



**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON AUGUST 11, 2022

AND

MANAGEMENT INFORMATION CIRCULAR

OF

**PSYBIO THERAPEUTICS CORP.
(formerly Leo Acquisitions Corp.)**

Dated June 17, 2022

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PSYBIO THERAPEUTICS CORP.
(formerly Leo Acquisitions Corp.)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**”) and, together with the Subordinate Voting Shares, the “**Shares**”) of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “**Corporation**”) will be held on Thursday, August 11, 2022 at 11:00 a.m. (Toronto time). The Meeting will be held as a virtual meeting only via live audio webcast online at <https://web.lumiagm.com/#/273866425>, Meeting ID: 273-866-425, password: “psybio2022” (case sensitive) on Thursday, August 11, 2022 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended December 31, 2021 and 2020, together with the auditors’ reports thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included in the accompanying management information circular of the Corporation dated June 17, 2022 (the “Circular”), authorizing certain amendments to the authorized and issued share capital of the Corporation to, among other things, consolidate of all of the issued and outstanding Shares on the basis of a consolidation ratio to be approved by the board of directors of the Corporation in accordance with the Corporation’s articles, provided that the consolidation ratio will be no greater than one post-consolidation Share for every 70 pre-consolidation Shares;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included in the accompanying Circular, authorizing certain amendments to the articles of the Corporation to, among other things, increase the quorum for the transaction of business at a meeting of Shareholders from two persons who are or who represent by proxy, Shareholders holding at least 5% of the issued Shares entitled to be voted at the meeting to two persons who are or who represent by proxy, Shareholders holding at least 33 1/3% of the issued Shares entitled to be voted at the meeting;
6. to consider and, if thought advisable, to pass, with or without variation, special resolutions, the full text of which is included in the accompanying Circular, authorizing certain amendments to the articles of the Corporation to, among other things, remove certain restrictions relating to the conversion of Multiple Voting Shares to Subordinate Voting Shares;
7. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included in the accompanying Circular, authorizing certain amendments to the articles of the Corporation to, among other things, subject to there no longer being any Multiple Voting Shares issued and outstanding, remove Multiple Voting Shares from the authorized capital of the Corporation and reclassify the Subordinate Voting Shares as common shares;
8. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, ratifying and approving the Corporation’s stock option plan, substantially in the form attached as Schedule “D” to the Circular, with such amendments as the board of directors may authorize and approve from time to time or as may be required by a regulatory authority; and
9. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular, either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders, and a reply card for use by Shareholders who wish to receive the Corporation’s interim and/or annual financial statements.

Due to restrictions relating to the global COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Corporation is holding the Meeting as a completely virtual meeting only via live audio webcast online at <https://web.lumiagm.com/#/273866425>, Meeting ID: 273-866-425, Password: “psybio2022” (case sensitive) on Thursday, August 11, 2022 at 11:00 a.m. (Toronto time). Shareholders will be able to attend the Meeting, submit questions and vote by online ballot, provided they are connected to the internet and follow the instructions in the attached Circular. Non-registered Shareholders, being Shareholders who hold their Shares through a bank, trust company, broker, dealer, custodian, nominee, administrator of a self-administered plan or other intermediary who have not duly appointed themselves as proxyholder will be able to virtually attend the Meeting as guests, however they will not be able to participate or vote at the Meeting. Shareholders will not be able to attend the Meeting in person.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation’s transfer agent and registrar, Odyssey Trust Company, (a) by mail at Attn: Proxy Department, 67 Yonge St., Suite 702, Toronto ON M5E 1J8, or (b) by voting online at <https://login.odysseytrust.com/pxlogin>, clicking on vote and entering their 12 digit control number by no later than 11:00 a.m. (Toronto time) on Tuesday, August 9, 2022 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Shareholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend the Meeting) must carefully follow the instructions in the attached Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering the proxyholder with the Corporation’s transfer agent, Odyssey Trust Company, after submitting the form of proxy or voting instruction form. **If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares, you MUST register the proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving login credentials to participate in the Meeting and only being able to attend as a guest. Guests will be able to listen to the Meeting, but will not be able to vote.**

The record date for the determination of those Shareholders entitled to receive this Notice of Annual and Special Meeting of Shareholders and to vote at the Meeting is the close of business on June 13, 2022. Shareholders of record at the close of business on the record date are entitled to notice of the Meeting and to vote thereat or at any adjournment or postponement thereof on the basis of one vote for each Share held.

