

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus for the province of Québec and amended and restated short form base shelf prospectus for each of the provinces of Canada, except Québec dated January 28, 2022 (the “**Base Shelf Prospectus**” and, as supplemented by this Prospectus Supplement, collectively the “**Prospectus**”) to which it relates, as amended or supplemented, and each document incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold, directly or indirectly, in the United States, or to a U.S. Person, except pursuant to an available exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Mydecine Innovations Group Inc. at Suite 810 - 789 West Pender Street, Vancouver, BC, V6C 1H2, Telephone: 1-604-687-2038, and are also available electronically at www.sedar.com.

PROSPECTUS SUPPLEMENT

(TO THE FINAL SHORT FORM BASE SHELF PROSPECTUS FOR THE PROVINCE OF QUÉBEC AND THE AMENDED AND RESTATED FINAL SHORT FORM BASE SHELF PROSPECTUS FOR EACH OF THE PROVINCES OF CANADA EXCEPT QUÉBEC, EACH DATED JANUARY 28, 2022)

New Issue

January 17, 2023



MYDECINETM
MEDICINE EVOLVED

MYDECINE INNOVATIONS GROUP INC.

UP TO \$5,000,000 IN COMMON SHARES

Mydecine Innovations Group Inc. (“**Mydecine**” or the “**Company**”) is hereby qualifying the distribution (the “**Offering**”) of up to 10,752,688 common shares of the Company (the “**Common Shares**”) at a price of \$0.465 per Share (the “**Offering Price**”) for aggregate proceeds of up to \$5,000,000. The Company will use the proceeds of the Offering as described in this Prospectus Supplement. See “*Use of Proceeds*”.

The Common Shares are listed on the Neo Exchange Inc. (the “**NEO**”) under the trading symbol “**MYCO**”. The Company also trades on the OTC Pink Sheets under the symbol “**MYCOF**” and the Frankfurt Stock Exchange under the symbol “**ONFA**”.

The Common Shares will be offered and sold pursuant to a Share Subscription Agreement dated August 26, 2022 (the “**Subscription Agreement**”) between the Company and OpenSky Opportunities Fund Ltd. (the “**Investor**”). Pursuant to the Subscription Agreement, the Company agreed to issue and the Investor agreed to subscribe for up to \$10,000,000 in Common Shares (the “**Draw Amount Maximum**”) in a series of closings (each, a “**Draw Closing**”) on the terms and subject to the conditions set out in the Subscription Agreement. The Subscription Agreement will

continue in force and effect and the Company shall, subject to the terms and conditions of the Subscription Agreement, have the right to cause the Investor to subscribe for Common Shares under the Subscription Agreement until the earlier of (i) February 28, 2023; (ii) the date on which the Draw Amount Maximum is reached; (iii) the date on which a Material Adverse Effect (as defined in the Subscription Agreement) or Change of Control (as defined in the Subscription Agreement) has occurred in respect of the Company, which determination shall be made by the Investor, acting reasonably, provided that the Investor may elect to not terminate the Subscription Agreement if a Material Adverse Effect or Change of Control has occurred; (iii) upon written notice from the Investor in the event of a material breach of the Subscription Agreement by the Company, or in the event a legal proceeding is commenced against the Company or its officers, directors or principal shareholders, or an order is enacted to cease trading the Common Shares, or (iv) the date on which the Subscription Agreement is terminated in accordance with its terms (the “**Term**”). In order to fix a date for a Draw Closing pursuant to the Subscription Agreement, the Company must issue a notice (each, a “**Draw Notice**”) of such intention to the Investor. The Draw Notice shall set out the amount of subscription proceeds to be paid by the Investor to the Company (the “**Draw Amount**”) in respect of such Draw Closing together with the number of Common Shares that will be issued to the Investor, in addition to other information as set forth in the Subscription Agreement. The issue price per Common Share for a Draw Closing shall be equal to the last closing trading price of the Common Shares on the NEO (the “**Last Closing Price**”) prior to the Company delivering the applicable Draw Notice to the Investor.

Throughout the Term, the Company may issue as many Draw Notices for such Draw Amounts as it may elect, after 4:00 p.m. Toronto Time on any day on which the NEO is open for trading (a “**Trading Day**”) and prior to 9:30 a.m. Toronto Time on the subsequent Trading Day, provided that, among other things: (i) the Company may not, without the prior consent of the Investor, deliver more than one (1) Draw Notice per Calendar Month (as defined in the Subscription Agreement); (ii) the aggregate amount of Draw Amounts in any given Calendar Month shall be no less than \$10,000 and no greater than \$2,000,000, subject to increase by agreement of the parties; (iii) in the event that the Company has entered into any other financing transaction that remains ongoing at the time of the delivery of the Draw Notice, the price per Common Share contemplated by such other financing then taking place must be equal to or greater than the Last Closing Price specified in the Draw Notice; (iv) on the Trading Day prior to the delivery of the Draw Notice, the daily trading volume of the Common Shares is not less than the trailing 30-day average trading volume as calculated by the Investor; (v) on the Trading Day prior to the delivery of the Draw Notice, the trailing 10-day average daily trading volume has not decreased by greater than 10% over the trailing 30-day average daily trading volume as calculated by the Investor; and (vi) at least three (3) Trading Days (as defined herein) prior to issuance of a Draw Notice, the Company shall provide notice of its intention to provide such Draw Notice and consult in good faith with the Investor in respect thereto. The Investor shall have the option of unilaterally reducing the Draw Amount in any given calendar month to not less than \$10,000.

This Offering is being completed pursuant to the Company’s fifth Draw Notice to the Investor, in compliance with the above requirements. The Common Shares will be offered and sold to the Investor in the Commonwealth of the Bahamas. See “*Plan of Distribution*”.

The Offering Price was determined by the Investor and the Company and is based on the Last Closing Price on January 10, 2023, pursuant to the Subscription Agreement. The Company has applied to list the Common Shares distributed under this Prospectus Supplement on the NEO. Listing will be subject to the Company fulfilling all of the requirements of the NEO.

There is no agent or underwriter involved with the Offering, the issuance of the securities or the preparation of this Prospectus Supplement and no agent or underwriter has performed any review of the contents of this Prospectus Supplement or the Base Shelf Prospectus. No party is receiving a commission or finder’s fee in connection with the Offering.

The following table sets out the total number of Common Shares to be issued by the Company to the Investor:

	Price to Public	Underwriting Discounts or Commission	Net Proceeds to the Company⁽¹⁾
Per Common Share.....	\$0.465	NIL	\$0.465
Total.....	Up to \$5,000,000	NIL	Up to \$5,000,000

Notes:

(1) Before deducting the expenses of the Offering, estimated to be \$5,000.

The Offering is not underwritten or guaranteed by any person. The Common Shares will be issued by the Company to the Investor in accordance with the conditions contained in the Subscription Agreement referred to under “*Plan of Distribution*”.

Closing of the Offering is expected to occur in one or more tranches, with the first tranche expected to close on or about January 17, 2023, or such other date as the Company and the Investor may agree pursuant to the terms of the Subscription Agreement.

It is anticipated that the Common Shares will be delivered under the direct registration system via DRS advice statements (“**DRS**”) delivered to the Investor by the Company’s Transfer Agent (as defined herein) in electronic form. The Transfer Agent will record the Investor as the registered owner of the Common Shares. No definitive certificates will be issued unless specifically requested or required. See “*Plan of Distribution*”.

Any investment in the Common Shares is speculative and involves significant risks that should be carefully considered by prospective investors before purchasing the Common Shares. A prospective investor should review the Prospectus Supplement and the Base Shelf Prospectus, as amended or supplemented, and the documents incorporated by reference herein and therein, as amended or supplemented, in their entirety and carefully consider the “Risk Factors” section in this Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference herein and therein, as well as the information under the heading “Cautionary Note Regarding Forward Looking Information” in this Prospectus Supplement and under the heading “Forward-Looking Information” in the Base Shelf Prospectus, and consider such notes and information in connection with an investment in the Common Shares.

Prospective investors should be aware that the acquisition or disposition of the securities described herein may have tax consequences in Canada. This Prospectus Supplement may not describe these tax consequences fully. Prospective investors are advised to consult their own legal and tax counsel and other professional advisors in order to assess income tax, legal and other aspects of an investment in Mydecine.

