INTRODUCTION

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of MYND Life Sciences Inc. (the "Company" or MYND) and should be read in conjunction with the accompanying consolidated financial statements for the six months ended April 30, 2024 (the "Financial Statements"), and related notes therein.

All financial information in this MD&A for the six months ended April 30,2024 has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The effective date of this MD&A is July 2, 2024.

MANAGEMENT'S RESPONSIBILITY

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that this MD&A and related filings do not contain any untrue statements of material fact, or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by this MD&A and related filings. The Board of Directors approved the MD&A, together with the financial statements for the six months ended April 30,2024 and ensured that management has discharged its financial responsibilities.

FORWARD-LOOKING INFORMATION AND CAUTIONARY RISKS NOTICE

This MD&A and the documents incorporated by reference herein and therein contain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities legislation, including statements relating to certain expectations, projections, growth plans and other information related to the Corporation's business strategy and future plans. Forward-looking statements can, but may not always, be identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "would", "should", "believe", "objective", "ongoing", "imply", "assumes", "goal", "likely" and similar references to future periods or the negatives of these words and expressions and by the fact that these statements do not relate strictly to historical or current matters. These forward-looking statements are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions, including market and economic conditions, business prospects or opportunities, future plans and strategies, projections and anticipated events and trends that affect the Company and its industry. Although the Company and management believe that the expectations reflected in such forward-looking statements are reasonable and are based on reasonable assumptions and estimates as of the date hereof, there can be no assurance that these assumptions or estimates are accurate or that any of these expectations will prove accurate. Forward-looking statements are inherently subject to significant business, economic and competitive risks, uncertainties, and contingencies that could cause actual events to differ materially from those expressed or implied in such statements. Forward-looking statements in this MD&A and the documents incorporated by reference herein include, but are not limited to, statements about the following:

- the business and operations of the Company and its subsidiaries.
- our ability to raise the financing necessary for our operations.
- the effects of external factors such as Covid 19, other pandemics, or global recession on the Company's workforce, business, operations, and financial condition.
- our expected future loss and accumulated deficit levels.
- our projected financial position and estimated cash burn rate.
- our requirements for, and the ability to obtain, future funding on favorable terms or at all.
- Our expectations regarding obtaining renewals of our Health Canada Authorization and additional licenses required to further our research and development.
- our projections for development plans, timelines, and progress of each of our products and technologies, particularly with respect to the timely and successful completion of studies and trials and availability of results from such studies and trials.
- our expectations about our products' safety and efficacy.
- our expectations regarding our ability to arrange for and scale up the manufacturing of our products and

technologies.
- our expectations regarding the progress, and the successful and timely completion, of the various stages of the regulatory approval process.
- our expectations regarding the ability of psilocybin to modulate the ABCF1 protein within the ABC (ATP-binding cassette gene family).
- our expectations regarding our ability to advance towards clinical trials by utilizing existing and new patents.
- our expectations regarding our ability to advance clinical trials by utilizing existing preclinical and clinical safety data.
- our expectations about the timing of achieving milestones and the cost of our development programs.
- our plans to develop, market, sell and distribute our products and technologies.
- our expectations regarding the acceptance of our products and technologies by the market.
- our ability to retain and access appropriate staff, management and expert advisers.
- our expectations about whether various regulatory milestones will be achieved.
- our ability to strictly comply with federal, provincial, local and regulatory agencies in Canada.
- our ability to strictly comply with regulatory agencies in the United States.
- our expectations of the costs and timing to reach commercial production of drug products.
- our ability to secure strategic partnerships with academic research institutions and larger pharmaceutical and biotechnology companies.
- our continuation of strategic collaborations.
- our strategy to acquire and develop new products and technologies and to enhance the safety and efficacy of existing products and technologies.
- our expectations with respect to existing and future corporate alliances and licensing transactions with third parties, and the receipt and timing of any payments to be made by us or to us in respect of such arrangements.
- our ability to secure and maintain a competitive advantage; and
- our strategy with respect to the expansion and protection of our intellectual property.

Assumptions underlying the Company's working capital requirements are based on management's experience with other companies in the sector. Forward-looking statements pertaining to the Company's need for and ability to raise capital in the future are based on the projected costs of operating the Company and management's experience with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities assume no material change in regulations, policies, or the application of the same by such authorities.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this MD&A, the Company has made various material assumptions, including but not limited to: (i) obtaining the necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business, economic and political conditions; (iv) the Company's ability to successfully execute its plans and intentions, including,(v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) market competition; (viii) the products and technology offered by the Company's competitors; (ix) that good relationships with service providers and other third parties will be established and maintained; (x) continued growth of the psychopharmacological industry; and (xi) positive public opinion with respect to the psychopharmacological industry. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot ensure that actual results will be consistent with these forward-looking statements.

Actual results could differ materially from those anticipated in the forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

- substantial fluctuation of losses from quarter to quarter and year to year due to numerous external risk factors, and anticipation that we will continue to incur significant losses in the future.
- uncertainty as to our ability to raise additional funding to support operations.
- our ability to generate product revenue to maintain our operations without additional funding.
- the fluctuation of foreign exchange rates.

the risks associated with the development of our product candidates which are at the early stages of development.
- the risks associated with the ability of our existing patents to successfully advance towards clinical trials.

- the risks associated with receiving regulatory approval to clinical trials by utilizing existing preclinical and clinical safety data.
- positive results from preclinical research are not necessarily predictive of the results of later-stage clinical trials.
- reliance upon industry publications as our primary sources for third-party industry data and forecasts.
- reliance on third parties to plan, conduct and monitor our preclinical studies trials.
- reliance on third party contract manufacturers to deliver quality preclinical materials.
- our product candidates may fail to demonstrate safety and efficacy to the satisfaction of regulatory authorities or may not otherwise produce positive results.
- risks related to filing investigational new drug applications to commence clinical trials and to continue clinical trials if approved.
- competition from other biotechnology and pharmaceutical companies.
- the acceptance in the medical community of psilocybin as an effective treatment of various health conditions.
- the approval of regulatory bodies of psilocybin for the treatment of various health conditions.
- controlled substances laws.
- reliance on third parties.
- our reliance on the capabilities and experience of our key executives and scientists and the resulting loss of any of these individuals.
- our ability to fully realize the benefits of acquisitions.
- our ability to adequately protect our intellectual property and trade secrets.
- our ability to source and maintain licenses from third-party owners.
- the risk of patent-related or other litigation; and
- the other factors discussed under "Risk Factors".

This list of factors should not be construed as exhaustive. All subsequent forward-looking information attributable to the Company herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein.

COMPANY OVERVIEW

The Company was incorporated was incorporated in the Province of British Columbia on July 6, 2018, under the Business Corporations Act of British Columbia. The Company is a life science based, neuro-pharmaceutical drug development company that is working on advancing medicines based on neuro-anti-inflammatory substances through rigorous science and clinical trials with an initial focus on Major Depressive Disorder ("MDD").

The Company's administrative office is located at 2248 Elgin Ave, #150 Port Coquitlam, British Columbia, V3C 2B2 and its registered and records office is located at 700 9 Avenue SW, #3000, Calgary, Alberta, T2P3V4. The Company has filed and received a final receipt for a long form non-offering prospectus from Canadian Securities regulators and is listed on the Canadian Securities Exchange under the ticker symbol "MYND" and under the OTCQB under the ticker symbol "MYNDF".

The Company's mission is to further its research linking depression and other diseases with inflammation at the genetic and cellular level to develop a pharmaceutical treatment and a diagnostic tool utilizing compounds found in psychedelics with the initial focus being on psilocybin and its various analogs.

MYND's primary research is being performed at the Michael Smith Laboratories at the University of British Columbia (the "**Laboratory**") under the direct supervision of Dr. Wilfred Jefferies ("**Dr. Jefferies**"), MYND's Chief Scientific Officer. The Company holds the exclusive right to any inventions and intellectual property discovered pursuant to his contract with the Company. Dr. Jefferies currently holds an Analysis of Psilocin and psilocybin extracts and analogs authorization issued by Health Canada (the "Health Canada Authorization") and conducts the research and development in respect of the Compounds at the Laboratory.

The Health Canada Authorizations were issued in July 2020 and consist of authorizations 50491.06.20, 50492.06.20, 50493.06.20, 50594.07.20 and 50593.07.20 granted by Health Canada to Dr. Jefferies for the analysis of psilocin and psilocybin extracts and analogs. The authorizations allow possession of up to 50 mg each of psilocybin, psilocin, psilocin-d4, psilocin-13C3, psilocybin, and psilocybin-d4. These were renewed in July of 2021 and updated to include in vivo testing in November of 2021.

The Health Canada Authorization expires on the earliest of the following dates:

- the date Dr. Jefferies leaves the research project.
- the date the research project is completed or terminated.
- the date the quantity of the restricted drug authorized by the authorization, has been entirely used.
- the date on which the authorization is replaced by another authorization.

Dr. Jefferies plans to continue carrying out the research beyond the expiry date of the Health Canada Authorization which will require an extension or a new authorization. To initiate an extension, Dr. Jefferies is required to complete and submit extension request forms to Health Canada requesting an extension for one year. Health Canada has subsequently extended the authorizations to March 14, 2024. At present, no further authorization or exemption is required from Health Canada or any other regulatory body for the pre-clinical in-vitro trials of MYND 778 and MYND 604 which are planned over the next twelve months. The Company will obtain all appropriate licenses required either through a direct application by Dr. Jefferies and UBC or by outsourcing the service to licensed investigators and facilities. The Company expects to outsource any manufacturing required in the future to a third party with the appropriate licenses in place.

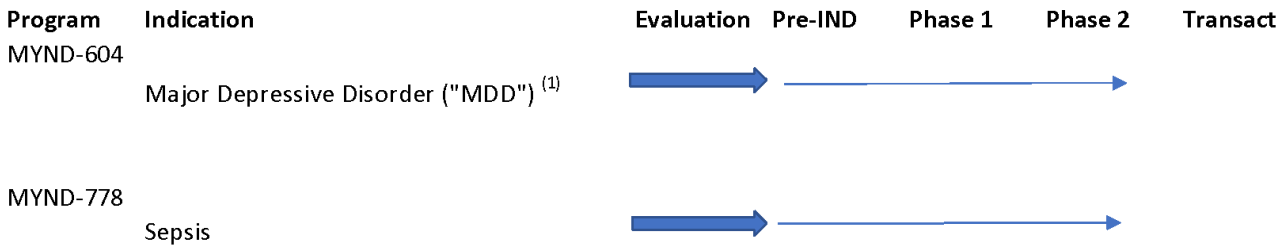
With receipt of the Health Canada Authorization to research psilocybin and its various analogs, the Company is completing pre-clinical in vitro research to identify the lead psilocybin analog, gathering detailed data on dosing and potential toxicity, and performing bioanalytical method development and validation. This research is expected to occur over the next twelve months. Following successful completion of these stages, the company will first ensure that all regulatory filings regarding in vivo trials are done and second perform in vivo testing completing the necessary steps required for Investigational New Drug enabling studies for the purposes of completing its application with the FDA and Health Canada to commence clinical trials. As psilocybin has an extensive history of published human safety trials and animal pharmacology and toxicology studies, we believe we may be able to meet the requirements of an IND through reference to these studies, and a thorough analysis of why the psilocybin in MYND-778 and 604 should exhibit the same toxicology and safety profile of the psilocybin that was used in those studies.