DATED this 17th day of June, 2022.

BY ORDER OF THE BOARD

“Evan M. Levine”

Evan M. Levine
CEO, Chairman and Director

PSYBIO THERAPEUTICS CORP.
(formerly Leo Acquisitions Corp.)

MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Circular**”) is being provided in connection with the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**” and, together with the Subordinate Voting Shares, the “**Shares**”) in the capital of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (“**PsyBio**” or the “**Corporation**”). Consistent with the latest directives and orders of public health and governmental authorities regarding the COVID-19 coronavirus and in consideration of the health and safety of our Shareholders, colleagues and the broader community, the Meeting will be held in a virtual meeting format only via live audio webcast online at <https://web.lumiagm.com/#/273866425>, Meeting ID: 273-866-425, Password: “psybio2022” (case sensitive) on Thursday, August 11, 2022 at 11:00 a.m. (Toronto time).

This Circular describes the items to be voted on at the Meeting as well as the voting process, and provides information about director and executive compensation, governance practices and other relevant matters. All information presented in this Circular is given as of June 17, 2022, unless otherwise specified. Unless otherwise indicated, all dollar amounts in this Circular are expressed in United States dollars (“\$” or “**USD**”). All references to “**C\$**” or “**CAD**” pertain to Canadian Dollars.

SOLICITATION OF PROXIES

This Circular is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting of Shareholders for purposes set forth in the attached Notice of Annual and Special Meeting of Shareholders (the “**Notice**”). The solicitation of proxies is intended to be primarily by mail but may also be solicited by telephone, email, internet, fax transmission or other electronic means of communication or in person by the directors, officers, employees and representatives of the Corporation. The total cost of soliciting proxies and mailing the materials in connection with the Meeting will be borne by the Corporation.

Except as noted below, the Corporation has distributed or made available for distribution, copies of the Notice, Circular and form of proxy or voting instruction form (if applicable) (collectively, the “**Meeting Materials**”) to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**” and each, an “**Intermediary**”) for distribution to Beneficial Shareholders (as defined below) whose Shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Corporation has elected to pay for the delivery of the Meeting Materials to objecting Beneficial Shareholders by the Intermediaries. The Corporation is sending proxy-related materials directly to non-objecting Beneficial Shareholders, through the services of its transfer agent and registrar, Odyssey Trust Company. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Corporation if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Corporation will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials. The Corporation is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered Shareholders or Beneficial Shareholders.

VOTING AT THE MEETING

Registered Shareholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See “How Do I Attend and Participate at the Meeting?”

APPOINTMENT AND REVOCATION OF PROXIES

A registered Shareholder can vote by proxy whether or not they attend the Meeting. The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A registered Shareholder desiring to appoint some other person (who need not be a Shareholder) to represent him, her or it at the Meeting may do so either by inserting such person’s name in the blank space provided in the applicable form of proxy or by completing another proper form of proxy.** In either case, a registered Shareholder can vote by proxy by delivering the completed proxy to the Corporation’s transfer agent and registrar, Odyssey Trust Company, (a) by mail to Attn: Proxy Department, 67 Yonge St., Suite 702, Toronto ON M5E 1J8 in the prepaid addressed envelope provided for that purpose, or (b) by voting online at <https://login.odysseytrust.com/pxlogin>, clicking on vote and entering their 12 digit control number so as to arrive by no later than 11:00 a.m. (Toronto time) on Tuesday, August 9, 2022, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

If you wish that a person other than the management nominees identified on the proxy attend and participate at the Meeting as your proxy and vote your Shares, you must submit your proxy appointing such third party proxyholder AND complete the additional step of registering the proxyholder by emailing Odyssey Trust Company at appointee@odysseytrust.com by no later than 11:00 a.m. (Toronto time) on Tuesday, August 9, 2022, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used, and provide Odyssey Trust Company with the required proxyholder contact information, amount of Shares appointed, name in which the Shares are registered, so that Odyssey Trust Company may provide the proxyholder with a Username via email. Failure to register the proxyholder with Odyssey Trust Company will result in the proxyholder not receiving login credentials to participate in the Meeting and not being able to attend, participate or vote at the Meeting.