The Common Shares may only be sold in those jurisdictions where offers and sales are permitted. This Prospectus Supplement (together with the Base Shelf Prospectus) is not an offer to sell or a solicitation of an offer to buy the Common Shares in any jurisdiction in which it is unlawful. The acquisition or disposition of the Common Shares described in this Prospectus Supplement and ownership of the Common Shares may subject investors to tax consequences in Canada or elsewhere, depending on each particular existing or prospective investor’s specific circumstances. This Prospectus Supplement and the Base Shelf Prospectus may not describe such tax consequences fully. Prospective purchasers should read the tax discussion in this Prospectus Supplement under the heading “*Certain Canadian Federal Income Tax Considerations*” and are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Common Shares.

David Joshua Barch, Robert Roscow and Damon Michaels, each of whom is a director and/or officer of the Company, reside outside of Canada. Each of them has appointed the Company at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 as his or her agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

The Company's head and registered office is located at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2. Except as otherwise indicated, references to "Canadian dollars" or "\$" are to the currency of Canada. Certain totals, subtotals and percentages may not precisely reconcile due to rounding.

The Company conducts research and development on psilocybin mushrooms in Canada with a focus on developing and commercializing psychedelic-inspired regulated medicines. The raw psilocybin is produced in Jamaica and transported to the Company's research partners in Canada. The Company, through a third-party research partner, is carrying out certain research involving psilocybin in Canada, Australia, the United States, the United Kingdom and the Netherlands. No psilocybin mushrooms product will be commercialized prior to applicable legal or regulatory approval. The Company does not have any direct or indirect involvement with the illegal selling, production or distribution of substances in the jurisdictions in which it operates. The Company does not advocate for the legalization of psychedelic substances for recreational purposes and does not deal with psychedelic substances except within laboratory and clinical trial settings conducted within approved regulatory frameworks.

The Canadian and United States federal governments regulate drugs through the *Controlled Drugs and Substances Act* (Canada) (the "CDSA") and the Controlled Substances Act (21 U.S.C. § 811), respectively, which place controlled substances in a schedule. Under the CDSA, psilocybin is currently a Schedule III drug. CDSA prohibits the possession of a Schedule III drug absent authorization under the CDSA or a related regulation (either via a license or an authorized exemption). It is a criminal offence to possess substances under the CDSA without a prescription. Health Canada has not approved psilocybin as a drug. It is anticipated that all of the Company's psilocybin activities in Canada will be carried out in partnership with Applied Pharmaceutical Innovation, major hospitals or major institutions under licenses held by and exemptions afforded to such partners to legally handle and administer psilocybin.

Unlike in Canada and the United States, psilocybin mushrooms are not an illegal drug under Jamaica's Dangerous Drugs Act, 1948.

The Opium Act (Netherlands) (Opiumwet) (the "Opium Act"), the primary drug legislation in the Netherlands, prohibits the possession, production, preparation, processing, selling, delivering, transporting, importing and exporting of any drug or substance listed on the schedules/lists accompanying the Opium Act (together, the "Opium Act Lists"), as well as preparations containing one or more of such prohibited substances. As of the date hereof, the Opium Act Lists expressly name mushrooms, as well as psilocin (psilocine) and psilocybin (psilocybine), both of which are substances that naturally occur within psychedelic mushrooms.

The Company's operations are conducted in strict compliance with local laws where such activities are permissible and do not require any specific legal or regulatory approvals. The Company oversees and monitors compliance with applicable laws in each jurisdiction in which it operates. In addition to the Company's senior executives and the employees responsible for overseeing compliance, the Company has local regulatory/compliance counsel engaged in every jurisdiction (provincial, state and local) in which it operates.

For these reasons, the Company may be: (a) subject to heightened scrutiny by regulators, stock exchanges, clearing agencies and other U.S. and Canadian authorities; (b) susceptible to regulatory changes or other changes in law; and (c) subject to risks related to drug development, among other things. There are a number of risks associated with the business of the Company. See "*Risk Factors*" herein, "*Risk Factors*" in the Base Shelf Prospectus and "*Risk Factors*" in the Annual Information Form (as defined herein).

TABLE OF CONTENTS

Prospectus Supplement

	<u>Page</u>
NOTICE TO READER.....	- 1 -
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION.....	- 1 -
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION.....	- 2 -
DOCUMENTS INCORPORATED BY REFERENCE.....	- 5 -
THE COMPANY.....	- 7 -
RECENT DEVELOPMENTS.....	- 8 -
CONSOLIDATED CAPITALIZATION.....	- 10 -
PRIOR SALES.....	- 11 -
TRADING PRICE AND VOLUME.....	- 12 -
USE OF PROCEEDS.....	- 13 -
DESCRIPTION OF COMMON SHARES.....	- 14 -
PLAN OF DISTRIBUTION.....	- 14 -
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	- 15 -
DIRECTORS AND EXECUTIVE OFFICERS.....	- 19 -
LEGAL MATTERS & INTEREST OF EXPERTS.....	- 19 -
AUDITORS.....	- 20 -
REGISTRAR AND TRANSFER AGENT.....	- 20 -
EXEMPTION.....	- 20 -
RISK FACTORS.....	- 20 -
PURCHASERS' STATUTORY RIGHTS.....	- 22 -

NOTICE TO READER

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and also adds to and updates certain information contained in the Base Shelf Prospectus and the documents incorporated by reference herein and therein. The second part, the Base Shelf Prospectus, gives more general information about securities the Company may offer from time to time, some of which may not apply to the Offering. Both documents contain important information investors should consider when making an investment decision. This Prospectus Supplement may add, update or change information contained in the Base Shelf Prospectus. Before investing, purchasers of the Common Shares pursuant to the Offering should carefully read both this Prospectus Supplement and the Base Shelf Prospectus together with the additional information about the Company referred to in the section of this Prospectus Supplement titled “*Documents Incorporated by Reference*”. This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of the Offering. Other documents are also incorporated or deemed to be incorporated by reference into this Prospectus Supplement and into the Base Shelf Prospectus. See “*Documents Incorporated by Reference*”.

Purchasers of Common Shares pursuant to the Offering should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus. If information in this Prospectus Supplement is inconsistent with the Base Shelf Prospectus or the information incorporated by reference therein, you should rely on this Prospectus Supplement. The Company has not authorized any other person to provide purchasers with additional or different information. If anyone provides purchasers with additional or different information, such purchasers should not rely on it. The Company is offering to sell, and seeking offers to buy, these securities only in jurisdictions where offers and sales are permitted. Purchasers should assume that the information appearing in this Prospectus Supplement and the Base Shelf Prospectus, as well as information the Company has previously filed with the securities regulatory authority in each of the provinces of Canada that is incorporated herein and in the Base Shelf Prospectus by reference, is accurate as of their respective dates only. The Company’s business, financial condition, results of operations and prospects may have changed since those dates.

This Prospectus Supplement shall not be used by anyone for any purpose other than in connection with the Offering.

References in this Prospectus Supplement to “Mydecine”, “we”, “us” or “our” refer to the Company and each of its material subsidiaries (1220611 B.C. Ltd., NeuroPharm Inc. and Mindleap Health Inc.), unless the context indicates otherwise.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

All dollar amounts in this Prospectus Supplement are expressed in Canadian dollars unless otherwise indicated. References to “US\$” are to U.S. dollars.

The following table sets out, for the period indicated, the period end exchange rate, and the average exchange rate for the periods indicated of one Canadian dollar in exchange for U.S. dollars, based upon the exchange rates published by the Bank of Canada during the respective periods. The rates are set out as United States dollars per \$1.00.

	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Fiscal Year Ended December 31, 2020
Average	\$0.7688	\$0.7978	\$0.7461
End	\$0.737	\$0.7888	\$0.7854

On January 16, 2023, the last completed trading day prior to the date of this Prospectus Supplement, the daily exchange rate for the United States dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = C\$1.3397.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus Supplement and the Base Shelf Prospectus, and the documents incorporated herein and therein by reference, contain certain forward-looking statements that relate to the Company's current internal expectations, estimates, projections, assumptions, beliefs and views of future events, including without limitation, management's expectations regarding the Offering and the proposed use of proceeds thereof. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative or grammatical variations of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs.