MYND's lead development program, referred to as the Human Mycogene Modulation program ("**HMM**"), is designed to treat neuropsychiatric disorders through the dosing of formulations of psilocybin and/or its analogs. The initial indication for the HMM program was to deal with toxic shock syndrome and sepsis and through years of research and studies on mice which identified the same gene modulation was working on MDD. MYND is evaluating additional indications for its HMM program, including autoimmune disorders ("**AD**") and other MDD conditions as well as Multiple Sclerosis, and Alzheimer's disease.

MYND has carefully selected specific drug candidates and diseases believed to offer the greatest opportunity for therapeutic efficacy and commercial success. MYND seeks to treat diseases with unmet needs where existing treatments are unsatisfactory. In consultation with leading academic institutions, researchers, clinicians, and key opinion leaders ("**KOLs**"), we intend to design clinical development programs that have clearly defined and achievable endpoints, which we believe will increase our chance of commercial success.

MYND has moved forward by establishing a wholly owned subsidiary, MYND Diagnostics, which will be leading the development of a monoclonal antibody biomarker diagnostic test designed to measure the levels of the Human Mycogene thereby acting as diagnostic and monitoring tool for depression and other inflammatory conditions. It is anticipated that this diagnostic aid will be commercially available in Q3 of 2023. Currently our biomarker is set to be utilized in a study spearheaded by Dr. Paul Fitzgerald of Monash University in Australia funded by a $3 million grant from the Federal government of Australia, subject to receipt of a seventy-five thousand ($75,000) cash contribution from MYND.

Our Pipeline



[1] *MYND intends to seek approval from FDA to proceed directly into a Phase 2 clinical trial based on existing pre-clinical and clinical data for the active pharmaceutical ingredients in MYND-604 and MYND 778.*

Manufacturing and Supply

Pharmaceuticals

Our manufacturing strategy is to contract with third parties to manufacture our APIs and finished drug products. We have filed patent applications in Canada, the United States, and other regions of the world regarding the proprietary formulations and processes used to manufacture our drug candidates.

We have identified a third-party manufacturer in the United States for the development and manufacturing of high potency compounds for the manufacturing of the psilocybin API we intend to utilize in our MM program. This is a third-party manufacturing company that is independent and is subject to its own operational and financial risks over which we have no control. If we or any third-party manufacturers fail to perform as required, this could cause delays in our clinical trials, regulatory applications and regulatory submission.

Regulation of Pharmaceutical Manufacturing Processes

The manufacturing process for pharmaceutical products is highly regulated and regulators may shut down manufacturing facilities that they believe do not comply with regulations. We will engage with a third-party manufacturer that is subject to cGMPs, which are extensive regulations governing manufacturing processes, stability testing, record keeping, and quality standards as defined by the FDA and the EMA. Similar regulations and requirements are in effect in other countries.

Commercialization

We are a clinical stage company without a history of revenue or manufacturing, late-stage clinical development or marketing experience. Because late-stage clinical development, as well as establishing a full manufacturing and commercialization structure, is expensive and time consuming, we intend to explore alternative commercialization strategies, including:

- developing drug candidates up to and through Phase 2 clinical trials with the objectives of rapid, cost-effective risk reduction and value creation followed by establishment of strategic partnerships for late-stage clinical development and subsequent commercialization.
- developing a robust pipeline of promising drug candidates at various stages of the development process to establish optionality and regular value inflection opportunities and revenue(s), particularly during development activities up to and including Phase 2 clinical studies.
- strategically entering into co-development partnership(s) to retain potential for commercialization rights on selected drug candidate(s) and market opportunities; and
- partnering with industry participants to incorporate our MM program into new and existing drugs.

The following four stages have been identified by the Company to move to an Investigational New Drug ("**IND**") program for a psilocybin based MDD drug:

1. **Stage 1 - Identify a lead analog and a number of backup candidates.** The Company is currently screening various psilocybin analogs using the target gene as identify selected analogs for optimization. Once selected analogs have been identified, these analogs undergo:

    a. Preliminary toxicity studies; and
    b. Preliminary Pharmacokinetic/in vitro ADME studies.

    Concurrently, the Company is exploring pre-formulation and manufacturing feasibilities of these analogs. Lead analog and backup compounds with wide safety margin and ideal oral PK/Safety profile will then be further developed.

2. **Stage 2 – Manufacture a sufficient quantity of drugs for IND-enabling.** Commencement of Chemistry, manufacturing and control ("**CMC**") activities of the lead psilocybin analog. These activities include:

    a. Analytical method development and documentation; and
    b. Pre-formulation.

    The Company will concurrently develop bioanalytical methods for rodent and non-rodent species through its Laboratory which has already been approved to do so.

3. **Stage 3 – Demonstrate the lead analog is safe and suitable for oral administration first in human studies and then the drug product is ready for Phase I clinical trials.** This requires the commencement of IND-enabling studies and CMC activities for clinical phase studies. IND-enabling studies includes:

    a. Safety studies to identify the lead psilocybin analog.
    b. Toxicokinetic studies to establish the dose range and ADME profile and stability of lead compound in plasma; and
    c. Established the safety profile of lead psilocybin analog.

    CMC activities include finalizing clinical formulation and preparing sufficient drug product for clinical trial.

4. **Stage 4 – File IND application.** The Company will prepare an IND application for Health Canada and the Food and Drug Administration ("FDA") with the intent of starting human clinical trials.

Regulatory Overview

Canada
In order to develop regulated medicines, MYND's process must be conducted in strict compliance with the regulations of Health Canada in Canada. Health Canada regulates, among other things, the research, manufacture, promotion and distribution of drugs under applicable law and regulations. In Canada, the process required by Health Canada before prescription drug product candidates may be marketed in Canada generally involves the following:

- **Stage 1 – Initial Drug Research:** Researchers start by discovering and identifying various chemical, biological substances or other products on the way towards developing a drug. This can be done through new information regarding a disease process, many tests of molecular compounds to find possible beneficial effects, existing treatment that have unanticipated effect and new technologies. Once the researchers have identified a promising compound, they perform testing for activity, efficacy, toxicity and ultimately, gather preliminary information on its effectiveness and safety. This initial research can take a few years of experimentation. If the results are promising, researchers will proceed to the next step of development. m

- **Stage 2 – Pre-Clinical Studies:** The next step in development is where researchers administer the drug to selected species of animals (*in vivo*) or cells (*in vitro*). The drug must be shown to cause no serious harm (toxicity) at the doses required to have an effect. If results from these initial studies are promising and further tests show acceptable safety levels and clear or potential efficacy, then the next step would be to submit a Clinical Trial Application to the Therapeutic Products Directorate ("**TPD**") or the Biologics and Genetic Therapies Directorate ("**BGTD**") for authorization to allow human participation in a Canadian clinical trial.

- **Stage 3 – Clinical Trials:** All drugs authorized to be marketed or sold in Canada must have been studied in clinical trials. The information gathered from these trials are then included in the relevant regulatory dossiers to be reviewed for the drug to be eventually authorized for sale in Canada by the Health Products and Food Branch ("**HPFB**"), through its relevant Directorate. The results of clinical trials conducted in humans are key components of the review process by the HPFB. The purpose of a trial is to gather clinical information about a drug's effectiveness, safety, determine best dosing/usage in humans, evaluate any adverse drug reactions and compare results to already existing treatments for the same disease or condition or, to placebo when no treatment already exists for the aimed pathology (when ethically possible).

- **Stage 4 – The Drug Approval Process:** If results of all the preclinical studies and the clinical trials show that a drug's potential therapeutic benefit outweighs its risks (side effects, toxicity, etc.), and the chemistry and manufacturing dossier is complete, then the sponsor may decide to file a New Drug Submission ("**NDS**") with the appropriate HPFB Directorate in order to be granted authorization to sell the drug in Canada.

Research-Related Regulations
Since our research operations could involve psilocybin and psilocin, which are controlled substances, the use of which is not yet legal in Canada, we will have to comply with the applicable regulations governing such substances including the following:

Drug Scheduling in Canada
Narcotics and controlled substances are controlled via the Controlled Drugs and Substances Act (the "**CDSA**"). All drugs on the CDSA schedules require a prescription. It is a criminal offence to possess substances scheduled under the CDSA without a prescription. The CDSA schedules generally dictate the severity of the penalty for possessing the substance without a prescription. Drugs are scheduled based on the substance's perceived harm to society and divided into categories, or "schedules", by the government based on their potential for abuse or addiction. At present, there are 5 CDSA schedules. The CDSA schedule determines the penalty for unlawful possession. Psilocybin and psilocin are currently Schedule III drugs in the CDSA.

All other drugs are regulated via the National Drug Schedules ("NDS"). Only drugs on Schedule of the NDS require a prescription. Health Canada regulates all health products in Canada, and a health product may only be sold in Canada with the permission of Health Canada. During its evaluation of the safety, efficacy and quality of each health product, Health Canada determines whether a drug should be a controlled substance, a prescription drug or a non-prescription drug. A substance may be deemed a controlled substance but also a prescription drug. Scheduling the substance in the CDSA means that there are criminal consequences to possessing the drug unlawfully. If Health Canada determines that a drug requires a prescription, it is placed on the Health Canada Prescription Drug List ("PDL"). Psilocybin and psilocin are not currently on the PDL.

After Health Canada determines if a drug may be sold in Canada and if it requires a prescription, the individual provinces, territories and the National Association of Pharmaceutical Regulatory Authorities ("NAPRA") decide where it may be sold, under advisement from the National Drug Scheduling Advisory Committee. NAPRA maintains a harmonized list referred to as the National Drug Schedules. NAPRA may decide to be more restrictive in scheduling drugs, but never less restrictive than has already been determined at the federal level.

United States

MYND may also take steps to commercialize psychedelic inspired medicines and experiential therapies as regulated medicines in the United States. In order to develop regulated medicines in the United States, MYND's process must be conducted in strict compliance with the regulations of the FDA and other federal, state, local and regulatory agencies in the United States. These regulatory authorities regulate, among other things, the research, manufacture, promotion and distribution of drugs in specific jurisdictions under applicable law and regulations. In the United States, the process required by the FDA before prescription drug product candidates may be marketed in the United States generally involves the following:

- completion of extensive nonclinical laboratory tests, animal studies and formulation studies, all performed in accordance with the FDA's Good Laboratory and Manufacturing Practice regulations.
- submission to the FDA of an IND, which must become effective before human clinical trials may begin.