Proxies given by Shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the Shareholder or by such Shareholder’s attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:
 - (i) at the registered office, 700 W Georgia Street, 25th Floor, Vancouver, British Columbia, V7Y 1B3, Canada, at any time up to 5:00 p.m. (Toronto time) on the last business day prior to the Meeting or any adjournment thereof;
 - (ii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof by attending the Meeting (virtually) and voting by online ballot, which vote will have the effect of revoking any and all previously submitted proxies; or
- (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the Shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. **In the absence of such direction, such Shares will be voted in favour of the passing of the matters set out in the Notice. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

Legal Proxy – U.S. Beneficial Shareholders

If you are a Beneficial Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under “How do I attend and participate at the Meeting?”, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey Trust Company. Requests for registration from Beneficial Shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to appointee@odysseytrust.com and received by 11:00 a.m. (Eastern Time) on Tuesday, August 9, 2022.

HOW DO I ATTEND AND PARTICIPATE AT THE MEETING?

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), Shareholders must have a valid Username.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/#/273866425>. Such persons may then enter the Meeting by clicking “I have a login” and entering a Username and Password before the start of the Meeting:

- Registered Shareholders: The control number located on the form of proxy (or in the email notification you received) is the Username. The Password to the Meeting is “psybio2022” (case sensitive). If you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the Meeting, you will revoke your previous voting instructions received prior to voting cut-off.
- Duly appointed proxyholders: Odyssey Trust Company will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is “psybio2022” (case sensitive). Registered Shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the Meeting MUST submit their duly completed proxy AND register the proxyholder. See “Appointment and Revocation of Proxies”.

ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares, or non-objecting beneficial owners whose names has been provided to the Corporation's registrar and transfer agent, can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of Shareholders who do not hold their Shares in their own name (the "**Beneficial Shareholders**"). If Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Shares will not be registered in such Shareholder's name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Shares for their clients.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Corporation to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the voting instruction forms or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the voting instruction forms or proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy or voting instruction form from Broadridge cannot use that proxy to vote Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their own Shares as proxyholder for the Intermediary should enter their own names in the blank space on the management form of proxy or voting instruction form provided to them and return the same to their Intermediary (or the agent of such Intermediary) in accordance with the instructions provided by such Intermediary or agent well in advance of the Meeting. **Beneficial Shareholders should carefully follow the instructions of their Intermediaries and their service companies.**

All references to shareholders in this Circular and the accompanying form of proxy and Notice are to Shareholders of record unless specifically stated otherwise.

NOTE TO NON-OBJECTING BENEFICIAL OWNERS

The Meeting Materials are being sent to both registered and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its transfer agent and registrar, Odyssey Trust Company, has sent the Meeting Materials directly to you, your name and address and information about your holdings of Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Corporation (and

not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Information for Shareholders not Resident in Canada

The Corporation is organized under the laws of the Province of British Columbia. The solicitation of proxies involves securities of a Canadian issuer and is being effected in accordance with applicable corporate and securities laws in Canada. Shareholders should be aware that the requirements applicable to the Corporation under Canadian laws may differ from requirements under corporate and securities laws relating to corporations in other jurisdictions. The enforcement of civil liabilities under the securities laws of other jurisdictions outside Canada may be affected adversely by the fact that the Corporation is organized under the laws of the Province of British Columbia. Shareholders may not be able to sue the Corporation and/or its directors or officers in a Canadian court for violations of foreign securities laws. It may be difficult to compel the Corporation to subject itself to a judgment of a court outside Canada.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The close of business on June 13, 2022 has been fixed as the record date (the “**Record Date**”) for the determination of Shareholders entitled to receive notice of the Meeting and any adjournment(s) thereof. Only Shareholders of record on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof.

The voting securities of the Corporation consist of an unlimited number of Subordinate Voting Shares and an unlimited number of Multiple Voting Shares. As at the Record Date, the Corporation had issued and outstanding 61,960,306 Subordinate Voting Shares, representing approximately 55.7% of the voting rights attached to the outstanding voting securities of the Corporation, and 49,378.76 Multiple Voting Shares, representing approximately 44.3% of the voting rights attached to the outstanding voting securities of the Corporation. Shareholders of record on the Record Date are entitled to vote on the basis of one vote for each Subordinate Voting Share held and 1,000 votes for each Multiple Voting Share held.

The Subordinate Voting Shares are “restricted securities” as defined under applicable Canadian securities laws. The Corporation received the requisite prior approval of shareholders of Leo Acquisitions Corp. (the name of the Corporation prior to completion of its reverse takeover transaction (“**RTO**”) with PsyBio Therapeutics, Inc. (“**PsyBio U.S.**”)), for the creation of the Multiple Voting Shares and Subordinate Voting Shares at the annual and special meeting of shareholders held on January 13, 2021.