These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "*Risk Factors*" in the Annual Information Form, the Base Shelf Prospectus and in this Prospectus Supplement and in other documents incorporated by reference herein. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this Prospectus Supplement and the Base Shelf Prospectus and in documents incorporated by reference herein are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this Prospectus Supplement and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this Prospectus Supplement and the Base Shelf Prospectus and in documents incorporated by reference herein are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies, and the Company's ability to operate on a profitable basis.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include, without limitation, the following: forward-looking statements may prove to be inaccurate; limited operating history; management of growth; retention and acquisition of skilled personnel; conflicts of interest; personnel; public health crises, including the coronavirus (SARS-CoV-2) ("**COVID-19**") (including the Omicron and Delta variants); raw materials; select number of products; medical community and patient perception of psychedelics; brand awareness; development of new medications; certain arrangements with research partners not yet formalized; legal proceedings; failure to achieve the Company's publicly announced milestones; regulatory compliance; regulatory changes; risks related to clinical testing; the Company's prospects depend on the success of its product candidates which are at early stages of development, and the Company may not generate revenue for several years, if at all, from these products; patients for clinical trials; future Health Canada approval; product liability; product liability claims; distribution/supply chain

interruption; reliance on third party manufacturers; product recalls; trademark protection; competition; emerging market risks; enforcement of legal rights in foreign jurisdictions; dependence on management team; the Company's employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could have a material adverse effect on its business; the Company may expand its business through the acquisition of companies or businesses or by entering into collaborations, each of which could disrupt the Company's business and harm its financial condition; risks associated with smaller companies; tax issues; the Company may not pay dividends; speculative nature of investment risk; negative operating cash flow and going concern; discretion over use of proceeds; potential need for additional financing; volatile market price of the Company's Common Shares; liquidity of Common Shares; potential dilution; and the market for the Company's securities.

Although the forward-looking statements are based upon what management currently believes to be reasonable assumptions, the Company cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. In particular, the Company has made assumptions regarding, among other things:

- the Company's ability to continue as a going concern;
- the Company's ability to maintain the listing of its Common Shares on the NEO;
- the Company's intended use of proceeds of the Offering;
- the plan of distribution of the Common Shares;
- substantial fluctuation of losses from quarter to quarter and year to year due to numerous external risk factors, and anticipation that the Company will continue to incur significant losses in the future;
- uncertainty as to the Company's ability to raise additional funding to support operations;
- the sufficiency of the Company's financial resources to support its activities;
- the fluctuation of foreign exchange rates;
- the duration of the COVID-19 pandemic and the extent of its economic and social impact;
- the risks associated with the development of the Company's product candidates which are at early stages of development;
- reliance upon industry publications as the Company's primary sources for third-party industry data and forecasts;
- the Company's outcomes from ongoing and future research and research collaborations;
- reliance on third parties to plan, conduct and monitor the Company's preclinical studies and clinical trials;
- reliance on third party contract manufacturers to deliver quality clinical and preclinical materials;
- the Company's 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;

- the risks of delays and inability to complete clinical trials due to difficulties enrolling patients;
- competition from other biotechnology and pharmaceutical companies;
- the Company's reliance on the capabilities and experience of the Company's key executives and scientists and the resulting loss of any of these individuals;
- the Company's plans for generating revenue;
- the Company's plans for future clinical trials;
- the Company's ability to hire and retain skilled staff;
- the Company's ability to adequately protect the Company's intellectual property and trade secrets;
- the risk of patent-related or other litigation; and
- the risk of unforeseen changes to the laws or regulations in the United States, Jamaica, Australia, the United Kingdom, the Netherlands and Canada and other jurisdictions in which the Company operates.

Drug development involves long lead times, is very expensive and involves many variables of uncertainty. Anticipated timelines regarding drug development are based on reasonable assumptions informed by current knowledge and information available to the Company. Every patient treated during future studies can change those assumptions either positively (to indicate a faster timeline to new drug applications and other approvals) or negatively (to indicate a slower timeline to new drug applications and other approvals). This Prospectus Supplement and the Base Shelf Prospectus and the documents incorporated by reference herein contain certain forward-looking statements regarding anticipated or possible drug development timelines. Such statements are informed by, among other things, regulatory guidelines for developing a drug with safety studies, proof of concept studies and pivotal studies for new drug application submission and approval, and assumes the success of implementation and results of such studies on timelines indicated as possible by such guidelines, other industry examples, and the Company's development efforts to date.

In addition to the factors set out above and those identified under the heading "*Risk Factors*" in the Annual Information Form, the Base Shelf Prospectus and in this Prospectus Supplement, other factors not currently viewed as material could cause actual results to differ materially from those described in the forward-looking statements. Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking statements.

Many of these factors are beyond the Company's ability to control or predict. These factors are not intended to represent a complete list of the general or specific factors that may affect the Company. The Company may note additional factors elsewhere in this Prospectus Supplement and the Base Shelf Prospectus and in any documents incorporated by reference herein. All forward-looking statements speak only as of the date made. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on the Company's behalf, are expressly qualified in their entirety by the cautionary statements. Except as required by law, the Company undertakes no obligation to update any forward-looking statement.

The forward-looking statements contained in this Prospectus Supplement and the Base Shelf Prospectus and the documents incorporated by reference herein are expressly qualified in their entirety by the foregoing cautionary statement. Investors should read this entire Prospectus, including the Annual Information Form, the documents incorporated by reference herein, and each applicable Prospectus Supplement, and consult their own professional advisers to ascertain and assess the income tax and legal risks and other aspects associated with holding securities of the Company.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purpose of the Offering. Other documents are also incorporated, or deemed to be incorporated, by reference in the Base Shelf Prospectus and reference should be made to the Base Shelf Prospectus for full particulars thereof. Copies of the documents incorporated by reference herein and in the Base Shelf Prospectus are available electronically on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com.

The following documents, which have been filed by the Company with the various securities commissions or similar regulatory authorities in each of the provinces of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus Supplement:

- (a) the annual information form of the Company dated March 31, 2022, for its fiscal year ended December 31, 2021 (the “**Annual Information Form**”);
- (b) the audited annual consolidated financial statements of the Company for the fiscal years ended December 31, 2021 and 2020, together with the notes thereto and the auditors’ report thereon (the “**Annual Financial Statements**”);
- (c) the management’s discussion and analysis of the Company related to the Annual Financial Statements (the “**Annual MD&A**”);
- (d) the management information circular of the Company dated June 28, 2022 (the “**Circular**”);
- (e) the unaudited condensed interim consolidated financial statements of the Company for the three and nine months ended September 30, 2022 and 2021, together with the notes thereto (the “**Interim Financial Statements**”);
- (f) the management’s discussion and analysis of the Company related to the Interim Financial Statements (the “**Interim MD&A**” and together with the Annual MD&A, the “**MD&A**”);
- (g) the material change report dated January 20, 2022, announcing the closing of a non-brokered private placement (the “**Debenture Financing**”) of a convertible secured subordinated debenture in the principal amount of \$5.5 million and, in connection therewith, the issuance of warrants to acquire up to 32,352,941 Common Shares at a price of \$0.17 per share at any time up to 36 months following the closing of the Debenture Financing;
- (h) the material change report dated February 3, 2022, announcing the appointment of Dr. Victoria Hale to the Board, effective February 15, 2022;
- (i) the material change report dated April 22, 2022, announcing the completion of a reverse stock-split, pursuant to which all of the Company’s Common Shares were consolidated on a 1-for-50 basis (the “**Share Consolidation**”);
- (j) the material change report dated August 29, 2022, announcing the issuance of 1,254,396 Common Shares on April 27, 2022 at a price of \$1.35 per Common Share for aggregate gross proceeds of \$1,693,434.60 (the “**April Offering**”) pursuant to a common share subscription agreement with

the Investor dated March 17, 2022 (the “**March Subscription Agreement**”) and the subsequent filing of a second shelf prospectus supplement on April 27, 2022 (the “**April Prospectus Supplement**”);

