

NOTICE OF CHANGE IN CORPORATE STRUCTURE
(Pursuant to Section 4.9 of National Instrument 51-102)

Item 1. Names of the Parties to the Transaction

The following corporate entities were parties to the transaction:

- a) MindBio Therapeutics Corp. (formerly, 1286409 B.C. Ltd.), a company incorporated under the *Business Corporations Act* (British Columbia) and a former wholly-owned subsidiary of Blackhawk (defined below) (“**SpinCo**” or the “**Issuer**”); and
- b) Blackhawk Growth Corp., a company incorporated under the *Business Corporations Act* (British Columbia) (“**Blackhawk**”).

Item 2. Description of the Transaction

Capitalized terms that are not otherwise defined herein shall have the meanings set forth in the arrangement agreement dated November 25, 2022 entered into between Blackhawk and the Issuer (the “**Arrangement Agreement**”).

On May 1, 2023, Blackhawk and SpinCo (together the “**Parties**”) completed the previously announced spin-out transaction carried out by way of a statutory plan of arrangement (“**Plan of Arrangement**”) pursuant to the *Business Corporations Act* (British Columbia) and in accordance with the terms of the Arrangement Agreement. Pursuant to the Arrangement, the Issuer formed an independent company focused on the psychedelics and mental health technologies business. The Arrangement, amongst other steps, involved:

- (a) Blackhawk transferring, assigning and conveying all outstanding ordinary shares of Digital Mind Technology Pty Ltd. (“**Digital**”) to the Issuer;
- (b) the Issuer changing its name from “1286409 B.C. Ltd.” to “MindBio Therapeutics Corp.”
- (c) the authorized share capital of the Issuer being amended to split the outstanding common shares of SpinCo (“**SpinCo Share**”) on the basis of 2.16 new SpinCo Shares for one existing SpinCo Share;
- (d) Blackhawk re-designating all of its issued and unissued common shares (“**Blackhawk Shares**”) as Class A common shares without par value, (the “**Blackhawk Class A Shares**”) and creating a new class consisting of an unlimited number of common shares without par value with terms identical to those of the Blackhawk Shares, (the “**New Blackhawk Shares**”);
- (e) in the course of a reorganization of Blackhawk’s capital, each holder of Blackhawk Class A Shares (“**Blackhawk Shareholders**”) was deemed to

receive one New Blackhawk Share and one SpinCo Share in exchange for each Blackhawk Class A Share;

- (f) the authorized share structure of Blackhawk being amended by eliminating the Blackhawk Class A Shares, none of which were issued or outstanding once the aforementioned exchange was completed.

Item 3. Effective Date of the Transaction

May 1, 2023

Item 4. Name of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Entity

Not applicable.

Item 5. Date of the Reporting Issuer's First Financial Year-End After the Transaction

June 30, 2023

Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction

The following is a summary of the applicable financial statements to be filed in the Issuer's first financial year subsequent to the completion of the Arrangement:

- (a) interim consolidated financial statements of the Issuer for the nine and three months ended March 31, 2023 and the relevant comparative information for the nine and three months ended March 31, 2022;
- (b) audited annual consolidated financial statements of the Issuer for the year ended June 30, 2023 and the relevant comparative information for the year ended June 30, 2022;
- (c) interim consolidated financial statements of the Issuer for the three months ended September 30, 2023 and the relevant comparative information for the three months ended September 30, 2022;
- (d) interim consolidated financial statements of the Issuer for the three and six months ended December 31, 2023 and the relevant comparative information for the three and six months ended December 31, 2022; and

- (e) interim consolidated financial statements of the Issuer for the nine and three months ended March 31, 2024 and the relevant comparative information for the nine and three months ended March 31, 2023.

Item 7. Documents Filed Under National Instrument 51-102

In connection with the Arrangement, the Issuer filed the following documents:

- (a) an Arrangement Agreement and Plan of Arrangement between the Issuer and Blackhawk dated November 25, 2022;
- (b) Final Court Order dated January 19, 2023; and
- (c) Press Release dated May 1, 2023 announcing completion of the Arrangement.

Copies of these documents can be found under the Issuer's profile on the SEDAR website at www.sedar.com. The final Form 2A – Listing Statement will be published on the Issuer's profile on the SEDAR once the final approval is obtained from the Canadian Securities Exchange.

In addition, Blackhawk filed its management information circular, dated November 30, 2022, which is available under Blackhawk's profile on SEDAR at www.sedar.com.