The following is a summary of the rights, privileges, restrictions and conditions attached to the Shares:

Subordinate Voting Shares

Right to Notice and Vote	Holders of Subordinate Voting Shares will be entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation will have the right to vote. At each such meeting, holders of Subordinate Voting Shares will be entitled to one vote in respect of each Subordinate Voting Share held.
Class Rights	As long as any Subordinate Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Subordinate Voting Shares by

separate special resolution, prejudice or interfere with any right attached to the Subordinate Voting Shares.

Pre-Emptive Rights	Holder of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Corporation.
Dividends	Holder of Subordinate Voting Shares are entitled to receive, as and when declared by the directors of the Corporation, dividends in cash or property of the Corporation. No dividend will be declared or paid on the Subordinate Voting Shares unless the Corporation simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Multiple Voting Shares.
Participation	In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares will, subject to the prior rights of the holders of any shares of the Corporation ranking in priority to the Subordinate Voting Shares, be entitled to participate rateably along with all other holders of Multiple Voting Shares (on an as-converted to Subordinate Voting Share basis) and Subordinate Voting Shares.
Changes	No subdivision or consolidation of the Subordinate Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares and Multiple Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.
Conversion	In the event that an offer is made to purchase Multiple Voting Shares: (1) if there is a published market for the Multiple Voting Shares, and the offer is one which is required to be made to all or substantially all of the holders of Multiple Voting Shares in a province or territory of Canada to which the requirement applies pursuant to (i) applicable securities laws or (ii) the rules of any stock exchange on which the Multiple Voting Shares of the Corporation are listed, unless an identical offer concurrently is made to purchase Subordinate Voting Shares; or (2) if the Multiple Voting Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Multiple Voting Shares in a province or territory of Canada pursuant to (i) applicable securities laws or (ii) the rules of any stock exchange had the Multiple Voting Shares been listed, then each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares at the inverse of the Conversion Ratio (as defined below) then in effect at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Subordinate Voting Shares for the purpose of depositing the resulting Multiple Voting Shares under the

offer, and for no other reason. In such event, the Corporation shall deposit or shall cause its transfer agent to deposit under the offer the resulting Multiple Voting Shares, on behalf of the holder. Should the Multiple Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by shareholders or not taken up by the offeror, or should the offer be abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Multiple Voting Shares being taken up and paid for, the Multiple Voting Shares resulting from the conversion shall be reconverted into Subordinate Voting Shares at the Conversion Ratio then in effect, and the Corporation shall send or cause the transfer agent to send to the holder a share certificate or acknowledgement representing the Subordinate Voting Shares.

Multiple Voting Shares

Right to Vote	Holders of Multiple Voting Shares are entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation will have the right to vote. At each such meeting, holders of Multiple Voting Shares are entitled to one vote in respect of each Subordinate Voting Share into which such Multiple Voting Share could be converted as of the record date (initially 1,000 votes per Multiple Voting Share).
Class Rights	As long as any Multiple Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Multiple Voting Shares by separate special resolution, prejudice or interfere with any right attached to the Multiple Voting Shares. Consent of the holders of a majority of the outstanding Multiple Voting Shares by separate ordinary resolution shall be required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Multiple Voting Shares.
Pre-emptive Rights	Holders of Multiple Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, Multiple Voting Shares, or bonds, debentures or other securities of the Corporation.
Dividends	The holders of the Multiple Voting Shares are entitled to receive such dividends, out of any cash or other assets of the Corporation legally available therefor, <i>pari passu</i> (on an as-converted to Subordinated Voting Share basis, assuming conversion of all Multiple Voting Shares into Subordinate Voting Shares at the Conversion Ratio as of the record date fixed for the determination of the holders of Subordinate Voting Shares entitled to receive such dividend) as to dividends and any declaration or payment of any dividend on the Subordinate Voting Shares. No dividend will be declared or paid on the Multiple Voting Shares unless the Corporation simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares.
Participation	In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Multiple Voting Shares will, subject to the prior rights of the holders

of any shares of the Corporation ranking in priority to the Multiple Voting Shares, be entitled to participate rateably along with all other holders of Multiple Voting Shares (on an as-converted to Subordinate Voting Share basis) and Subordinate Voting Shares.