- (k) the material change report dated August 29, 2022, announcing the closing of a best efforts overnight marketed offering on May 27, 2022 of 2,447,130 units of the Company at a price of \$1.15 per unit for aggregate gross proceeds of \$2,814,199.50 (the “**May Offering**”);
- (l) the material change report dated August 29, 2022, announcing the appointment of Todd Heinzl to the Board to replace independent director, Gordon Neal, effective June 9, 2022;
- (m) the material change report dated August 29, 2022, announcing the resignation of Josephine Wu, Dr. Saied Babaei and Dr. Victoria Hale from the Board, effective August 4, 2022 and the resignation of Damon Michaels from the Board, effective August 9, 2022;
- (n) the material change report dated August 30, 2022, announcing the closing of a private placement on August 15, 2022 of 326,666 Common Shares at a price of \$0.75 per Common Share for aggregate gross proceeds of 244,999.50 (the “**August Private Placement**”), the appointment of new directors to the audit committee and the resignation of the Company’s chief financial officer;
- (o) the material change report dated August 30, 2022, announcing the entering into of the Subscription Agreement;
- (p) the material change report dated September 20, 2022, announcing the filing of a shelf prospectus supplement on September 7, 2022 (the “**September Prospectus Supplement**”) qualifying the Company for distribution of up to 1,754,386 common shares in the capital of the Company at a price of \$0.57 per common share for aggregate gross proceeds of up to \$1,000,000 (the “**September Offering**”) and the closing of the first tranche of the September Offering resulting in the issuance of 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000;
- (q) the material change report dated September 26, 2022, announcing the closing of the second tranche of the September Offering resulting in the issuance of 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000 and announcing the appointment of John Ross as the Company’s Chief Financial Officer;
- (r) the material change report dated December 1, 2022, announcing the filing of a shelf prospectus supplement on October 31, 2022 (the “**October Prospectus Supplement**”) qualifying the Company for distribution of up to 943,396 common shares in the capital of the Company at a price of \$0.53 per common share for aggregate gross proceeds of up to \$499,999.88 (the “**October Offering**”) and the closing of the October Offering resulting in the issuance of 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88;
- (s) the material change report dated December 1, 2022, announcing the filing of a shelf prospectus supplement on November 25, 2022 (the “**November Prospectus Supplement**”) qualifying the Company for distribution of up to 8,490,556 common shares in the capital of the Company at a price of \$0.53 per common share for aggregate gross proceeds of up to \$4,500,000 (the “**November Offering**”) and the closing of the first tranche of the November Offering resulting in the issuance of 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88; and
- (t) the material change report dated December 13, 2022, announcing the closing of the second tranche of the November Offering resulting in the issuance of 905,660 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$479,999.80.

Any documents of the type required to be incorporated by reference in a short form prospectus pursuant to National Instrument 44-101 — *Short Form Prospectus Distributions* of the Canadian Securities Administrators, including any documents of the type referred to above (excluding confidential material change reports, if any) filed by the Company with the various securities commissions or similar regulatory authorities in Canada after the date of this Prospectus Supplement and prior to the termination of the Offering shall be deemed to be incorporated by reference into and form an integral part of this Prospectus. **Any statement contained in this Prospectus Supplement, the Base Shelf Prospectus or in a document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded for purposes of this Prospectus Supplement and the Base Shelf Prospectus to the extent that a statement contained herein or in the Base Shelf Prospectus or in any other subsequently filed document that also is incorporated or is deemed to be incorporated by reference herein or in the Base Shelf Prospectus, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall be deemed, except as so modified or superseded, not to constitute a part of this Prospectus.**

In addition, if the Company disseminates a news release in respect of previously undisclosed information that, in the Company's determination, constitutes a "material fact" (as such term is defined under applicable Canadian securities laws), the Company will identify such news release as a "designated news release" for the purposes of the Prospectus in writing on the front page of the version of such news release that the Company files on SEDAR (any such news release, a "**Designated News Release**"), and each such Designated News Release shall be deemed to be incorporated by reference into the Prospectus only for the purposes of the Offering.

References to the Company's website in any documents that are incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus do not incorporate by reference the information on such website into this Prospectus Supplement and the Base Shelf Prospectus and the Company disclaims any such incorporation by reference.

THE COMPANY

The following description of the Company is derived from selected information about the Company contained in the documents incorporated by reference and does not contain all of the information about the Company and its business that should be considered before investing in the Common Shares. This Prospectus Supplement, the Base Shelf Prospectus and the documents incorporated by reference herein and therein should be reviewed and considered by prospective purchasers in connection with their investment in the Common Shares. This Prospectus Supplement may add to, update or change information in the Base Shelf Prospectus. You should carefully read this entire Prospectus Supplement and the Base Shelf Prospectus, including the risks and uncertainties discussed in the section titled "Risk Factors" in the Base Shelf Prospectus, the Annual Information Form, and the information incorporated by reference herein and therein, including the Company's consolidated financial statements, before making an investment decision.

Summary Description of the Business

The Company is an emerging biotech and life sciences company dedicated to developing and commercializing innovative solutions for treating mental health problems and enhancing wellbeing. The Company's medical and scientific advisory board is building out an R&D pipeline of nature-sourced psychedelic-assisted therapeutics, novel compounds, therapy protocols, and unique delivery systems.

The Company currently has several clinical initiatives involving its lead drug candidate MYCO-001 (a form of purified psilocybin) with multiple research institutions, globally. Further, the Company has designed several libraries of novel molecules believed to have enhanced safety and efficacy profiles. The Company is currently working with its pre-clinical team at the University of Alberta to work these molecules through the Investigational New Drug enabling stage with the intent to put them into human clinical studies expected to commence in 2022.

The Company has a comprehensive intellectual property strategy covering novel molecules, drug formulations, delivery mechanisms, and methods of production. The Company believes this covers all described drug development activities in our named pipeline and clinical trials. The Company has filed these applications both in the United States and through the Patent Cooperation Treaty (PCT) for protection in all jurisdictions in which the Company does business.

More detailed information regarding the business of the Company as well as its operations, assets, and properties can be found in the Annual Information Form and other documents incorporated by reference herein, as supplemented by the disclosure herein. See “*Documents Incorporated by Reference*”.

RECENT DEVELOPMENTS

On January 24, 2022, the Company announced its partnership with Combat Stress and the King’s College London, to use psilocybin as part of a psychoactive-assisted psychotherapy treatment for post-traumatic stress disorder (PTSD) with veterans. Combat Stress, the leading charity aiding veterans’ mental health in the United Kingdom, will be one of several sites for the Company’s upcoming clinical trials.

On February 3, 2022, the Company announced the appointment of Dr. Victoria Hale to the Board, effective as of February 15, 2022. Dr. Hale is a pharmaceutical scientist and executive, as well as a global health social entrepreneur. Dr. Hale currently serves as Chair of the board of directors of the Multidisciplinary Association for Psychedelic Studies (MAPS), a non-profit research and educational organization leading the psychedelics sector in new medicine development. See “*Directors and Executive Officers*”.

On February 8, 2022, the Company announced that through its licensed dealer facility, available to Mydecine through its exclusive agreement with Applied Pharmaceutical Innovation (API), Mydecine is able to provide psilocybin and MDMA that meet Current Good Manufacturing Practices (cGMP) through Health Canada’s Special Access Program (SAP). Following the addition of psilocybin and MDMA to Health Canada’s SAP in January, Mydecine launched its Special Access Support and Supply Program for physicians, clinics and hospitals throughout Canada, providing access to cGMP products, protocol training, therapy manuals, and technology to ensure safe and effective therapy outcomes for patients.

On February 16, 2022, the Company announced that research findings with respect to its patent application covering multiple families of psilocin analogs, MYCO-005, indicates this family of molecules includes a psilocin analog that could potentially be considered a heart-safe microdose drug by eliminating a possible known risk factor, connections between psilocybin’s binding affinity to the 5-HT2B receptor and heart valve tissue fibrosis. The Company noted that through its ongoing research, one of the psilocin analogs is showing strong binding at the classic psychedelic 5-HT2A receptor, but is not binding to the 5-HT2B receptor, a strong indication the Company’s psilocin analog could potentially produce the same benefits of natural psilocybin with an increased safety profile for microdosing.

On March 7, 2022, the Company announced that it held a positive meeting with the Food and Drug Administration (FDA) regarding their Investigational New Drug (IND) and breakthrough therapy status applications. The Company reported a meeting with the FDA on February 28, 2022 to review their IND application to administer MYCO-001, in combination with therapy, to humans as part of smoking cessation treatment. The FDA provided helpful feedback on the Company’s study design that it will implement as it works toward preparing the IND submission for the 2B portion of the study.

On March 16, 2022, the Company issued 2,658,768 Common Shares under top-up rights granted pursuant to an agreement between the Company and Mindleap Health Inc. (“**Mindleap**”), dated June 16, 2020.

On March 31, 2022, the Company announced the closing of the first issuance under the March Subscription Agreement, pursuant to which the Company issued 3,527,337 Common Shares to the Investor at a price of \$0.0945 per Common Share for aggregate gross proceeds of \$333,333.35.

On April 21, 2022, the Company announced the completion of the Share Consolidation. The post-Share Consolidation Common Shares began trading on April 21, 2022.

On April 27, 2022, the Company announced the filing of the April Prospectus Supplement.

On May 2, 2022, the Company announced the closing of the April Offering.

On May 27, 2022, the Company announced the closing of the May Offering.

On June 9, 2022, the Company announced the appointment of Todd Heinzl to the Board to replace independent director, Gordon Neal, effective June 9, 2022.

