purchase an aggregate of 134,040 Units for \$1.40 for a period of two years, with the Units having the same terms as the Units sold pursuant to the Offering. Additionally,

the Advisor was paid \$93,326.80 plus expenses and received 91,158 Compensation Warrants.

The securities issued pursuant to the Offering 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

August 30, 2022