

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Psyched Wellness Ltd. (the "Issuer").

PSYC

Date: **May 6, 2024** Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **June 19, 2023 and September 11, 2023**

Issued and Outstanding Securities of Issuer Prior to Issuance:

236,277,550 common shares in the capital of the Issuer ("Common Shares") on a non-diluted basis.

Pricing

Date of news release announcing proposed issuance:

May 30, 2023 (announcing proposed issuance), June 12, 2023 (announcing closing of the initial tranche of the Offering (as defined herein)), September 1, 2023 (announcing closing of tranche 2A of the Offering), May 1, 2024 (announcing closing of Tranche 2B (as defined herein)).

Date of confidential request for price protection:

Not applicable.

Closing Market Price on Day Preceding the news release:

C\$0.07 (May 29, 2023); C\$0.09 (June 11, 2023), C\$0.065 (August 31, 2023) and C\$0.055 (April 30, 2024), or

Day preceding request for price protection:

Not applicable.

Closing

Number of securities to be issued:

On April 30, 2024, the Issuer closed the third and final tranche of its previously announced non-brokered private placement (the "Offering") for gross proceeds of US\$2,500,000 ("Tranche 2B"), approximately C\$3,422,250, based on an exchange rate of US\$1.00 = C\$1.3689 as at April 25, 2024, as published on the website of the Bank of Canada (the "Exchange Rate"). An aggregate of 48,889,284 units were issued in Tranche 2B. Each unit (each a, "Unit") consists of one (1) Common Share and one (1) Common Shares purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to acquire one (1) additional Common Share at a price of C\$0.10 per Common Share at any time for a period of sixty (60) months from the

date of issuance, exercisable on a cashless basis, subject to acceleration and compliance with the policies of the Canadian Securities Exchange (the “CSE”), as further outlined in the Issuer’s press release dated May 1, 2024.

Issued and outstanding securities following issuance:

285,166,834 Common Shares on a non-diluted basis.

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
USA	3	C\$0.07	C\$3,422,250.00
Total number of purchasers:	3	C\$0.07	C\$3,422,250.00
Total dollar value of distribution in all jurisdictions:			C\$3,422,250.00

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Gotham Green Fund III, L.P. Santa Monica, CA	14,080,489 Units (14,080,489 Common Shares; 14,080,489 Warrants.)	\$0.07	Warrants: \$0.10, subject to cashless exercise option in compliance with CSE policies	U.S. Accredited Investor	23,270,197 Common Shares; 23,270,197 Warrants	April 30, 2024	Control Person
Gotham Green Fund III (Q), L.P. Santa Monica, CA	32,853,224 Units (32,853,224 Common Shares; 32,853,224 Warrants.)	\$0.07	Warrants: \$0.10, subject to cashless exercise option in compliance with CSE policies	U.S. Accredited Investor	54,294,802 Common Shares; 54,294,802 Warrants	April 30, 2024	Control Person
Zerkalo, LLC Aspen, CO	1,955,571 Units (1,955,571 Common Shares; 1,955,571 Warrants.)	\$0.07	Warrants: \$0.10, subject to cashless exercise option in compliance with CSE policies	U.S. Accredited Investor	35,066,632 Common Share purchase warrants were issued concurrently pursuant to a concurrent private placement;	April 30, 2024	Consultant

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised:

Tranche 2B: US\$2,500,000, approximately C\$3,422,250, based on the Exchange Rate.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The Issuer intends to use the net proceeds of the Offering for working capital and general corporate purposes.

Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

The Issuer reimbursed Gotham (as defined herein) for reasonable and documented out-of-pocket expenses incurred in connection with the Offering in the amount of C\$15,000.

3. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

Not applicable.

4. Description of securities to be issued:

(a) Class

Units: consisting of one (1) Common Share and one (1) Warrant.

(b) Number

48,889,284 Units in Tranche 2B.

(c) Price per security

C\$0.07.

d) Voting rights

Each Common Share entitles the holder to one vote.

5. Provide the following information if warrants, (options) or other convertible securities are to be issued:

(a) Number

48,889,284 Warrants in Tranche 2B. Each Warrant entitles the holder thereof to acquire one (1) additional Common Share at a price of C\$0.10 per Common Share at any time for a period of sixty (60) months from the date of issuance, exercisable on a cashless basis, subject to acceleration and compliance with the policies of the CSE, as further outlined in the Issuer's press release dated May 1, 2024.

(b) Number of securities eligible to be purchased on exercise of warrants (or options)

48,889,284 Common Shares underlying the Warrants in Tranche 2B.

(c) Exercise price

C\$0.10.

(d) Expiry date:

Tranche 2A: April 30, 2029.

6. Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount

Not applicable.

(b) Maturity date

Not applicable.

(c) Interest rate

Not applicable.

(d) Conversion terms

Not applicable.

(e) Default provisions

Not applicable.

7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Not applicable.

(b) Cash

Not applicable.

(c) Securities

Not applicable.

- (d) Other

Not applicable.

- (e) Expiry date of any options, warrants etc.

Not applicable.

- (f) Exercise price of any options, warrants etc.

Not applicable.

8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.

Not applicable.

9. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

Not applicable.

10. State whether the private placement will result in a change of control or if the issuance will materially affect control of the Issuer.

Upon closing of Tranche 2B, Gotham Green Fund III, L.P. and Gotham Green Fund III (Q), L.P., together with their affiliates and joint actors (together, “Gotham”) hold 43.66% of the issued and outstanding Common Shares on a non-diluted basis and 61.69% of the issued and outstanding Common Shares on a partially-diluted basis.

11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

Gotham Green Fund III, L.P. and Gotham Green Fund III (Q), L.P.

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Yes.

Part 2. Acquisition – Not applicable.

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1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____.
 - (b) Cash _____.
 - (c) Securities _____.
 - (d) Other _____.
 - (e) Expiry date of any options, warrants etc. _____.
 - (f) Exercise price of any options, warrants etc. _____.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

_____.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____.

**FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF
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Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated May 6, 2024.

Keith Li

Name of Director or Senior
Officer

/s/ Keith Li

Signature

Chief Financial Officer

Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.