On June 17, 2022, the Company announced that the FDA approved the Company’s IND application and cleared MYCO-001 for use in a government funded trial for smoking cessation. The investigator initiated trial is funded by a near \$4,000,000 grant from the National Institute of Health, making it the first time in 50 years the U.S. government has funded a study evaluating a psychedelic compound for therapeutic use. The randomized trial aims to determine if psilocybin increases smoking abstinence compared to a placebo, both paired with cognitive-behavioral therapy. The grant-funded trial is lead by Dr. Matthew Johnson, Ph.D., Professor of Psychiatry and Behavioural Sciences at John Hopkins University.

On July 19, 2022, the Company announced that it had successfully synthesized multiple short-acting MDMA analogs. This family of analogs have been specifically designed by experts at Mydecine to have a shorter half life than traditional MDMA. The Company has named this family of novel molecules MYCO-006 and have applied for patent coverage with the World Intellectual Property Organization.

On August 12, 2022, the Company announced the resignation of Damon Michaels, Josephine Wu, Dr. Saeid Babaei and Dr. Victoria Hale from the Board.

On August 19, 2022, the Company announced the closing of the August Private Placement, the appointment of David Joshua Bartch, Todd Heinzl, and Robert Roscow to the Audit Committee on an interim basis, and the resignation of Larry Dean Ditto as Chief Financial Officer of the Company, effective August 19, 2022. The Company also announced the appointment of Damon Michaels as interim Chief Financial Officer.

On August 29, 2022, the Company announced that it had entered into the Subscription Agreement with the Investor dated August 26, 2022. Pursuant to the Subscription Agreement, the Company agreed to issue and the Investor agreed to subscribe for up to \$10,000,000 in Common Shares in a series of closings on the terms and subject to the conditions set out in the Subscription Agreement.

On September 1, 2022, the Company announced the signing of a letter of intent (the “**LOI**”) for the sale of Mindleap to PanGenomic Health Inc. (“**Pangenomic**”). The LOI contemplates that the Company will sell all of Mindleap’s issued and outstanding shares to Pangenomi for a purchase price of \$4,000,000, payable by the issuance of units at an agreed-upon price of \$0.20 per unit, or such higher price as the may be required by an applicable exchange. Each unit is comprised of one Class A common share of PanGenomic and one share purchase warrant to purchase one additional Class A common share for \$0.30 per share, or such high price as may be required by an applicable exchange, for 24 months from the closing of the proposed transaction.

On September 14, 2022, the Company announced the filing of the September Prospectus Supplement and the closing of the first tranche of the September Offering resulting in an issuance of 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000.

On September 23, 2022, the Company announced the closing of the second tranche of the September Offering resulting in the issuance of 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000 and announcing the appointment of John Ross as the Company's Chief Financial Officer.

On November 21, 2022, the Company announced the filing of the October Prospectus Supplement qualifying the Company for distribution of up to 943,396 common shares in the capital of the Company at a price of \$0.53 per common share for aggregate gross proceeds of up to \$499,999.88 and the closing of the October Offering resulting in the issuance of 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88.

On November 28, 2022, the Company announced the filing of the November Prospectus Supplement qualifying the Company for distribution of up to 8,490,566 common shares in the capital of the Company at a price of \$0.53 per common share for aggregate gross proceeds of up to \$4,500,000 and the closing of the first tranche under the November Offering resulting in the issuance of 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88.

On December 9, 2022, the Company announced the closing of the second tranche of the November Offering resulting in the issuance of 905,660 common shares in the capital of the Company at a price of \$0.53 per common share for aggregate gross proceeds of \$479,999.80.

On December 12, 2022, the Company announced that it has closed the sale of all of the issued and outstanding shares of its wholly-owned subsidiary, Mindleap, to PanGenomic. PanGenomic acquired all of Mindleap's outstanding shares for a purchase price of \$3,600,000, payable by the issuance of units (each, a "Unit") of PanGenomic at a price of \$0.20 per Unit. Each Unit was comprised of one Class A common share of PanGenomic (a "**PanGenomic Common Share**") and one share purchase warrant to purchase one additional PanGenomic Common Share (a "**Unit Warrant Share**") at a price of \$0.30 per Unit Warrant Share until December 8, 2024.

CONSOLIDATED CAPITALIZATION

Except as otherwise described herein and under "*Prior Sales*" in the Base Shelf Prospectus, there have been no material changes to the Company's share and loan capitalization on a consolidated basis since June 30, 2022, being the date of the Interim Financial Statements.

On August 19, 2022, the Company announced the closing of the August Private Placement.

Pursuant to the Subscription Agreement, the Company may, from time to time during the period that the Subscription Agreement remains in effect, issue and sell Common Shares having an aggregate sale price of up to C\$10,000,000, subject to the terms of the Subscription Agreement.

On September 14, 2022, pursuant to the Subscription Agreement, the Company closed the first tranche of the September Offering in connection with the September Prospectus Supplement whereby the Company issued 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000.

On September 23, 2022, pursuant to the Subscription Agreement, the Company closed the second tranche of the September Offering in connection with the September Prospectus Supplement whereby the Company issued 877,193 common shares at a price of \$0.57 per common share for aggregate gross proceeds of \$500,000.

On November 21, 2022, pursuant to the Subscription Agreement, the Company closed the October Offering in connection with the October Prospectus Supplement whereby the Company issued 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88.

On November 28, 2022, pursuant to the Subscription Agreement, the Company closed the first tranche of the November Offering in connection with the November Prospectus Supplement whereby the Company issued 943,396 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$499,999.88.

On December 9, 2022, pursuant to the Subscription Agreement, the Company closed the second tranche of the November Offering in connection with the November Prospectus Supplement whereby the Company issued 905,660 common shares at a price of \$0.53 per common share for aggregate gross proceeds of \$479,999.80.

As a result of the Offering, the shareholders' equity of the Company will increase by the amount of the net proceeds of the Offering and the number of Common Shares issued and outstanding will increase by the number of Common Shares distributed under the Offering. See "*Plan of Distribution*".

PRIOR SALES

The following table sets forth, for the 12-month period prior to the date of this Prospectus, details of the price at which securities have been issued or are to be issued by the Company, the number of securities issued at that price and the date on which the securities were issued:

Date Issued	Number of Securities	Type of Security	Issue/ Exercise Price per Security	Nature of consideration
March 21, 2022	3,527,337	Common Shares	\$0.0945	Common Shares issued in connection with the March Subscription Agreement
April 27, 2022	1,254,396	Common Shares	\$1.35	Common Shares issued in connection with the March Subscription Agreement
May 27, 2022	2,447,130	Units ⁽¹⁾	\$1.15	Units issued in connection with the May Offering
May 27, 2022	49,560	Compensation Warrants ⁽¹⁾	\$1.15	Compensation Warrants issued in connection with the May Offering
May 27, 2022	121,739	Advisory Warrants ⁽¹⁾	\$1.15	Advisory Warrants issued in connection with the May Offering
August 19, 2022	326,666	Common Shares	\$0.75	Common Shares issued in connection with the August Private Placement
September 14, 2022	877,193	Common Shares	\$0.57	Common Shares issued in connection with the

Date Issued	Number of Securities	Type of Security	Issue/ Exercise Price per Security	Nature of consideration
				Subscription Agreement
September 23, 2022	877,193	Common Shares	\$0.57	Common Shares issued in connection with the Subscription Agreement
November 21, 2022	943,396	Common Shares	\$0.53	Common Shares issued in connection with the Subscription Agreement
November 28, 2022	943,396	Common Shares	\$0.53	Common Shares issued in connection with the Subscription Agreement
December 9, 2022	905,660	Common Shares	\$0.53	Common Shares issued in connection with the Subscription Agreement

Notes:

- (1) Each unit is comprised of one (1) Common Share and one (1) Common Share purchase warrant with each warrant exercisable to acquire one (1) Common Share at an exercise price of \$1.40 per warrant for a period of sixty (60) months from the issuance date of the warrant. The Company also issued 49,560 compensation warrants with each such warrant exercisable into one (1) Common Share at an exercise price of \$1.15 per compensation warrant for a period of sixty (60) months from the issuance date of the compensation warrants. The Company also issued 121,739 advisory warrants on the same terms as the compensation warrants.