- performance of adequate and well-controlled human clinical trials in accordance with the FDA's regulations, including.
- Good Clinical Practices, to establish the safety and efficacy of the product candidate for each proposed indication.
- submission to the FDA of a new drug application ("**NDA**"); and
- FDA review and approval of the NDA prior to any commercial marketing, sale or shipment of the drug.

Description of the Company's Intellectual Property

On July 15, 2020, Pacific Myco Bioscience Ltd. ("PMB") acquired the rights to the international patent application number PCT/CA2020/050192 titled "A Method of Immune Modulation by Modulating ABCF1" ("Patent Acquisition") from Cava Healthcare Inc. ("Cava"). The Patent Acquisition included any future adjunct patents developed relating to treatment methods by immune modulation through modulation of ABCF1. On November 6, 2020, Cava filed a US Provisional Patent application 63/110,421 titled "A Method of Treating Depression by Immune Modulation" which will form property of the Company (the "Human Mycogene Patents") In February of 2021 US Provisional Patent 63/150,249 titled "Use of ABCF1 in Methods of Diagnosing and Monitoring Inflammatory and/or Autoimmune Disorders" was filed by MYND which will also form property of the Company. In October of 2021 the Company acquired US Provisional Patent 63/167,897 titled "Use of Psychedelics to Treat Dementia" to broaden its IP portfolio, from Cava. The Patent Acquisition includes all future patents relating to the use of Psychedelics to treat Dementia.

Patent Number	Filing Date	Filing Jurisdiction and Type	Title	Description and Status
PCT/CA2020/050192	February 14, 2020	International application filed under the Patent Cooperation Treaty ("PCT")	A Method of Immune Modulation by Modulating ABCF1 (2413-110pct)	The patent covers methods of preventing and treating various diseases, including but not limited to sepsis, Crohn's, rheumatoid arthritis, and other common autoimmune diseases by administering or controlling the expression or activity of ABCF1. The patent is based on the discovery that ABCF1 is an E2 ubiquitin-conjugating enzyme that acts as an innate immune regulator by targeting key inflammatory pathway proteins for polyubiquitination as well as the discovery that it plays a role in controlling production of pro- inflammatory cytokines and the shift from systemic inflammatory response phase to endotoxin tolerance phase of sepsis. The ability to inhibit or stimulate inflammation and/or an immune response may be useful in the prevention and/or treatment of inflammatory or autoimmune diseases or disorders, and cancer. *Status: National stage applications were filed in the following countries:* *<u>Canada:</u> Canadian Patent Application No. 3,129,222, currently pending.* *<u>Australia:</u> Australian Patent Application No. 2020220820, currently pending.* *<u>China:</u> Chinese Patent Application No. 202080028745.2, currently pending* *<u>Europe:</u> European Patent Application No. 20 755 474.2, currently pending.*

				Israel: Israeli Patent Application No. 285457, currently pending. *Japan: Japanese Patent Application No. 2021-548204, currently pending.* *Korea: Korean Patent Application No. 10-2021-7029617, currently pending.* *United States: U.S. Patent Application No. 17/430,552, currently pending*
63/110,421	November 6, 2020	US Provisional Patent Application	A Method of Treating Depression by Immune Modulation	The US provision patent application was filed on November 6,2020 with the United States Patent and Trademark Office and covers methods of treating depression by administering or controlling the expression or activity of ABCF1. The patent is based on the discovery that some forms of anxiety and MDD are associated with chronic inflammation and provides methods of inhibiting neuroinflammation to treat neuropsychiatric disorders, including but not limited to MDD, Schizophrenia, anxiety, bipolar disorder, obsessive-compulsive disorder, posttraumatic stress disorder and autism spectrum disorder. *Status: Pending. PCT application was filed November 5, 2021*
63/150,249	February, 2021	US Provisional Patent Application	Use of ABCF1 in Methods of Diagnosing and Monitoring Inflammatory and/or Autoimmune Disorders	The US provisional patent application was filed in February of 2021 and covers methods of diagnosing and monitoring inflammatory and/or autoimmune disorders. *Status: Pending. PCT application was filed February 16, 2022*
63/167,897	October, 2021	US Provisional Patent Application	Use of Psychedelics to Treat Dementia	The US provisional patent application was filed in October, 2021 and includes all future patents relating to the use of Psychedelics to treat Dementia. *Status: Pending. PCT application must be filed by March 30, 2022*

Description of the Company's Royalty Arrangement

The Patent Acquisition agreement includes an obligation to pay a 4% royalty, payable quarterly in perpetuity on any gross revenue derived from any products or services incorporating the Patents.

Specialized Skill and Knowledge

In November 2020, the Company signed a management services agreement with Dr. Wilfred Jefferies whereby he will perform research and development services. Any intellectual property developed by him in connection with his management services agreement will be the property of the Company. Dr. Jefferies earned his Doctor of Philosophy degree from the Sir William Dunn School of Pathology at the University of Oxford, followed by post doctorates at top academic centres in Switzerland and Sweden. He was recruited by Nobel Prize laureate, Dr. Michael Smith to work in his laboratory at the University of British Columbia ("UBC") where he continues to perform research today. Dr. Jefferies is recognized as a leader in the emerging field of immunotherapy and his research has resulted in new and innovative ways to use components of the body's own immune system to fight cancer, viruses and even promote brain health. He has an uncanny ability to translate complex immunological breakthroughs into real world medical treatments. Dr. Jefferies innovative strategies and outstanding inventions enabling cancer immunotherapies and vaccines have been recognized with his induction as a Fellow of the National Academy of Inventors ("NAI"). Election as a Fellow of the NAI is the highest professional distinction accorded solely to eminent academic inventors. Dr. Jefferies is also a member of the UBC Departments of Microbiology & Immunology, Medical Genetics, and Zoology, as well as the Centre for Blood Research and the Djavad Mowafaghian Centre for Brain Health.

Competition

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. The Company's competitors include large, well-established pharmaceutical companies, biotechnology companies, and academic and research institutions developing therapeutics for the same indications the Corporation is targeting and competitors with existing marketed therapies. Many other companies are developing or commercializing therapies to treat the same diseases or indications for which MYND's product candidates may be useful. Many of the Company's competitors have substantially greater financial, technical, and human resources than the Company does and have significantly greater experience than the Company in conducting preclinical testing and human clinical trials of product candidates, scaling up manufacturing operations and obtaining regulatory approvals of products. Accordingly, the Company's competitors may succeed in obtaining regulatory approval for products more rapidly than the Company does. Although the Company does expect to face competition, management anticipates that its Patents, access to a world-renowned laboratory, experience of CSO, Dr. Jefferies, and existing Health Canada Authorization will result in a competitive advantage amongst others competing in the space.

Trademarks

The Company currently does not own any trademarks.

HIGHLIGHTS FOR THE YEAR ENDED OCTOBER 31, 2023

UBC Research Contract

On December 21, 2020, the Company entered into a collaborative research agreement for $199,990 ("UBC Research Contract") with the University of British Columbia ("UBC") whereas UBC will perform research work designed to assist the Company in reaching its goal of advancing studies of MDD under the supervision of Dr. Jefferies.

On December 3,2021 Mynd entered into another Collaborative Research Agreement with UBC whereas UBC will perform research work designed to strengthen Mynd's intellectual property and advance and extend the Human Mycogene Project research into other CNS inflammatory diseases included but not limited to Alzheimer's, Multiple Sclerosis, and Parkinson's Disease. The term of the agreement is effective as of December 3,2021 and is expected to expire on December 2, 2022. MYND paid $1,200,000 for the UBC Research Contract and these fees are being amortized as a research and development expense over the agreement term. Mynd is in negotiations to extend the contract in July 2024.

Convertible Note

On September 9, 2021, the Company announced the closing of its non-brokered private placement offering under which it sold $3,000,000 aggregate principal amount of convertible debenture units for net proceeds of approximately $2,700,000, representing an initial issue discount equal to 10% of the aggregate principal amount of the Debentures.

Each Debenture Unit consists of (i) $1,000 principal amount of senior unsecured convertible debentures; and (ii) common share purchase warrants (the "Warrants") exercisable for 1,000 common shares in the Company. The Debentures will mature on the date that is 24 months from the date of issuance and shall bear interest at a rate of 5% per annum, payable on the Maturity Date. The principal sum of the Debentures, or any portion thereof, may be converted into common shares of the Company at a conversion price of $0.75 per share. Each Warrant shall entitle the holder to acquire one additional common share in the capital of the Company at a price of $1.00 per Warrant Share for a period of 24 months from the date of issuance.

The Company may force the conversion of all of the principal amount of the then outstanding Debentures at the Conversion Price prior to the Maturity Date, if the daily volume weighted average trading price of the Shares on the Canadian Securities Exchange is greater than a 50% premium to the Conversion Price for any 15 trading days during any period of 30 consecutive trading days.

All Debentures and Warrants issued pursuant to the Offering, including any securities into which they may be converted or exercised, are subject to a statutory hold period of four months and one day from the date of issuance thereof. The Company will use the proceeds of the Offering to advance its novel drug discovery platform, commercialize its diagnostic business unit and for general working capital.

Using a risk adjusted discount rate of 16%, the equity portion was determined to be $131,955 and was recognized as the equity portion of convertible debenture on the Consolidated Statements of Financial Position. Accretion expense of $568,869 was expensed to the Consolidated Statements of Operations and Comprehensive Loss during the year ended October 31, 2023 (2022 - $478,835). Accumulated accretion as at October 31, 2023 is $1,104,644. The Company accrued $326,728 as interest payable (2022 - $174,166).

Pursuant to the terms of the Convertible Debentures, the Company was required to pay the principal amounts and accrued interest thereon by no later than September 8, 2023 (the "Maturity Date"). The Company has neither (i) paid the principal amounts or the accrued interest thereon: nor (II) agreed upon a repayment plan for such amounts with the holders of the Convertible Debentures. Leading up to the Maturity Date, the Company has had ongoing discussions with certain holders of the Convertible Debentures regarding potential terms for amending the Convertible Debenture, including an extension of the Maturity Date. These discussions are on-going, and the Company is continuing to evaluate alternatives available to it.

RESULTS OF OPERATIONS AND OVERALL PERFORMANCE

As of April 30, 2024, the Company had total assets of $707,946, which includes accounts receivable of $689,740, property and equipment of $5,169 and prepaid expenses and Deposits of $11,230. Current assets totaled $702,777 which was lower than current liabilities of $6,317,435 for a working capital deficiency of $5,614,650.