Changes No subdivision or consolidation of the Subordinate Voting Shares or Multiple Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares and Multiple Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.

Transfer The Multiple Voting Shares are not transferrable except: (i) to (A) an initial holder of Multiple Voting Shares, (B) in respect of a holder of Multiple Voting Shares that is an individual, the members of immediate family of such individual and any person controlled, directly or indirectly, by any such holder an affiliate or person controlled, directly or indirectly, and (C) in respect of a holder of Multiple Voting Shares that is not an individual, an affiliate of that holder or the Members of the Immediate Family of the individual that controls such holder (each, a “**Permitted Holder**”); and (ii) in compliance with U.S. securities laws. Subject to the conversion limitation described below, any Multiple Voting Shares sold or transferred to a person who is not a Permitted Holder shall be automatically converted to Subordinate Voting Shares, unless otherwise determined by the directors.

Conversion Each Multiple Voting Share shall have a restricted right to convert into 1,000 Subordinate Voting Shares (the “**Conversion Ratio**”), subject to adjustments for certain customary corporate changes. The ability to convert the Multiple Voting Shares is subject to a restriction that the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the U.S. Exchange Act), may not exceed the FPI Threshold (as defined below) (See “Foreign Private Issuer Protection Limitation” below). In addition, the Multiple Voting Shares will automatically convert into Subordinate Voting Shares in certain circumstances, including upon the registration of the Subordinate Voting Shares under the U.S. Securities Act.

In the event that an offer is made to purchase Subordinate Voting Shares:

(1) if there is a published market for the Subordinate Voting Shares, and the offer is one which is required to be made to all or substantially all the holders of Subordinate Voting Shares in a province or territory of Canada pursuant to (i) applicable securities legislation or (ii) the rules of a stock exchange on which the Subordinate Voting Shares are then listed, unless an identical offer concurrently is made to purchase Multiple Voting Shares; or

(2) if the Subordinate Voting Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Subordinate Voting Shares in a province or territory of Canada pursuant to (i) applicable securities legislation or (ii) the rules of a stock exchange had the Subordinate Voting Shares been listed,

then each Multiple Voting Share shall become convertible at the option of the holder into Subordinate Voting Shares at the Conversion Ratio then in effect, at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may be exercised in respect of Multiple Voting Shares for the purpose of depositing the resulting Multiple Voting Shares pursuant to the offer. Should the Subordinate Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by shareholders or not taken up by the offeror, or should the offer be abandoned or withdrawn, the Subordinate Voting Shares resulting from the conversion shall be automatically reconverted, without further intervention on the part of the Corporation or on the part of the holder, into Multiple Voting Shares at the inverse of the Conversion Ratio then in effect.

Foreign Private
Issuer Protection
Limitation

The Corporation will use commercially reasonable efforts to maintain its status as a “foreign private issuer” (as determined in accordance with Rule 3b-4 under the U.S. Exchange Act). Accordingly, the Corporation shall not effect any conversion of Multiple Voting Shares, and the holders of Multiple Voting Shares shall not have the right to convert any portion of the Multiple Voting Shares to the extent that after giving effect to all permitted issuances after such conversions of Multiple Voting Shares, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the U.S. Exchange Act (“**U.S. Residents**”)) would exceed forty percent (40%) (the “**FPI Threshold**”) of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding after giving effect to such conversions (the “**FPI Protective Restriction**”). The Board may by resolution increase the FPI Threshold to an amount not to exceed 50% and in the event of any such increase all references to the FPI Threshold herein, shall refer instead to the amended threshold set by such resolution. In 2021, the Board increased the FPI Threshold from 40% to 45%.

Conversion Limitations. In order to effect the FPI Protective Restriction, each holder of Multiple Voting Shares will be subject to the FPI Threshold based on the number of Multiple Voting Shares held by such holder as of the date of the initial issuance of the Multiple Voting Shares and thereafter at the end of each of the Corporation’s subsequent fiscal quarters (each, a “**Determination Date**”), calculated as follows:

$$X = (A \times 0.4) - B \times (C/D)$$

Where on the Determination Date:

X = Maximum Number of Subordinate Voting Shares Available For Issue upon Conversion of Multiple Voting Shares by a holder.

A = The Number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding on the Determination Date.

B = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents on the Determination Date.

C = Aggregate number of Multiple Voting Shares held by holder on the Determination Date.

D = Aggregate number of all Multiple Voting Shares on the Determination Date.