TRADING PRICE AND VOLUME

The Common Shares also trade on the OTC Pink Sheets under the symbol “MYCOF” and the Frankfurt Stock Exchange under the symbol “ONFA”. The following charts set out the high and low trading prices, and volume of Common Shares and warrants traded on the NEO, on a monthly basis, for the 12-month period prior to the date of this Prospectus:

NEO Common Price Range			
Month / Year	High (\$)	Low (\$)	Total Volume
January 2022	0.295	0.130	19,079,305
February 2022	0.210	0.130	11,751,559
March 2022	0.155	0.085	14,939,736
April 2022 ⁽¹⁾	4.75	1.27	1,180,420
May 2022	1.52	0.84	1,220,925
June 2022	1.03	0.71	974,678
July 2022	0.90	0.57	335,991
August 2022	0.78	0.55	646,893
September 2022	0.69	0.53	1,161,982
October 2022	0.70	0.53	205,549

November 2022	0.72	0.56	1,205,920
December 2022	0.68	0.405	1,883,316
January 1 – 17, 2023	0.61	0.42	53,110

Notes:

- (1) In accordance with the Share Consolidation on April 22, 2022, as indicated in “*Recent Developments*”, the Common Shares and per Common Share amount disclosed for the months of April through to January 2023 reflect the Share Consolidation on the basis of one post-Share Consolidation Common Share for each fifty pre-Share Consolidation Common Shares.

NEO Warrant Price Range			
Month / Year	High (\$)	Low (\$)	Total Volume
January 2022	0.070	0.030	479,067
February 2022	0.050	0.030	86,000
March 2022	0.030	0.005	2,198,500
April 2022 ⁽¹⁾	0.015	0.005	622,388
May 2022	0.010	0.005	19,000
June 2022	0.010	0.010	0
July 2022	0.005	0.005	100,000
August 2022	0.005	0.005	10,000
September 2022	0.005	0.005	100,000
October 2022	0.005	0.005	1,000
November 2022	0.005	0.005	0
December 2022	0.005	0.005	0
January 1 – 17, 2023	0.005	0.005	0

Notes

- (1) In accordance with the Share Consolidation on April 22, 2022, as indicated in “*Recent Developments*”, the Warrants and per Warrant amount disclosed for the months of April through to January 2023 reflect the Share Consolidation on the basis of one post-Share Consolidation Common Share for each fifty pre-Share Consolidation Common Shares.

USE OF PROCEEDS

The net proceeds from the Subscription Agreement are not determinable in light of the nature of the Subscription Agreement. The net proceeds of any given issuance of Common Shares to the Investor pursuant to a Draw Notice will represent the net proceeds in connection with the particular issuance of Common Shares. The proceeds actually received by the Company from the issuance of all Common Shares pursuant to the Subscription Agreement will depend on the number of Common Shares actually issued and the offering price of such Common Shares. See “*Plan of Distribution*”. For a summary of certain general expenditures and uses of proceeds of the Company, see “*Use of Proceeds*” in the Base Shelf Prospectus.

The Company intends to use the net proceeds from each issuance of Common Shares under the Subscription Agreement to fund and develop the Company’s intellectual property portfolio, its clinical trials and research partnerships, its continued development and drug pipeline and for general working capital purposes. Notwithstanding the foregoing, the Company’s management will have broad discretion concerning the use of the net proceeds of each issuance of Common Shares under the Subscription Agreement. On the basis of results obtained or

for other sound business reasons, the Company may re-allocate funds as required. Accordingly, the Company's actual use of proceeds may vary significantly from any proposed use of proceeds disclosed in this Prospectus Supplement. In addition, the Company may, from time to time, issue securities (including equity securities) other than pursuant to this Prospectus Supplement. See "*Risk Factors*".

DESCRIPTION OF COMMON SHARES

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As of January 17, 2023, there are 14,895,599 Common Shares issued and outstanding.

For a summary of certain material attributes and characteristics of the Common Shares, see "*Description of Share Capital*" in the Base Shelf Prospectus.

PLAN OF DISTRIBUTION

The Common Shares will be offered and sold pursuant to a Share Subscription Agreement dated August 26, 2022 (the "**Subscription Agreement**") between the Company and OpenSky Opportunities Fund Ltd. (the "**Investor**"). Pursuant to the Subscription Agreement, the Company agreed to issue and the Investor agreed to subscribe for up to \$10,000,000 in Common Shares (the "**Draw Amount Maximum**") in a series of closings (each, a "**Draw Closing**") on the terms and subject to the conditions set out in the Subscription Agreement. The Subscription Agreement will continue in force and effect and the Company shall, subject to the terms and conditions of the Subscription Agreement, have the right to cause the Investor to subscribe for Common Shares under the Subscription Agreement until the earlier of (i) February 28, 2023; (ii) the date on which the Draw Amount Maximum is reached; (iii) the date on which a Material Adverse Effect (as defined in the Subscription Agreement) or Change of Control (as defined in the Subscription Agreement) has occurred in respect of the Company, which determination shall be made by the Investor, acting reasonably, provided that the Investor may elect to not terminate the Subscription Agreement if a Material Adverse Effect or Change of Control has occurred; (iii) upon written notice from the Investor in the event of a material breach of the Subscription Agreement by the Company, or in the event a legal proceeding is commenced against the Company or its officers, directors or principal shareholders, or an order is enacted to cease trading the Common Shares, or (iv) the date on which the Subscription Agreement is terminated in accordance with its terms (the "**Term**"). In order to fix a date for a Draw Closing pursuant to the Subscription Agreement, the Company must issue a notice (each, a "**Draw Notice**") of such intention to the Investor. The Draw Notice shall set out the amount of subscription proceeds to be paid by the Investor to the Company (the "**Draw Amount**") in respect of such Draw Closing together with the number of Common Shares that will be issued to the Investor, in addition to other information as set forth in the Subscription Agreement. The issue price per Common Share for a Draw Closing shall be equal to the last closing trading price of the Common Shares on the NEO (the "**Last Closing Price**") prior to the Company delivering the applicable Draw Notice to the Investor.

Throughout the Term, the Company may issue as many Draw Notices for such Draw Amounts as it may elect, after 4:00 p.m. Toronto Time on any day on which the NEO is open for trading (a "**Trading Day**") and prior to 9:30 a.m. Toronto Time on the subsequent Trading Day, provided that, among other things:

- (i) the Company may not, without the prior consent of the Investor, deliver more than one (1) Draw Notice per Calendar Month;
- (ii) the aggregate amount of Draw Amounts in any given Calendar Month shall be no less than \$10,000 and no greater than \$2,000,000, subject to increase by agreement of the parties;
- (iii) in the event that the Company has entered into any other financing transaction that remains ongoing at the time of the delivery of the Draw Notice, the price per Common Share contemplated by such other financing then taking place must be equal to or greater than the Last Closing Price specified in the Draw Notice;
- (iv) on the Trading Day prior to the delivery of the Draw Notice, the daily trading volume of the

Common Shares is not less than the trailing 30-day average trading volume as calculated by the Investor;

- (v) on the Trading Day prior to the delivery of the Draw Notice, the trailing 10-day average daily trading volume has not decreased by greater than 10% over the trailing 30-day average daily trading volume as calculated by the Investor; and
- (vi) at least three (3) Trading Days (as defined herein) prior to issuance of a Draw Notice, the Company shall provide notice of its intention to provide such Draw Notice and consult in good faith with the Investor in respect thereto.

The Investor shall have the option of unilaterally reducing the Draw Amount in any given calendar month to not less than \$10,000.

This Offering is being completed pursuant to the Company's fifth Draw Notice to the Investor, in compliance with the above requirements. The Offering Price was determined by the Investor and the Company and is based on the Last Closing Price on January 10, 2023.

Unless the parties agree otherwise, immediately upon receipt by the Company of the Draw Amount from the Investor, the Company shall instruct its Transfer Agent (as defined herein) to issue the number of Common Shares specified in the Draw Notice and deliver DRS advice statements to the Investor evidencing the issuance of such Common Shares to the Investor. Common Shares shall be issued in return for payment of the Draw Amount the Company. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

The Company has applied to list the Common Shares distributed under this Prospectus Supplement on the NEO. Listing will be subject to the Company fulfilling all of the requirements of the NEO.

The Common Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Common Shares may not be offered or sold, directly or indirectly, in the United States, or to a U.S. Person, except pursuant to an available exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Miller Thomson LLP, counsel to the Company ("Counsel"), the following summary describes as of the date hereof the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (the "Tax Act") to a holder who acquires, as beneficial owner, Common Shares pursuant to the Offering and who, for purposes of the Tax Act and at all relevant times, holds the Common Shares as capital property and deals at arm's length and is not affiliated with the Company, the Investor and any subsequent purchaser of such Common Shares. A holder who meets all of the foregoing requirements is referred to as a "Holder" herein, and this summary only addresses such Holders. Generally, Common Shares will be considered to be capital property to a Holder, provided the Holder does not hold Common Shares in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon the provisions of the Tax Act and the regulations thereunder in force as of the date hereof, all specific proposals to amend the Tax Act and the regulations thereunder that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Proposed Amendments") and Counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") published in writing by it prior to the date hereof. This summary assumes the

Proposed Amendments will be enacted in the form proposed. However, no assurance can be given that the Proposed Amendments will be enacted in their current form, or at all.