The Company is currently at a research stage of the business and has not generated revenue. The main projects which are the key focus of the company are the initial pre-clinical in-vitro trials of MYND 778 and MYND 604. During the quarter the company continued with its plan to perform research to identify a lead analog and further its pre-clinical data. The research and development expenses incurred during the quarter were directly related to this analysis furthering the pre-clinical research for MYND 778 and MYND 604. Management expects to incur an additional $350,000 over the next twelve months to Research the lead analog and backup candidates selected to be used for analytic method development and documentation.

The Company incurred a net loss of $632,328 for the six months ended April 30, 2024, which was primarily driven by Research and development of $151,226, professional fees of $179,631, and Royalty Fees of $120,000.

Research and development fees.

Research and development fees totaled $151,266 for the six months ended April 30,2024 and included the following material components:

- $151,226 to the Vancouver Prostate Centre

Professional fees
Professional fees totaled $179,631 which primarily relate to legal, accounting, and consulting fees associated with the management and operation of the Company, and fees incurred to extend IP protections to other jurisdictions.

Wages
Wage expenses of $42,801 consist of wages and staff.

There were no dividends declared or paid for the six months ending April 30, 2024.

CASH USED IN OPERATING ACTIVITIES

CAPITAL RESOURCES AND MANAGEMENT

As of April 30, 2024, the Company had cash of $1,807. Contract fee commitments exist for executive team at approximately $26,840 per month, with additional bonus amounts payable upon achievement of certain performance milestones.

There are no further contract commitments for research and development expenditures pursuant to the UBC Research Contract; however, further research and contracts will be required in the future to pursue the Company's business plan.

The Company is currently engaged in arranging additional financing sources and will be required to obtain debt and/or equity financing in the future. Further capital will be required to proceed with the development plan of MYND 778 and MYND 604 and for patent development and maintenance. The amount of these costs will vary depending on the outcome of the preclinical research and cannot be reasonably estimated at this time.

Negative Cash Flow from Operating Activities

The Company has had negative cash flow from operating activities since inception. Significant capital investment will be required to achieve MYND's long-term plans. MYND's net losses have had and will continue to have an adverse effect on, among other things, shareholder equity, total assets and working capital. The Company expects that MYND's losses may fluctuate from quarter to quarter and year to year, and that such fluctuations may be substantial. The Company cannot predict when it will become profitable, if at all. Accordingly, MYND will be required to obtain additional financing in order to meet its future cash commitments.

Additional Capital Requirements

As a research and development company, MYND expects to spend substantial funds to continue the research, development and testing of its product candidates and to prepare to commercialize products subject to applicable regulatory approval. Substantial additional financing may be required if MYND is to be successful in continuing to develop its business and its products. No assurances can be given that MYND will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to MYND, if at all. If MYND is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Second QUARTER RESULTS OF OPERATIONS

	Period Ended April 30, 2024 ($)	Period Ended April 30, 2023 ($)	Period Ended April 30, 2022 ($)
Revenue	Nil	nil	nil
Net income (loss)	(632,328)	(1,456,119)	(2,170,004)
Net income (loss) per share – basic and diluted	(0.03)	(0.03)	(0.05)
Total assets	707,946	356,604	1,291,780
Total liabilities	6,317,435	5,344,902	3,219,124

SELECTED QUARTERLY INFORMATION FOR MOST RECENT COMPLETED QUARTERS

	April 30, 2024	January 31, 2024	October 31, 2023	July 31, 2023
	$	$	$	$
Total revenue	-	-	-	-
Net Income (loss)	(259,564)	(372,764)	(469,037)	(530,778)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.01)

	April 30, 2023	January 31, 2023	October 31, 2022	July 31, 2022
	$	$	$	$
Total revenue	-	-	-	-
Net loss	(617,619)	(838,500)	(545,452)	(851,866)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	(0.02)

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount. All related party transactions described below have occurred in the normal course of operations and were measured at the exchange amount.

Key Management Compensation

For the six months ended April 30, 2024, the Company was charged $0 in management fees by Dr. Lyle Oberg, the Chief Executive, and Director of the Company. Dr. Oberg is eligible to receive Company Options and Company RSUs and incentive fees at the discretion of the Board and will be reimbursed by the Company for any reasonable expenses. The Company has granted Dr. Oberg 600,000 Company Options. Additionally, Dr. Oberg is eligible to receive market capitalization bonuses ("Market Cap Bonuses") totaling $1,500,000, payable in cash or common shares at the discretion of the Board of Directors, in the event the market capitalization of the Company exceeds certain value thresholds for a minimum of 30 consecutive trading days. Dr. Oberg will receive 500,000 Shares in the event that the Company achieves a market capitalization of $100 million and an additional 500,000 Shares should the Company list on or is acquired by a company which is listed on, the NASDAQ or New York Stock Exchange. Dr. Oberg's contract may be terminated at any time, with or without cause, by the Company. The Market Cap Bonuses will be payable to

Dr. Oberg for up to 12 months following the termination of his contract for any reason. If the Company terminates the agreement without cause, the Company will pay Dr. Oberg 24 months Base Fees. If within 60 days following a change of control, Dr. Oberg's employment agreement is terminated by the Company, Dr. Oberg will receive a payment equal to 24 months of his base fees plus any bonuses that were paid 24 months prior to the change of control. Dr. Oberg's contract was terminated upon receipt of his resignation on December 4, 2023. Pursuant to the CEO's Management Services Agreement, the CEO earned in advance any market capitalization and Business milestone bonuses outlined in the Agreement for a period of 12 months after termination of the Agreement, regardless of the reason for termination or which party initiated the termination. The accrued debt is currently being renegotiated.

Dr. Oberg subsequently agreed to stay on the board of Directors, as Executive Chairman. Mr. Campbell, a former Independent Director, was appointed as CEO on December 5,2023.

For the six months ended April 30, 2024, the Company was charged $60,000 in management fees by Dr. Wilfred Jefferies, the Chairman and CSO of the Company. These fees were incurred in connection with an independent contractor agreement with Dr. Jefferies dated November 26,2020 compensating him for acting as the Company's CSO. Pursuant to the independent contractors' agreement, Dr. Jefferies will be paid a fee of $20,000 per month and will be reimbursed by the Company for any reasonable expenses. Dr. Jefferies has been granted 600,000 Company Options and is eligible to receive market capitalization bonuses ("Market Cap Bonuses") totaling $100,000, payable in cash or common shares at the discretion of the Board of Directors, in the event the market capitalization of the Company exceeds certain value thresholds for a minimum of 30 consecutive trading days. Dr. Jefferies is also entitled to receive Performance Bonuses totaling $11,000,000, payable in cash or common shares at the discretion of the Board of Directors, upon achieving certain scientific milestones. The contract may be terminated by either party providing 60 days' written notice to the other party, and if so terminated, the Company will pay all fees and reimbursable expenses incurred up to the date of termination. This agreement and any accrued debt is currently being renegotiated.

For the six months ended April 30, 2024, the Company was charged $20,520 in management fees by Lih Ming Tam, the CFO of the Company. These fees were incurred in connection with an independent contractor agreement with Mr. Tam dated October 1,2020 compensating him for acting as the Company's Controller. The Company will pay for all reasonable expenses. The contract may be terminated by either party providing 60 days' written notice to the other party, and if so terminated, the Company will pay all fees and reimbursable expenses incurred up to the date of termination.

Key management is comprised of the Company's directors and executive officers. The Company's management includes the following individuals:

- Dr. Lyle Oberg, Executive Chairman
- Roslyn Ritchie-Derrien, Independent Director
- Scott Nicoll, Independent Director
- Laurie Bakke, Independent Director
- John Campbell, CEO and Director
- Dr. Wilfred Jefferies, CSO and Director
- Lih Ming Tam, CFO

Key management is comprised of the Company's directors and executive officers. The Company incurred the following key management compensation charges during the six months ended April 30,2024 and 2023:

	2024	2023
	$	$
Salaries, bonuses, fees, and benefits	161,040	281,040
Share-based compensation	0	0
	161,040	284,040

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares without par value authorized for issuance.

As at April 30, 2024, the Company had 47,817,182 common shares issued and outstanding.

As at April 3,2024, the Company had no outstanding warrants. All warrants expired on September 8,2023 unexercised.

As at April 30,2024, the Company has a total of 4,180,000 stock options outstanding. The options are exercisable, subject to vesting provisions, over a period of five years, in which 3,430,000 with an exercise price of $0.30, 250,000 with an exercise price of $0.12 and 500,000 with an exercise price of $.05.

FINANCIAL INSTRUMENTS AND RISKS

Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at April 30, 2024 and 2023, as follows:

	April 30, 2024			
	Carrying value $	Level 1 $	Level 2 $	Level 3 $
Cash	1,807	1,807		

	April 30, 2023			
	Carrying value $	Level 1 $	Level 2 $	Level 3 $
Cash	933	933	-	-

The fair values of other financial instruments, which include accounts receivable, deposits, accounts payable and accrued liabilities and lease liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure on any outstanding accounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Currency Risk

Currency risk is the risk that changes in foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The Company has minimal financial assets and liabilities held in foreign currencies.

Interest Rate Risk

Interest rate risk consists of two components:

(i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
(ii) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. The Company's amounts due to related parties are non-interest bearing.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of all components of shareholders' equity.

The Company manages its capital structure and adjusts it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended October 31, 2023.

OFF-BALANCE SHEET ARRANGEMENTS AND PROPOSED TRANSACTIONS

The Company has no off-balance sheet arrangements.

The Company entered into a non-binding Letter of Intent to amalgamate with Cava Healthcare Inc. on October 25, 2023. Mynd already shares a robust business relationship with Cava, particularly concerning their patents in two pivotal areas. This strategic merger is poised to redefine the landscape of medical innovation and is a testament to the unwavering commitment of both companies to drive transformative advancements in healthcare.

SIGNIFICANT ACCOUNTING POLICIES

The Company follows the accounting policies described in Note 3 of the Company's audited consolidated financial statements for the year ended October 31, 2023.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the unaudited interim condensed consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements. The critical accounting estimates and judgments used by the Company are described in Note 3 of the Company's audited consolidated financial statements for the year ended October 31, 2023.

RISK FACTORS

The following are certain factors relating to the business of MYND. These risks and uncertainties are not the only ones facing MYND. Additional risks and uncertainties not presently known to the Company or currently deemed immaterial by the Company may also impair the operations of the Company. If any such risks actually occur, shareholders of MYND could lose all or part of their investment and the business, financial condition, liquidity, results of operations and prospects of MYND could be materially adversely affected and the ability of MYND to implement its growth plans could be adversely affected. The acquisition of any of the securities of the Company is speculative, involving a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of MYND should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Investors should carefully evaluate the following risk factors associated with MYND's securities, along with the risk factors described elsewhere in this presentation.