For purposes of these limitations, the Board of Directors (or a committee thereof) shall designate an officer of the Corporation to determine as of each Determination Date: (A) the FPI Threshold and (B) the FPI Protective Restriction. Within thirty (30) days of the end of each Determination Date (a “**Notice of Conversion Limitation**”), the Corporation shall provide each holder of record a notice of the FPI Protective Restriction and the impact the FPI Protective Provision has on the ability of each holder to exercise the right to convert Multiple Voting Shares held by the holder. To the extent that requests for conversion of Multiple Voting Shares subject to the FPI Protection Restriction would result in the FPI Threshold being exceeded, the number of such Multiple Voting Shares eligible for conversion held by a particular holder shall be prorated relative to the number of Multiple Voting Shares submitted for conversion. To the extent that the FPI Protective Restriction applies, the determination of whether Multiple Voting Shares are convertible shall be in the sole discretion of the Corporation.

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, special resolutions approving certain amendments to the articles of the Corporation (the “**Articles**”) to, among other things, remove certain restrictions relating to the conversion of Multiple Voting Shares into Subordinate Voting Shares. See “Particulars of Matters to be Acted Upon – Amended Share Provisions Resolution” for further details.

Redemption

At the option of the Corporation, Subordinate Voting Shares and/or Multiple Voting Shares owned by an Unsuitable Person (as defined below) may be redeemed by the Corporation for the redemption price of such shares (the “**Redemption Price**”) out of funds lawfully available on the redemption date. Subordinate Voting Shares and Multiple Voting Shares will be redeemable at any time and from time to time. The Corporation may pay the Redemption Price by using its existing cash resources, incurring debt, issuing additional Subordinate Voting Shares and/or Multiple Voting Shares, issuing a promissory note in the name of the Unsuitable Person, or by using a combination of the foregoing sources of funding.

For purposes hereof, “**Unsuitable Person**” means:

(i) any person with a 5% or more ownership of all of the issued and outstanding shares of the Corporation (a “**Significant Interest**”) who a governmental authority granting the licenses for the business has determined to be unsuitable to own shares of the Corporation; or

(ii) any person with a Significant Interest whose ownership of shares may result in the loss, suspension or revocation (or similar action) with respect to any licenses or in the Corporation being unable to obtain any new licenses in the normal course, including, but not limited to, as a result of such person’s failure to apply for a suitability review from or to otherwise fail to comply with the requirements of a governmental

authority, as determined by the Board, in its sole discretion, after consultation with legal counsel and if a license application has been filed, after consultation with the applicable governmental authority.

In connection with the conduct of the business of the Corporation, the Corporation may require that any shareholder provide to one or more governmental authorities, if and when required, information and fingerprints for a criminal background check, individual history form(s), and other information required in connection with applications for licenses for the operation of the business of the Corporation.

Principal Holders of Voting Securities

Other than as set out herein, to the knowledge of the directors and executive officers of the Corporation, as at the date of this Circular, no persons beneficially own, or control or direct, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of Shares:

	Number of Shares Owned	
	Shares ⁽¹⁾	Percentage of Voting Rights
Evan Levine ⁽²⁾	15,674,958	14%
Rob Nathan ⁽³⁾	13,857,858	12%

Notes:

- (1) On a fully-diluted basis, expressed as the number of underlying Subordinate Voting Shares.
- (2) Evan Levine holds 2,970,000 Options directly, as well as 12,704,958 Multiple Voting Shares (convertible into an aggregate of 12,704,958 Subordinate Voting Shares) indirectly through Levance Prospects LLC, an entity controlled by Mr. Levine.
- (3) Rob Nathan holds 13,857,858 Multiple Voting Shares (convertible into an aggregate of 13,857,858 Subordinate Voting Shares) indirectly through Triumph24 LLC.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The general objectives of PsyBio's compensation strategy are to: (a) to attract and retain individuals of high calibre to serve as executive officers of the Corporation; (b) to motivate their performance in order to achieve PsyBio's strategic objectives; and (c) to align the interests of executive officers with the long-term interests of Shareholders.

Elements of Compensation

The compensation of Named Executive Officers (as such term is defined below) is comprised of the following elements: (a) base salary; (b) an annual discretionary cash bonus; and (c) long-term equity incentives, consisting of awards of Options (as such term is defined below) granted under the Corporation's Stock Option Plan (as such term is defined below). These principal elements of compensation are described in further detail below.