This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account or anticipate any changes in the law or any changes in the CRA's administrative policies and assessing practices, whether by legislative, governmental or judicial action or decision, nor does it take into account or anticipate any other federal or any provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder, and no representations with respect to the income tax consequences to any Holder are made. Consequently, Holders should consult their own tax advisors with respect to the tax consequences applicable to them, having regard to their own particular circumstances.

Residents of Canada

The following portion of this summary is generally applicable to a Holder who, for purposes of the Tax Act, is or is deemed to be, resident in Canada at all relevant times (a "**Resident Holder**"). Resident Holders whose Common Shares do not otherwise qualify as capital property may, in certain circumstances, be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Holders are advised to consult their own tax advisors to determine whether such an election is available and desirable in their particular circumstances.

This summary is not applicable to a holder: (i) that is a "financial institution" for the purposes of the "mark-to-market" rules contained in the Tax Act; (ii) that is a "specified financial institution"; (iii) an interest in which would be a "tax shelter investment"; (iv) that has elected to report its Canadian tax results in a currency other than the Canadian currency pursuant to the "functional currency" reporting rules in the Tax Act; (v) that has entered into, or enters into, a "derivative forward agreement" or a "synthetic disposition arrangement" in respect of Common Shares; or (vi) that receives dividends on Common Shares under or as part of a "dividend rental arrangement", as each of those terms is defined in the Tax Act. Any such holder should consult its own tax advisor with respect to an investment in the offered Common Shares.

Dividends

A Resident Holder will be required to include in computing income for a taxation year any dividends received, or deemed to be received, in the year by the Resident Holder on the Common Shares. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from "taxable Canadian corporations" (as defined in the Tax Act), including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as an "eligible dividends" in accordance with the provisions of the Tax Act. There may be limitations on the Company's ability to designate any particular dividend as an "eligible dividend".

A dividend received or deemed to be received by a Resident Holder that is a corporation must be included in computing its income but will generally be deductible in computing the corporation's taxable income, subject to all of the rules and restrictions under the Tax Act in that regard. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A corporation that is a “private corporation” (as defined in the Tax Act) or a “subject corporation” (for purposes of Part IV of the Tax Act), may be liable to pay an additional tax (refundable under certain circumstances) under Part IV of the Tax Act on dividends received or deemed to be received on the Common Shares in a year to the extent such dividends are deductible in computing such Resident Holder’s taxable income for the year.

Dispositions of Common Shares

A Resident Holder who disposes, or is deemed to dispose, of a Common Share (other than to the Company unless purchased by the Company in the open market in the manner in which shares are normally purchased by a member of the public in an open market), generally will realize a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base to the Resident Holder of such Common Share immediately before the disposition or deemed disposition. The taxation of capital gains and losses is generally described below under the heading “*Taxation of Capital Gains and Capital Losses*”.

The adjusted cost base to a Resident Holder of a Common Share acquired pursuant to the Offering will, at any particular time, be determined in accordance with certain rules in the Tax Act by averaging the cost of such share with the adjusted cost base of all Common Shares owned by the Resident Holder as capital property at that time, if any.

Taxation of Capital Gains and Capital Losses

Generally, a Resident Holder is required to include in computing income for a taxation year one-half of the amount of any capital gain (a “**taxable capital gain**”) realized by the Resident Holder in such taxation year. Subject to and in accordance with the rules contained in the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in a particular taxation year against taxable capital gains realized by the Resident Holder in the year. Allowable capital losses in excess of taxable capital gains realized in a particular taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition or deemed disposition of a Common Share may be reduced by the amount of any dividends received or deemed to have been received by such Resident Holder on such shares (or shares for which such shares have been exchanged in certain circumstances), to the extent and under the circumstances described in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly or indirectly, through a partnership or trust. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional tax (refundable in certain circumstances) on certain investment income, including amounts in respect of net taxable capital gains. Such Resident Holders should consult their own tax advisors.

Minimum Tax

Capital gains realized and dividends received or deemed to be received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may result in such Resident Holder being liable for minimum tax under the Tax Act. Resident Holders should consult their own tax advisors for specific advice in this regard.

Non-Residents of Canada

The following portion of this summary is generally applicable to a holder who, for the purposes of the Tax Act and any applicable tax treaty or convention, at all relevant times: (i) is neither resident nor deemed to be resident

in Canada, (ii) does not use or hold Common Shares, and will not use or hold Common Shares, in the course of a business carried on or deemed to be carried on in Canada, (iii) is not a person who carries on an insurance business in Canada and elsewhere, (iv) is not an “authorized foreign bank” (as defined in the Tax Act). A holder who meets all of the foregoing requirements is referred to herein as a “**Non-Resident Holder**”, and this portion of the summary only addresses such Non-Resident Holders.

Dividends

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder by the Company are subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless reduced by the terms of an applicable tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. For example, under the *Canada-United States Tax Convention (1980)*, as amended, (the “**Treaty**”), the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty and entitled to full benefits under the Treaty (a “**U.S. Holder**”) is generally reduced to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Company’s voting shares). Non-Resident Holders should consult their own tax advisors in this regard.

Dispositions of Common Shares

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on a disposition or deemed disposition of a Common Share, unless such Common Share constitutes “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention. Provided the Common Shares are listed on a “designated stock exchange”, as defined in the Tax Act (which currently includes the NEO) at the time of disposition, the Common Shares will generally not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60-month period immediately preceding the disposition the following two conditions are satisfied concurrently: (i) (a) the Non-Resident Holder; (b) persons with whom the Non-Resident Holder did not deal at arm’s length; (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; or (d) any combination of the persons and partnerships described in (a) through (c), owned 25% or more of the issued shares of any class or series of shares of the Company; and (ii) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from one or any combination of: real or immovable property situated in Canada, “Canadian resource properties”, “timber resource properties” (each as defined in the Tax Act), and options in respect of, or interests in or for civil law rights in, such properties, whether or not such properties exist. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, the Common Shares may be deemed to be taxable Canadian property.

Even if the Common Shares are taxable Canadian property of a Non-Resident Holder, such Non-Resident Holder may be exempt from tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of such Common Shares by virtue of an applicable income tax treaty or convention. In cases where a Non-Resident Holder disposes, or is deemed to dispose, of a Common Share that is taxable Canadian property of that Non-Resident Holder, and the Non-Resident Holder is not entitled to an exemption from tax under the Tax Act or pursuant to the terms of an applicable income tax treaty or convention, the consequences of realizing a capital gain on such disposition are described under the heading “*Taxation of Resident Holders – Capital Gains and Capital Losses*”. Non-Resident Holders who may hold Common Shares as taxable Canadian property should consult their own tax advisors.

Eligibility for Investment

In the opinion of Counsel, based on the provisions of the Tax Act and the regulations thereunder as of the date hereof, the Common Shares, if issued on the date hereof, would be a “qualified investment” under the Tax Act

for a trust governed by a registered retirement savings plan (an “RRSP”), a registered retirement income fund (an “RRIF”), a registered education savings plan (an “RESP”), a registered disability savings plan (an “RDSP”), a deferred profit sharing plan or a tax-free savings account (a “TFSA”), provided that the Common Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes the NEO).

Notwithstanding the foregoing, if the Common Shares are a “prohibited investment” (as defined in the Tax Act) for a trust governed by an RRSP, RRIF, RESP, RDSP or a TFSA, the annuitant under an RRSP or RRIF, the subscriber of an RESP or the holder of an RDSP or a TFSA will be subject to a penalty tax as set out in the Tax Act. The Common Shares will generally not be a “prohibited investment” provided that such holder, subscriber or annuitant, as the case may be, deals at arm’s length with the Company for purposes of the Tax Act and does not have a “significant interest” in the Company (within the meaning of such prohibited investment rules in the Tax Act). In addition, the Common Shares will not be a “prohibited investment” if the Common Shares are “excluded property” (as defined in the Tax Act for the purposes of these rules) for the particular RRSP, RRIF, RESP, RDSP or a TFSA. Prospective investors who intend to hold Common Shares in an RRSP, RRIF, RESP, RDSP or a TFSA should consult their own tax advisors as to whether Common Shares will be prohibited investments in their particular circumstances.