Risks Pertaining to MYND's Business and Industry Limited Operating History

The Company and its subsidiary have a limited operating history upon which its business and future prospects may be evaluated. MYND will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for MYND to meet future operating and debt service requirements, it will need to be successful in its growth, marketing and sales efforts. Additionally, where MYND experiences increased production and future sales, its current operational infrastructure may require changes to scale its business efficiently and effectively to keep pace with demand and achieve long-term profitability. If MYND's future products and services are not accepted by future customers, MYND's operating results may be materially and adversely affected.

Regulatory Risks and Uncertainties

In Canada, certain psychedelic drugs are classified as Schedule III drugs under the Controlled Drugs and Substances Act and as such, medical and recreational use is illegal under Canadian federal laws. All personnel and facilities engaged with such substances by or on behalf of MYND do so under current licenses and permits issued by appropriate federal, provincial, and local governmental agencies. While the Company is focused on programs using psychedelic compounds, the Company does not have any direct or indirect involvement with the illegal selling, production, or distribution of any substances in the jurisdictions in which it operates and does not intend to have any such involvement. However, a violation of any Canadian federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions, or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which MYND operates, or private citizens or criminal charges.

The loss of failure to renew or obtain the necessary licenses and permits for Schedule III drugs could have an adverse effect on MYND's operations.

The psychedelic drug industry is a fairly new industry, and the Company cannot predict the impact of the ever-evolving compliance regime in respect of this industry. Similarly, the Company cannot predict the time required to secure all appropriate regulatory approvals for future products, or the extent of testing and documentation that may, from time to time, be required by governmental authorities. The impact of compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, its business and products, and sales initiatives and could have a material adverse effect on the business, financial condition and operating results of MYND.

The success of MYND's business is dependent on the reform of controlled substances laws pertaining to psilocybin. If controlled substances laws are not favorably reformed in Canada, the United States, and other global jurisdictions, the commercial opportunity that MYND is pursuing may be highly limited.

Ability to Continue Research Using Psilocybin

Our ability to continue research using psilocybin, which is a controlled substance listed as a Schedule III drug in the CDSA, is dependent on our authorization from Health Canada to conduct lawful clinical or scientific research using psilocybin and psilocin. Health Canada has granted authorization pursuant to the FDR for the Principal Investigator to possess Psilocybin and Psilocin for scientific purposes. Any failure to renew existing licenses, complying with the conditions of the authorization, has a material adverse effect on the business, financial condition and operating results of MYND.

Risks Related to Regulatory Changes

In Canada, psilocybin is classified as a Schedule III drug under the Controlled Drugs and Substances Act. In the United States, psilocybin is classified as a Schedule I drug under the Controlled Substances Act. All activities involving such substances by or on behalf of the Company are conducted in accordance with applicable federal, provincial, state, and local laws. The Company does not have any direct or indirect involvement with the illegal selling, production, or distribution of any substances in the jurisdictions in which it operates and does not intend to have any such involvement. However, a violation of any applicable laws the jurisdictions in which the Company operates could result in significant fines, penalties, administrative sanctions, convictions, or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which the Company operates, or private citizens or criminal charges. Any changes in applicable laws and regulations could have an adverse effect on the Company's operations. The psychedelic drug industry is a fairly new industry, and the Company cannot predict the impact of the ever-evolving compliance regime in respect of this industry. Similarly, the Company cannot predict the time required to secure all

appropriate regulatory approvals for future products, or the extent of testing and documentation that may, from time to time, be required by governmental authorities. The impact of compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, business and products, and sales initiatives and could have a material adverse effect on the business, financial condition, and operating results of the Company.

The success of the Company's business is dependent on its activities being permissible under applicable laws and any reform of controlled substances laws or other may have a material impact on the Company's business and success. There is no assurance that the activities of the Company will continue to be legally permissible.

Violations of Laws and Regulations Could Result in Repercussions

In Canada, certain active ingredients such as psilocybin and psilocin are classified as controlled substances and are listed on Schedule III of the CDSA. As such, possession and use of these substances is prohibited unless approved. The Company's operations are conducted in strict compliance with the laws and regulations regarding its activities with such substances. The regulatory authorities in Canada will allow for exemptions to parties to allow possession of controlled substances for scientific purposes. Further, a Dealer's License can be obtained under the Food and Drugs Regulations allowing for the transport, manufacturing, processing, and sale of products containing a controlled substance like psilocybin or psilocin. However, programs relating to controlled substances are strict and penalties for contravention of these laws could result in significant fines, penalties, administrative sanctions, convictions, or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which the Company will operate, or private citizens or criminal charges. The loss of these necessary licenses and permits could have an adverse effect on the Corporation's operations.

The Company will not have any direct or indirect involvement with the illegal selling, production, or distribution of any substances in the jurisdictions in which it operates and does not intend to have any such involvement. However, a violation of any laws in the jurisdictions in which it operates could result in significant fines, penalties, administrative sanctions, convictions, or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which the Corporation operates, or private citizens or criminal charges.

Plans for Growth

The Company intends to amalgamate with Cava Healthcare Inc. and expand its operations within twenty-four (24) months. This growth may place a significant strain on MYND's management systems and resources. MYND will not be able to implement its business strategy in a rapidly evolving market, without an effective planning and management process. In particular, MYND may be required to manage multiple relationships with various strategic industry participants and other third parties, which relationships could be strained in the event of rapid growth. Similarly, a large increase in the number of third-party relationships MYND has may lead to management of MYND being unable to manage growth effectively.

Early Stage of the Industry and Product Development

Given the early stage of its product development, the Company can make no assurance that its research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, MYND, alone or with others, must successfully develop, gain regulatory approval for, and market its future products. The Company currently has no products that have been approved by Health Canada, the US Food and Drug Administration ("FDA") or any similar regulatory authority. To obtain regulatory approvals for its product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the product candidates are safe for human use and that they demonstrate efficacy.
Many product candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Product candidates can fail for a number of reasons, including, but not limited to, being unsafe for human use or due to the failure to provide therapeutic benefits equal to or better than the standard of treatment at the time of testing. Unsatisfactory results obtained from a particular study relating to a research and development program may cause MYND or its collaborators to abandon commitments to that program. Positive results of early preclinical research may not be indicative of the results that will be obtained in later stages of preclinical or clinical research. Similarly, positive results from early-stage clinical trials may not be indicative of favourable outcomes in later-stage clinical trials, and MYND can make no assurance that any future studies, if undertaken, will yield favourable results.

The early stage of the Company's product development makes it particularly uncertain whether any of its product development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product candidates will receive the requisite regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If MYND is successful in developing its current and future product candidates into approved products, it will still experience many potential obstacles, which would affect its ability to successfully market and commercialize such approved products, such as the need to develop or obtain manufacturing, marketing and distribution capabilities, price pressures from third-party payors, or proposed changes in health care systems. If MYND is unable to successfully market and commercialize any of its products, its financial condition and results of operations may be materially and adversely affected.

MYND can make no assurance that any future studies, if undertaken, will yield favorable results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and MYND cannot be certain that it will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Moreover, preclinical, and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain Health Canada or FDA approval. If MYND fails to produce positive results in its future clinical trials and other programs, the development timeline and regulatory approval and commercialization prospects for MYND's leading product candidates, and, correspondingly, its business and financial prospects, would be materially adversely affected.

Preclinical testing and clinical trials for MYND's products may not achieve the desired results. The results of preclinical testing and clinical trials are uncertain. Product approvals are subject to a number of contingencies and may not be obtained in the time expected or at all. MYND's products may not attract a following among patients, retailers and/or providers. The Company expects to face an inherent risk of exposure to product liability claims, regulatory action and litigation if the products it plans to distribute are alleged to have caused loss or injury. There can be no assurance that MYND will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities.

MYND's business relies on its ability to access, develop, and sell psilocybin. Psilocybin is a controlled substance in many jurisdictions, including in Canada under Schedule III of the Controlled Drugs and Substances Act and in the Unites States. MYND may face difficulty accessing psilocybin and the public capital markets in Canada as a result of the response of regulators, stock exchanges, and other market participants to MYND's development and sale of a controlled substance. MYND may also have limited access to traditional banking services, as well as limited access to debt financing from traditional institutional lenders. The medical efficacy of psilocybin has not been confirmed and requires further study and scientific rigor.

Limited Products

MYND is heavily reliant on the production and distribution of psychedelics and related products. If they do not achieve sufficient market acceptance, it will be difficult for MYND to achieve profitability.
MYND's revenue will be derived almost exclusively from sales of psychedelic based products. It expects that its psychedelic based products will account for substantially all of its revenue for the foreseeable future. If the psychedelic market declines or psychedelics fail to achieve substantially greater market acceptance than it currently enjoys, MYND will not be able to grow its revenues sufficiently for it to achieve consistent profitability.
Even if products to be distributed by MYND conform to international safety and quality standards, sales could be adversely affected if consumers in target markets lose confidence in the safety, efficacy, and quality of psychedelic based products. Adverse publicity about psychedelic products that MYND sells may discourage consumers from buying products distributed by MYND.

Limited Marketing and Sales Capabilities

MYND will, for the immediate future, have limited marketing and sales capabilities, and there can be no assurance that it will be able to develop or acquire these capabilities at the level needed to produce and deliver for sale, through industry partners, its products in sufficient commercial quantities. Further, there can be no assurance that MYND, either on its own or through arrangements with other industry participants, will be able to develop or acquire such capabilities on a cost-effective basis, or at all. Finally, there can be no assurance that MYND's industry partners will

be able to market or sell MYND's products in compliance with requisite regulatory protocols or on a cost-effective basis. The Company's dependence upon third parties for the production, and marketing or sale, as applicable, of MYND's products could have a material adverse effect on MYND's business, financial condition and results of operations.

No Assurance of Commercial Success

The successful commercialization of MYND's products will depend on many factors, including, MYND's ability to establish and maintain working partnerships with industry participants in order to market its products, MYND's ability to supply a sufficient amount of its products to meet market demand, and the number of competitors within each jurisdiction within which MYND may from time to time be engaged. There can be no assurance that MYND or its industry partners will be successful in their respective efforts to develop and implement, or assist MYND in developing and implementing, a commercialization strategy for MYND's products.

No Profits or Significant Revenues

MYND has no history upon which to evaluate its performance and future prospects. MYND's proposed operations are subject to all the business risks associated with new enterprises. These include likely fluctuations in operating results as MYND makes significant investments in research, development, and product opportunities, and reacts to developments in its market, including purchasing patterns of customers, and the entry of competitors into the market. MYND will only be able to pay dividends on any shares once its directors determine that it is financially able to do so. MYND cannot make any assurance that it will be profitable in the next three (3) years or generate sufficient revenues to pay dividends to the holders of the Shares.