DIRECTORS AND EXECUTIVE OFFICERS

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Company:

- (a) is, as at the date of this Prospectus Supplement, or has, within the previous ten-year period, been a director or executive officer of a company that:
 - i. was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued (A) while that person was acting in such capacity or (B) after that person ceased to act in such capacity but which resulted from an event that occurred while that person was acting in that capacity; or
 - ii. became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets (A) while that person was acting in such capacity or (B) within a year of that person ceasing to act in such capacity, or
- (b) has, within the previous ten-year period, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person’s assets; or
- (c) is, or has been, subject to any penalties or sanctions (i) imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in making an investment decision.

LEGAL MATTERS & INTEREST OF EXPERTS

Certain legal matters in connection with the Offering will be passed upon on behalf of the Company by Miller Thomson LLP. As of the date of this Prospectus Supplement, the “designated professionals” (as such term is

defined in Form 51-102F2 – *Annual Information Form*) of Miller Thomson LLP, as a group, beneficially own, directly or indirectly, less than 1% of the issued and outstanding Common Shares.

AUDITORS

MNP LLP at its principal office located at 1155 René-Lévesque Blvd W, Montreal, QC, H3B 3X7, are the auditors of the Company. MNP LLP confirmed that they are independent with respect to the Company in accordance with the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

REGISTRAR AND TRANSFER AGENT

The transfer agent and registrar for the Common Shares is National Securities Administrators Ltd. at its principal office located at Suite 760, 777 Hornby Street, Vancouver, BC, V6Z 1S4 (the “**Transfer Agent**”).

EXEMPTION

Pursuant to a decision of the Autorité des marchés financiers dated January 18, 2022, the Company was granted a permanent exemption from the requirement to translate into French the Base Shelf Prospectus, this Prospectus Supplement and the documents incorporated by reference herein and therein. This exemption was granted on the condition that the Base Shelf Prospectus and any Prospectus Supplement (other than in relation to an “at-the-market distribution”) be translated into French if the Company offers Securities (as defined under the Base Shelf Prospectus) to Québec purchasers in connection with an offering other than in relation to an “at-the-market distribution”.

RISK FACTORS

An investment in Common Shares of the Company is subject to a number of risks, including those set forth in the Annual Information Form, and in the MD&A for the Company’s most recently completed financial year and in the Base Shelf Prospectus under “Risk Factors”. The occurrence of any of these risks could have a material adverse effect on the Company’s business, financial condition, results of operations and prospects. In these circumstances, the market price of the Common Shares could decline, and you may lose all or part of your investment. These risks are not the only risks the Company faces; risks and uncertainties not currently known to the Company or that it currently deems to be immaterial may also materially and adversely affect the Company’s business, financial condition, results of operations and prospects. Investors should also refer to the other information set forth or incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus. This Prospectus Supplement also contains forward-looking statements that involve risks and uncertainties. The Company’s actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. See “*Cautionary Note Regarding Forward-Looking Information*”. Prospective investors should carefully consider these risks in addition to information contained in this Prospectus Supplement and the information incorporated by reference herein, as well as the following risk factors, before purchasing Common Shares:

Completion of the Offering

The completion of the Offering remains subject to a number of conditions, including those set forth in the Subscription Agreement as well as approval from the NEO, and there can be no certainty that the Offering will be completed. If the Offering is not completed, the Company may not be able to raise the funds set out herein for the purposes contemplated under “Use of Proceeds” from other sources on commercially reasonable terms, or at all.

Broad Discretion in the Use of Proceeds

Management of the Company will have broad discretion in the application of the net proceeds from the Offering pursuant to the Prospectus and could spend the proceeds in ways that do not improve the Company’s results of operations or enhance the value of the Common Shares. The failure by management to apply the net proceeds effectively could result in financial losses that could have a material adverse effect on the Company and cause the price of the Common Shares to decline. Pending their use, management may apply the net proceeds from the Offering in a manner that does not produce income or that loses value.

Trading Market

The Company cannot assure that a market will continue to develop or be sustained for the Common Shares. If a market does not continue to develop or is not sustained, it may be difficult for purchasers to sell Common Shares at an attractive price or at all. The Company cannot predict the prices at which the Common Shares will trade.

No Certainty Regarding the Number of Common Shares to be Issued

The Common Shares will be issued by the Company at the Offering Price, which is based on a discount to the last closing trading price of the Common Shares on the NEO prior to the Company delivering a Draw Notice to the Investor and, therefore, there is no certainty as to the number of Common Shares that may be issued under the Subscription Agreement. If the closing price of the Common Shares declines, the Company will be able to issue more Common Shares under the Subscription Agreement and investors may suffer greater dilution.

No Assurance of Active or Liquid Market for Common Shares

No assurance can be given that an active or liquid trading market for the Common Shares will be sustained. If an active or liquid market for the Common Shares fails to be sustained, the prices at which such shares trade may be adversely affected and holders of Common Shares may be unable to sell their investment on satisfactory terms.

Significant Sales of Common Shares

Significant sales of Common Shares, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Common Shares. A decline in the market prices of the Common Shares could impair the Company’s ability to raise additional capital through the sale of securities should it desire to do so.

Potential Need for Additional Financing

The Company has no operating revenues, has significant operational expenses and there is no assurance that the Company will be successful in obtaining additional financing through equity, debt or other means, if required, or that such additional funding will be available on terms acceptable to the Company. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing debt and equity market conditions, the price of copper, gold, and other base metals, the business performance of the Company and other factors outlined herein and in the AIF. If the Company raises additional funds through the sale of equity securities or securities convertible into equity securities, shareholders may have their equity interest in the Company diluted.

Positive Return Not Guaranteed

There is no guarantee that the Common Shares will earn any positive return in the short term or long term. A holding of Common Shares is highly speculative and involves a high degree of risk and should be undertaken only by holders whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. A holding of Common Shares is appropriate only for holders who have the capacity to absorb a loss of some or all of their holdings.

Speculative Nature of Investment Risk

An investment in the Common Shares carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

No Certainty Regarding the Full Proceeds from the Subscription Agreement

There is no certainty the Company will subscribe for the full \$10,000,000 available pursuant to the Subscription Agreement or, if it so subscribes, that the Company will meet the conditions necessary for the completion of any or all Draw Closings.

Limited Operating History; Significant Losses

The Company has a history of losses and may never achieve or maintain profitability. Since inception, the Company has incurred significant losses each year and expects to incur significant losses in the coming years as the Company continues to spend resources on R&D activities, clinical trials and other regulatory and commercialization costs for its product candidates. The Company has dedicated its efforts to R&D and expects that its expenses will substantially increase if and as the Company expands its product pipeline and moves its product candidates through one stage of development to the next. To become and remain profitable, the Company must either develop and eventually commercialize a product or products with significant market potential on their own, or in collaboration with a partner. These development and commercialization activities are challenging, including successfully completing the preclinical activities, the clinical trials, obtaining regulatory approval and being able to market successfully approved products. The Company may never realize revenue from its products and even if it does, it may not generate sufficient revenue to be profitable. Profitability may not be sustainable or be able to be increased once achieved.

Acquiring Talent

The Company currently depends on the continued services and performance of its key personnel. The loss of key personnel, including members of management as well as other key personnel, could disrupt the Company's operations and have an adverse effect on its business and customer relationships. Additionally, the Company's success depends on the efforts and abilities of management to attract and retain qualified personnel to manage operations and growth. Failure to attract key individuals may have an adverse effect on the business, operations, and results.

PURCHASERS' STATUTORY RIGHTS

The following is a description of a purchaser's statutory rights in connection with any purchase of Common Shares pursuant to the Offering, which supersedes and replaces the statement of purchasers' rights included in the Base Shelf Prospectus.

Securities legislation in certain of the provinces of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if a prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser.

Securities legislation in certain of the provinces of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if a prospectus, prospectus supplement, and

any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares distributed under an at-the-market distribution by the Company may have against the Company or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the Prospectus Supplement, Base Shelf Prospectus, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the Prospectus referred to above.

A purchaser should refer to applicable securities legislation of the purchaser's province for the particulars of these rights and should consult a legal adviser. Rights and remedies may also be available to purchasers under U.S. law; purchasers may wish to consult with a U.S. lawyer for particulars of these rights.

Solely with regard to the Offering, the above supersedes the previous statement in the Prospectus under "Purchasers' Statutory Rights of Withdrawal and Rescission" in its entirety.