Reliance on Third Parties for Clinical Development Activities

MYND rely and will continue to rely on third parties to conduct a significant portion of its preclinical and clinical development activities. For example, clinical development activities include trial design, regulatory submissions, clinical patient recruitment, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. If there is any dispute or disruption in its relationship with third parties, or if it is unable to provide quality services in a timely manner and at a feasible cost, MYND's active development programs will face delays. Further, if any of these third parties fails to perform as MYND expects or if their work fails to meet regulatory requirements, MYND's testing could be delayed, cancelled or rendered ineffective.

Risks Related to Third Party Relationships

MYND intends to enter into strategic alliances with third parties that the Company believes will complement or augment its proposed business or will have a beneficial impact on MYND. Strategic alliances could present unforeseen integration obstacles or costs, may not enhance MYND's business, and may involve risks that could adversely affect MYND, including significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that the Company's existing strategic alliances will continue to achieve, the expected benefits to MYND's business or that MYND will be able to consummate future strategic alliances on satisfactory terms, or at all. Any of the foregoing could have a material adverse effect on MYND's business, financial condition, and results of operations.

In addition to the foregoing, the success of MYND's business will depend, in large part, on MYND's ability to enter into, and maintain collaborative arrangements with various participants in the psychedelic industry. There can be no assurance that MYND will be able to enter into collaborative arrangements in the future on acceptable terms, if at all. There can be no assurance that such arrangements will be successful, that the parties with which MYND has or may establish arrangements will adequately or successfully perform their obligations under such arrangements, that potential partners will not compete with MYND by seeking or prioritizing alternate, competitor products. The termination or cancellation of any such collaborative arrangement or the failure of MYND and/or the other parties to these arrangements to fulfill their obligations could have a material adverse effect on MYND's business, financial condition, and results of operations. In addition, disagreements between MYND and any of its industry partners could lead to delays or time-consuming and expensive legal proceedings, which could have a material adverse effect on MYND's business, financial condition and results of operations.

Reliance on Contract Manufacturers

The Company has limited manufacturing experience and will rely on contract manufacturing organizations ("**CMOs**") to manufacture its product candidates for preclinical studies and clinical trials. The Company relies on CMOs for manufacturing, filling, packaging, storing, and shipping of drug products in compliance with current Good Manufacturing Practices ("cGMP") regulations applicable to its products. Health Canada ensures the quality of drug products by carefully monitoring drug manufacturers' compliance with cGMP regulations. The cGMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing, and packing of a drug product. There can be no assurances that CMOs will be able to meet MYND's timetable and requirements. The Company has not contracted with alternate suppliers for drug substance production in the event that the current provider is unable to scale up production, or if it otherwise experiences any other significant problems. If MYND is unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, MYND may be delayed in the development of its product candidates. Further, CMOs must operate in compliance with cGMP and failure to do so could result in, among other things, the disruption of product supplies. MYND's dependence upon third parties for the manufacture of its products may adversely affect its profit margins and its ability to develop and deliver products on a timely and competitive basis.

Commercial Scale Product Manufacturing

MYND's products will be manufactured in small quantities for preclinical studies and clinical trials by third party manufacturers. In order to commercialize its product, MYND needs to manufacture commercial quality drug supply for use in registration clinical trials. Most, if not all, of the clinical material used in phase 3/pivotal/registration studies must be derived from the defined commercial process including scale, manufacturing site, process controls and batch size. If MYND has not scaled up and validated the commercial production of its product prior to the commencement of pivotal clinical trials, it may have to employ a bridging strategy during the trial to demonstrate equivalency of early-stage material to commercial drug product, or potentially delay the initiation or completion of the trial until drug supply is available. The manufacturing of commercial quality product may have long lead times, may be very expensive and requires significant efforts including, but not limited to, scale-up of production to anticipated commercial scale, process characterization and validation, analytical method validation, identification of critical process parameters and product quality attributes, and multiple process performance and validation runs. If MYND does not have commercial drug supply available when needed for pivotal clinical trials, MYND's regulatory and commercial progress may be delayed, and it may incur increased product development costs. This may have a material adverse effect on the Company's business, financial condition, and prospects, and may delay the marketing of the product.

Safety and Efficacy of Products

Before obtaining marketing approval from regulatory authorities for the sale of MYND's product candidates, MYND must conduct preclinical studies in animals and extensive clinical trials in humans to demonstrate the safety and efficacy of the product candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, notwithstanding promising results in earlier trials. The Company does not know whether the clinical trials it may conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of its product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk MYND faces is the possibility that none of its product candidates under development will successfully gain market approval from Health Canada, the FDA or other regulatory authorities, resulting in MYND being unable to derive any commercial revenue from them after investing significant amounts of capital in their development.

MYND makes no medical or treatment claims about psilocybin or MYND's proposed products. Statements regarding psilocybin have not been evaluated by the FDA or other similar regulatory authorities, nor has the efficacy of psilocybin been confirmed by FDA-approved research. There is no assurance that psilocybin can be used to diagnose, treat, cure or prevent any disease or condition. Robust scientific research is needed. In addition, MYND has not conducted clinical trials for the use of its proposed products. Any references to quality, consistency, efficacy, and safety of potential products are not intended to imply that such claims have been verified in clinical trials or that MYND will be able to complete such trials. If MYND is not able to obtain the approvals or research necessary to commercialize its business, it may have a material adverse effect on MYND's performance and operations.

Clinical Testing and Commercializing Product Candidates

The Company cannot predict whether any clinical trials will begin as planned, will need to be restructured, or will be completed on schedule, or at all. MYND's product development costs will increase if it experiences delays in clinical testing. Significant clinical trial delays could shorten any periods during which MYND may have the exclusive right to commercialize its product candidates or allow its competitors to bring products to market before MYND, which would impair MYND's ability to successfully commercialize its product candidates and may harm its financial condition, results of operations and prospects.

The commencement and completion of clinical trials for MYND's products may be delayed for a number of reasons, including but not limited, to:

(a) Implications of a pandemic may include closures, physical distancing regulations, and the health of staff inside the organization and at third-party contract facilities.
(b) failure by regulatory authorities to grant permission to proceed or place clinical trials on hold.
(c) suspension or termination of clinical trials by regulators for many reasons, including concerns about patient safety or failure of MYND's CMOs to comply with cGMP requirements.
(d) any changes to MYND's manufacturing process that may be necessary or desired, delays or failure to obtain clinical supply from CMOs of MYND's products necessary to conduct clinical trials; product candidates demonstrating a lack of safety or efficacy during clinical trials, reports of clinical testing on similar technologies and products raising safety or efficacy concerns.
(e) clinical investigators not performing MYND's clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner.
(f) failure of MYND's contract research organizations to satisfy their contractual duties or meet expected deadlines.
(g) inspections of clinical trial sites by regulatory authorities.
(h) regulatory authorities or ethics committees finding regulatory violations that require MYND to undertake corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study; one or more regulatory authorities or ethics committees rejecting, suspending or terminating the study at an investigational site, precluding enrollment of additional subjects, or withdrawing its approval of the trial; or failure to reach agreement on acceptable terms with prospective clinical trial sites.
(i) MYND's product development costs will increase if it experiences delays in testing or approval or if MYND needs to perform more or larger clinical trials than planned. Additionally, changes in regulatory requirements and policies may occur, and MYND may need to amend study protocols to reflect these changes. Amendments may require the Company to resubmit its study protocols to regulatory authorities or ethics committees for re-examination, which may impact the cost, timing, or successful completion of that trial. Delays or increased product development costs may have a material adverse effect on MYND's business, financial condition, and prospects.

Completion of Clinical Trials

As MYND's product candidates advance from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, MYND will need to enroll an increasing number of patients that meet its eligibility criteria. There is significant competition for recruiting patients in clinical trials, and MYND may be unable to enroll the patients it needs to complete clinical trials on a timely basis or at all. The factors that affect MYND's ability to enroll patients are largely uncontrollable and include but are not limited to the size and nature of the patient population, eligibility and exclusion criteria for the trial, design of the clinical trial, competition with other companies for clinical sites or patients, perceived risks and benefits of the product candidate, and the number, availability, location and accessibility of clinical trial sites.

Nature of Regulatory Approvals

MYND's development and commercialization activities and product candidates are significantly regulated by a number of governmental entities, including Health Canada and the FDA. Regulatory approvals are required prior to each clinical trial and MYND may fail to obtain the necessary approvals to commence or continue clinical testing. MYND must comply with regulations concerning the manufacture, testing, safety, effectiveness, labeling, documentation,

advertising, and sale of products and product candidates and ultimately must obtain regulatory approval before it can commercialize a product candidate. The time required to obtain approval by such regulatory authorities is unpredictable but typically takes many years following the commencement of preclinical studies and clinical trials. Any analysis of data from clinical activities MYND performs is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. Even if MYND believes results from its clinical trials are favorable to support the marketing of its product candidates, Health Canada, the FDA or other regulatory authorities may disagree. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary among jurisdictions.

MYND has not obtained regulatory approval for any product candidate, and it is possible that none of its existing product candidates or any future product candidates will ever obtain regulatory approval. MYND could fail to receive regulatory approval for its product candidates for many reasons, including, but not limited to failure to demonstrate that a product candidate is safe and effective for its proposed indication, failure of clinical trials to meet the level of statistical significance required for approval, failure to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks, or deficiencies in the manufacturing processes or the failure of facilities of CMOs with whom MYND contracts for clinical and commercial supplies to pass a pre-approval inspection.

A regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and MYND's commercialization plans, or the Company may decide to abandon the development program. If MYND were to obtain approval, regulatory authorities may approve any of its product candidates for fewer or more limited indications than MYND requests, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. Moreover, depending on any safety issues associated with the Company's product candidates that garner approval, Health Canada, the FDA or other regulatory authorities may impose a risk evaluation and mitigation strategy, thereby imposing certain restrictions on the sale and marketability of such products.

Achieving Publicly Announced Milestones

From time to time, MYND may announce the timing of certain events it expects to occur, such as the anticipated timing of results from its clinical trials. These statements are forward-looking and are based on the best estimates of management at the time relating to the occurrence of such events. However, the actual timing of such events may differ from what has been publicly disclosed. The timing of events such as initiation or completion of a clinical trial, filing of an application to obtain regulatory approval, or announcement of additional clinical trials for a product candidate may ultimately vary from what is publicly disclosed. See "Commercial Scale Product Manufacturing", "Safety and Efficacy of Products", "Clinical Testing and Commercializing Product Candidates", "Completion of Clinical Trials", and "Nature of Regulatory Approvals" as discussed under this heading "Risk Factors" for further disclosure of risks and events that may affect the timing of certain events MYND may announce.
MYND undertakes no obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise, except as otherwise required bylaw. Any variation in the timing of previously announced milestones could have a material adverse effect on the business plan, financial condition or operating results and the future trading price of the Shares.

Unfavorable Publicity or Consumer Perception

The Company believes the psychedelic industry is highly dependent upon consumer perception regarding the safety, efficacy, and quality of psychedelic products. Consumer perception of MYND's psychedelic products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of psychedelics. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the psychedelic industry or any particular product, or consistent with earlier publicity.

Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for MYND's psychedelic products and the business, results of operations, financial condition, and cash flows of MYND. MYND's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on MYND, the demand for MYND's psychedelic products, and the

business, results of operations, financial condition and cash flows of MYND. Further, adverse publicity reports or other media attention regarding the safety, efficacy, and quality of psychedelic products in general, or MYND's psychedelic products and services specifically, or associating the consumption of truffles with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately, or as directed.
The psilocybin industry is highly dependent upon consumer perception regarding the medical benefits, safety, efficacy and quality of the psilocybin distributed for medical purposes to such consumers. There can be no assurance that future scientific research or findings on the medical benefits, viability, safety, efficacy and dosing of psilocybin or isolated constituents, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the industry or MYND or any particular product, or consistent with earlier publicity.

Product Recalls

Manufacturers, producers, and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of MYND's products are recalled due to an alleged product defect or for any other reason, MYND could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. MYND may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company's suppliers have detailed procedures in place for testing its products, there can be no assurance that any quality, potency, or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if MYND is subject to recall, the image of MYND could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for MYND's products and could have a material adverse effect on the results of the operations and financial condition of MYND. Additionally, product recalls may lead to increased scrutiny of MYND's operations by regulatory agencies, requiring further management attention, potential loss of applicable licenses and potential legal fees and other expenses.

Trademark Protection

Failure to register trademarks for MYND or its products could require MYND to rebrand its products resulting in a material adverse impact on its business.

Distribution and Supply Chain Interruption

MYND is susceptible to risks relating to distributor and supply chain interruptions. Distribution in Canada is largely accomplished through independent contractors, therefore, an interruption (e.g., a labour strike) for any length of time affecting such independent contractors may have a significant impact on MYND's ability to sell its products. Inherent to producing products is a potential for shortages or surpluses in future years if demand and supply are materially different from long-term forecasts. MYND monitors category trends and regularly reviews maturing inventory levels.

Difficulty to Forecast

MYND must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the psychedelic industry. A failure in the demand for MYND's psychedelic industry products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of MYND.

Promoting the Brand

Promoting MYND's brand will be critical to creating and expanding a customer base. Promoting the brand will depend largely on MYND's ability to provide psychedelic products to the market. Further, MYND may, in the future, introduce new products or services that its customers do not like, which may negatively affect the brand and reputation. If MYND fails to successfully promote its brand or if it incurs excessive expenses in this effort, its business and financial results from operations could be materially adversely affected. The regulatory framework may change at any time creating challenges around branding restrictions for MYND.

Product Viability

If MYND's psychedelic products are not perceived to have the effects intended by the end user, MYND's business may suffer. In general, psychedelic products have minimal long-term data with respect to efficacy, unknown side effects and/or interaction with individual human biochemistry or other supplements or medications. As a result, MYND's psychedelic products could have certain side effects if not used as directed or if taken by an end user that has certain known or unknown medical conditions. Further, MYND's business involves the growing of an agricultural product and is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks.

Success of Quality Control Systems

The quality and safety of MYND's products are critical to the success of its business and operations. As such, it is imperative that MYND (and its service providers') quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality of the quality of the training program and adherence by employees to quality control guidelines. Any significant failure or deterioration of such quality control systems could have a material adverse effect on MYND's business and operating results.

Reliance on Key Inputs

MYND's business is expected to be dependent on a number of key inputs and their related costs including raw materials and supplies. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, and operating results of MYND. Examples of potential risks include, but are not limited to, the risk that crops may become diseased or victim to insects or other pests and contamination, or subject to extreme weather conditions such as excess rainfall, freezing temperature, or drought, all of which could result in low crop yields, decreased availability of mushrooms, and higher acquisition prices. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of MYND.

Liability Arising from Fraudulent or Illegal Activity

MYND is exposed to the risk that its employees, independent contractors, consultants, service providers and licensors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional undertakings of unauthorized activities, or reckless or negligent undertakings of authorized activities, in each case on MYND's behalf or in its service that violate (i) various laws and regulations, including healthcare laws and regulations, (ii) laws that require the true, complete, and accurate reporting of financial information or data, (iii) the terms of MYND's agreements with third parties. Such misconduct could expose MYND to, among other things, class actions and other litigation, increased regulatory inspections and related sanctions, and lost sales and revenue or reputational damage.

The precautions taken by MYND to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting MYND from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Such misconduct may result in legal action, significant fines or other sanctions and could result in loss of any regulatory license held by MYND at such a time. MYND may be subject to security breaches at its facilities or in respect of electronic document or data storage, which could lead to breaches of applicable privacy laws and associated sanctions or civil or criminal penalties; events, including those beyond the control of the Company, may damage its operations. In addition, these events may negatively affect customers' demand for MYND's products. Such events include, but are not limited to, non-performance by third party contractors; increases in materials or labour costs; breakdown or failure of equipment; failure of quality control processes; contractor or operator errors; and major incidents and/or catastrophic events such as fires, explosions, earthquakes, or storms. As a result, there is a risk that MYND may not have the capacity to meet customer demand or to meet future demand when it arises. Failure to comply with health and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on MYND's manufacturing operations.

Operating Risk and Insurance Coverage

The Company does not have insurance to protect its assets, operations, and employees. While MYND may, in the future obtain insurance coverage to address all material risks to which it is exposed and is adequate and customary in its proposed state of operations, such insurance will be subject to coverage limits and exclusions and may not be

available for the risks and hazards to which MYND is expected to be exposed. In addition, no assurance can be given that such insurance will be adequate to cover MYND's liabilities or will be generally available in the future, or if available, that premiums will be commercially justifiable. If MYND were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if MYND were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Costs of Operating as Public Company

As a public company, MYND will incur significant legal, accounting, and other expenses. As a public company, MYND will be subject to various securities rules and regulations, which impose various requirements on MYND, including the requirement to establish and maintain effective disclosure and financial controls and corporate governance practices. The Company's management and other personnel need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase MYND's legal and financial compliance costs and make some activities more time-consuming and costly.

Management of Growth

MYND may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of MYND to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of MYND to deal with this growth may have a material adverse effect on MYND's business, financial condition, results of operations and prospects.

Risks Related to Intellectual Property Trade Secrets

The Company relies on third parties to develop its products and as a result, must share trade secrets with them. The Company seeks to protect its proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with its collaborators, advisors, employees, and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of MYND's collaborators, advisors, employees and consultants to publish data potentially relating to its trade secrets. Its academic and clinical collaborators typically have rights to publish data, provided that the Company is notified in advance and may delay publication for a specified time in order to secure any intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by MYND, although in some cases MYND may share these rights with other parties. MYND may also conduct joint research and development programs which may require it to share trade secrets under the terms of research and development collaboration or similar agreements. Despite MYND's efforts to protect its trade secrets, MYND's competitors may discover its trade secrets, either through breach of these agreements, independent development or publication of information. A competitor's discovery of MYND's trade secrets may impair its competitive position and could have a material adverse effect on its business and financial condition.

Patent Law Reform

As is the case with other biotechnology and pharmaceutical companies, MYND's success is heavily dependent on intellectual property rights, particularly patents. Obtaining and enforcing patents in the biopharmaceutical industry is a technologically and legally complex process, and obtaining and enforcing biopharmaceutical patents is costly, time consuming and inherently uncertain. Recent patent reform legislation could increase the uncertainties and costs surrounding the prosecution of MYND's and its licensors or collaborators' patent applications and the enforcement or defense of MYND or its licensors or collaborators' issued patents.

Patent Litigation and Intellectual Property

The Company has applied for a provisional patent application but there can be no assurance that it or a successor application will be issued into a valid patent. Such failure to issue could have a material adverse effect on MYND. In the event that a patent issued to MYND is challenged, any of MYND's patents may be invalidated (although at this time the MYND does not have any issued patents). MYND could also become involved in interference or impeachment proceedings in connection with one or more of its patents or patent applications to determine priority of invention.

Patent litigation is becoming widespread in the pharmaceutical industry and MYND cannot predict how this will affect its efforts to form strategic alliances, conduct clinical testing, or manufacture and market any of its product candidates that it may successfully develop. If MYND becomes involved in any litigation, interference, impeachment, or other administrative proceedings, it will likely incur substantial expenses and the efforts of its technical and management personnel will be significantly diverted. MYND cannot make any assurances that it will have the financial or other resources necessary to enforce or defend a patent infringement or proprietary rights violation action. Moreover, if MYND's products infringe patents, trademarks or proprietary rights of others, it could, in certain circumstances, become liable for substantial damages, which also could have a material adverse effect on the business of MYND, its financial condition and results of operation. Patent litigation is less likely during development as many jurisdictions contain exemptions from patent infringement for the purpose of obtaining regulatory approval of a product. Where there is any sharing of patent rights either through co-ownership or different licensed "fields of use", one owner's actions could lead to the invalidity of the entire patent. If MYND is unable to avoid infringing the patent rights of others, MYND may be required to seek a license, defend an infringement action, or challenge the validity of the patents in court. Such results could have a material adverse effect on MYND. Regardless of the outcome, patent litigation is costly and time consuming. In some cases, MYND may not have sufficient resources to bring these actions to a successful conclusion, and, even if MYND is successful in these proceedings, it may incur substantial costs and divert management time and attention in pursuing these proceedings, which could have a material adverse effect on MYND.

Any infringement or misappropriation of MYND's intellectual property could damage its value and limit its ability to compete. In addition, MYND's ability to enforce and protect its intellectual property rights may be limited in certain countries outside Canada, which could make it easier for competitors to capture market position in such countries by utilizing technologies that are similar to those developed or licensed by MYND. Competitors may also harm MYND's sales by designing products that mirror the capabilities of its products or technology without infringing on its intellectual property rights. If MYND does not obtain sufficient protection for its intellectual property, or if it is unable to effectively enforce its intellectual property rights, its competitiveness could be impaired, which would limit its growth and future revenue. MYND may also find it necessary to bring infringement or other actions against third parties to seek to protect its intellectual property rights. Litigation of this nature, even if successful, is often expensive and time consuming to prosecute and there can be no assurance that MYND will have the financial or other resources to enforce its rights or be able to enforce its rights or prevent other parties from developing similar technology or designing around its intellectual property.

The Company is not aware of any infringement by it of any person's or entity's intellectual property rights. In the event that products sold by MYND are deemed to infringe upon the patents or proprietary rights of others, MYND could be required to modify its products or obtain a license for the manufacture and/or sale of such products or cease selling such products. In such an event, there can be no assurance that MYND would be able to do so in a timely manner, upon acceptable terms and conditions, or at all, and the failure to do any of the foregoing could have a material adverse effect upon MYND's business. If MYND's products or proposed products are deemed to infringe or likely to infringe upon the patents or proprietary rights of others, MYND could be subject to injunctive relief and, under certain circumstances, become liable for damages, which could also have a material adverse effect on MYND's business and its financial condition.

Protection of Intellectual Property

MYND will be able to protect its intellectual property from unauthorized use by third parties only to the extent that MYND's proprietary technologies, key products and any future products are covered by valid and enforceable intellectual property rights including patents or are effectively maintained as trade secrets and provided MYND has the funds to enforce its rights, if necessary.

Third-Party Licenses

A substantial number of patents have already been issued to other biotechnology and pharmaceutical companies. To the extent that valid third-party patent rights cover MYND's products or services, MYND or its strategic collaborators would be required to seek licenses from the holders of these patents in order to manufacture, use or sell these products and services and payments under them would reduce MYND's profits from these products and services. MYND is currently unable to predict the extent to which it may wish or be required to acquire rights under such patents, the availability and cost of acquiring such rights and whether a license to such patents will be available on acceptable terms or at all. There may be patents in the U.S. or in foreign countries or patents issued in the future that are

unavailable to license on acceptable terms. MYND's inability to obtain such licenses may hinder or eliminate its ability to manufacture and market its products.

Further, if MYND obtains third-party licenses but fails to pay annual maintenance fees, development and sales milestones, or it is determined that MYND does not use commercially reasonable efforts to commercialize licensed products, MYND could lose its licenses which could have a material adverse effect on its business and financial condition.

Conflicts of Interest

MYND may be subject to various potential conflicts of interest because of the fact that some of its officers and directors may be engaged in a range of business activities. MYND's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to MYND. In some cases, MYND's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to MYND's business and affairs and that could adversely affect MYND's operations. These outside business interests could require significant time and attention of the Company's executive officers and directors.

In addition, MYND may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time-to-time deal with persons, firms, institutions, or companies with which MYND may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of MYND, and from time to time, these persons may be competing with MYND for available investment opportunities.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of MYND's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of MYND.

Financial and Accounting Risks

Substantial Number of Authorized but Unissued Shares

MYND will have an unlimited number of Shares that may be issued by the Board without further action or approval of the shareholders of the Company. While the Board will be required to fulfill its fiduciary obligations in connection with the issuance of such Shares, the Shares may be issued in transactions with which not all of the shareholders agree, and the issuance of such Shares will cause dilution to the ownership interests of the shareholders.

Dilution

The financial risk of MYND's future activities will be borne to a significant degree by purchasers of the Shares. If MYND issues Shares from its treasury for financing purposes, control of MYND may change and purchasers may suffer additional dilution.

Negative Cash Flow from Operating Activities

The Company has had negative cash flow from operating activities since inception. Significant capital investment will be required to execute MYND's strategic plans. MYND's net losses have had and will continue to have an adverse effect on, among other things, shareholder equity, total assets and working capital. The Company expects that MYND's losses may fluctuate from quarter to quarter and year to year, and that such fluctuations may be substantial. The Company cannot predict when it will become profitable, if at all. MYND will be required to obtain additional financing in order to meet its future cash commitments.

Additional Capital Requirements

As a research and development company, MYND expects to spend substantial funds to continue the research, development and testing of its product candidates and to prepare to commercialize products subject to applicable regulatory approval. Substantial additional financing may be required if MYND is to be successful in continuing to develop its business and its products. No assurances can be given that MYND will be able to raise the additional

capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to MYND, if at all. If MYND is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Lack of Product Revenue

To date, the Company has not generated product revenue and cannot predict when and if it will generate product revenue. MYND's ability to generate product revenue and ultimately become profitable depends upon its ability, alone or with partners, to successfully develop its product candidates, obtain regulatory approval and commercialize products, including any of its current product candidates or other product candidates that it may develop, in-license or acquire in the future. The Company does not anticipate MYND generating revenue from the sale of products for the foreseeable future. The Company expects its research and development expenses to increase in connection with its ongoing activities, particularly as it advances its product candidates through clinical trials.

Estimates or Judgements Relating to Critical Accounting Policies

The preparation of financial statements in conformity with the International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. MYND bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. MYND's operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause its operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the share price of MYND. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non-financial assets, fair value of biological assets, as well as revenue and cost recognition.

Risks Related to Securities of the Company

Market for the Shares

MYND cannot predict the prices at which the Shares will trade. Fluctuations in the market price of the Shares could cause an investor to lose all or part of its investment. Factors that could cause fluctuations in the trading price of the Shares include: (i) announcements of new offerings, products, services or technologies; commercial relationships, acquisitions or other events by MYND or its competitors; (ii) price and volume fluctuations in the overall stock market from time to time; (iii) significant volatility in the market price and trading volume of comparable companies; (iv) fluctuations in the trading volume of the Shares or the size of MYND's public float; (v) actual or anticipated changes or fluctuations in MYND's results of operations; (vi) whether MYND's results of operations meet the expectations of securities analysts or investors; (vii) actual or anticipated changes in the expectations of investors or securities analysts; (viii) litigation involving MYND, its industry, or both; (ix) regulatory developments; (x) general economic conditions and trends; (xi) major catastrophic events; (xii) escrow releases, sales of large blocks of the Shares; (xiii) departures of key employees or members of management; or (xiv) an adverse impact on MYND from any of the other risks cited herein.

Volatile Market Price for Shares

The market price of the Shares may be volatile. The volatility may affect the ability of holders to sell the Shares at an advantageous price or at all. Market price fluctuations in the Shares may be adversely affected by a variety of factors relating to MYND's business, including fluctuations in MYND's operating and financial results, such results failing to meet the expectations of securities analysts or investors and downward revisions in securities analysis' estimates in connection therewith, sales of additional Shares, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Resulting Issuer or its competitors, along with a variety of additional factors, including, without limitation, those set forth under the heading "Forward-Looking Statements". In addition, the market price for securities on stock markets, including the Canadian Stock Exchange (the "**CSE**"), is subject to significant price and trading fluctuations. These fluctuations have

resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may materially adversely affect the market price of MYND.

Additionally, the value of the Shares is subject to market value fluctuations based upon factors that influence MYND's operations, such as legislative or regulatory developments, competition, technological change and changes in interest rates or foreign exchange rates. There can be no assurance that the market price of the Shares will not experience significant fluctuations in the future, including fluctuations that are unrelated to MYND's performance.

Tax Issues

There may be income tax consequences in relation to the Shares, which will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.

No Dividends

MYND's current policy is, and will be, to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in MYND. Therefore, MYND does not anticipate paying cash dividends on the Shares in the foreseeable future. MYND's dividend policy will be reviewed from time to time by the Board in the context of its earnings, financial condition and other relevant factors. Until the time that MYND does pay dividends, which it might never do, its shareholders will not be able to receive a return on their Shares unless they sell them.

COMMITMENTS

On July 15, 2020, the Company entered into an agreement with an Cava Healthcare Ltd. (Cava) to acquire an international patent known as, PCT/CA2020/050192 A Method of Immune Modulation by Modulating ABCF1 ("First Acquired Asset"). As part of the agreement, the Company shall Cava an annual perpetual royalty equal to the greater of $600,000 or 4% of net sales of any product or service which directly or indirectly incorporates the Acquired Assets to any third party during the respective preceding calendar quarter. The royalty commences upon the Company achieving a public listing and raising an aggregate of $5,000,000 through debt or equity financing. The First Acquired Asset will be returned to Cava in the event that the Royalty Benchmark is not achieved by January 15, 2023. The Company paid a non-refundable installment of $300,000 towards this commitment which has been included as advanced deposits on the consolidated statement of financial position as at October 31, 2022 and October 31, 2021. The Company is currently negotiating with Cava to extend the Royalty Benchmark Deadline.

On October 26, 2021, the Company entered into a second asset purchase agreement with Cava to acquire an international patent known as, PCT/CA2021/62/167,897 Use Of Psychedelics In The Treatment Of Dementia, ("Second Acquired Asset"). As part of the agreement, the Company issued 450,000 common shares on December 15, 2021, to Cava at a deemed price of $0.85 per share and made a cash payment of $120,000 prior to year-end as consideration for the Second Acquired Asset. In addition, the Company shall pay to the party an annual royalty equal to the greater of: (i) $240,000; or (ii) 4% of the net sales of any product or service which directly or indirectly incorporates the Second Acquired Asset to any third party. The total consideration As of October 31, 2022, $180,000 expenses for three quarters were recognized as royalty expenses.

On November 26, 2020, the Company entered into an agreement with the Chief Scientific Officer ("CSO") of the Company to provide consulting services at the rate of $20,000 per month. The Company shall pay the CSO $100,000 market capitalization bonus if the market capitalization of the Company reaches $100 million for a minimum period of 30 consecutive trading days based on the daily closing price. The CSO is also entitled to performance bonuses once certain milestones are achieved, as listed below:

a. $1,000,000 upon the issuance by the Government of Canada of a manufacturing license for psilocybins or extracts containing psilocybins or compounds related to psilocybins.

b. $2,000,000 upon the issuance by the Government of Canada of a commercial license for production and commercial sale of psilocybins or extracts containing psilocybins or compounds related to psilocybins.

c. $1,000,000 upon the submission of an Investigational New Drug Application any compound or mixture submitted where MYND possesses a commercial interest.

d. $2,000,000 upon the submission of the issuance of a Federal Drug administration of approval for any compound or mixture submitted where MYND possesses a commercial interest.

e. $1,000,000 upon the initiation of a Phase 1 clinical trial for any compound or mixture submitted where MYND possesses a commercial interest.

f. $2,000,000 upon the initiation of a Phase 2 clinical trial for any compound or mixture submitted where MYND possesses a commercial interest.

g. $2,000,000 upon the initiation of a Phase 3 clinical trial for any compound or mixture submitted where MYND possesses a commercial interest.

This agreement is currently under review and renegotiation.

SUBSEQUENT EVENT

On October 25, 2023, the Company announced that it had taken a definitive step forward by entering into a non-binding LOI to enable a merger with Cava Healthcare Inc. This merger will allow for the consolidation of over 40 patents, licenses and patent applications and positions the Company to redefine the landscape of medical innovation and is a testament to the unwavering commitment of both companies to drive transformative advancements in healthcare. Work to complete the merger is ongoing with a targeted completion in the third quarter of fiscal year 2024.