1. Base Salary

Each Named Executive Officer receives a base salary, which constitutes a significant portion of the Named Executive Officer's compensation package. Base salary is recognition for discharging day-to-day duties and responsibilities and reflects the Named Executive Officer's performance over time, as well as that individual's particular experience and qualifications. Each Named Executive Officer's base salary is reviewed by the board of directors of the Corporation (the "**Board**") on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years.

2. Annual Cash Bonus

In addition to base salary, each Named Executive Officer may receive an annual discretionary cash bonus. Annual bonuses may be awarded by the Board based on qualitative and quantitative performance standards, and are intended to reward performance of Named Executive Officers individually. The determination of a Named Executive Officer's performance may vary from year to year depending on economic conditions and conditions in the cannabis industry, and may be based on measures such as stock price performance, the meeting of financial targets against budget (such as adjusted funds from operations), the meeting of acquisition objectives and balance sheet performance.

3. Stock Option Plan

The Corporation's current rolling stock option plan was approved by Shareholders on January 13, 2021 and adopted by the Board on February 19, 2021 (the "**Stock Option Plan**"). The following is a description of the key terms of the Stock Option Plan which is qualified in its entirety by reference to the full text of the Stock Option Plan, which is appended to this Circular as Schedule "D" and is also available on the Corporation's profile on SEDAR at www.sedar.com.

The Stock Option Plan has been designed to meet the requirements of the TSX Venture Exchange (the "**TSXV**"). Pursuant to the terms of the Stock Option Plan, the Board may grant options to purchase Subordinate Voting Shares ("**Options**") to the directors, officers and employees of, and consultants to, the Corporation or its Subsidiaries (as defined by the TSXV) and, subject to compliance with the applicable requirements of the TSXV, the Personal Holding Companies (as defined in the Stock Option Plan) of such persons, to whom an Option has been granted by the Board pursuant to the Stock Option Plan and which Option or a portion thereof remains unexercised (the "**Eligible Participants**").

The purpose of the Stock Option Plan is to provide the Corporation with a share-based mechanism to attract, motivate and retain Eligible Participants whose skills, performance and loyalty to the Corporation or any of its subsidiaries, as the case may be, are necessary to its success, image, reputation or activities.

The material terms of the Stock Option Plan are as follows:

- a) The maximum number of Subordinate Voting Shares allocated and made available to be granted to Eligible Participants under the Stock Option Plan shall not exceed 10% of the issued and outstanding Subordinate Voting Shares of the Corporation as at the date of grant (on a non-diluted basis, but on an as-converted basis as it relates to the Multiple Voting Shares).
- b) The Board may determine which Eligible Participants shall be granted Options and the number of Subordinate Voting Shares reserved for issuance pursuant to the Options.
- c) The term of any Option shall be a period of time fixed by the Board, not to exceed ten years from the date of grant.
- d) Subject to provisions of the Stock Option Plan, the vesting dates of the Options shall correspond to the vesting periods determined by the Board at the time of grant of such Options.
- e) The maximum number of Subordinate Voting Shares reserved for issuance in any 12-month period to any one Eligible Participant, other than a consultant, may not exceed 5% of the issued and outstanding Subordinate Voting Shares at the date of the grant (on an as-converted basis as it relates to the Multiple Voting Shares), unless disinterested shareholder approval is obtained.

- f) The maximum number of Subordinate Voting Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Subordinate Voting Shares at the date of the grant (on an as-converted basis as it relates to the Multiple Voting Shares).
- g) The maximum number of Subordinate Voting Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Subordinate Voting Shares at the date of the grant (on an as-converted basis as it relates to the Multiple Voting Shares). Options granted to consultants performing investor relations activities must vest in stages over 12 months with no more than $\frac{1}{4}$ of the Options vesting in any three month period.
- h) Options may be exercised until the earlier of: (a) the expiry time of such Option; and (b) 90 days (or such other period as may be determined by the Board, provided such period is not more than one year) following the date the Eligible Participant ceases to be a director, officer or employee of the Corporation or its affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option.
- i) In the event of termination for cause, all Options held by such terminated optionee will be cancelled immediately.
- j) Options (and any rights thereunder) shall be non-assignable and non-transferable unless by legacy or inheritance. Options may be exercised only by the Eligible Participant's legal representative within the first year following the Eligible Participant's death.

The Stock Option Plan is the Corporation's only security based compensation plan. Pursuant to the policies of the TSXV, the Stock Option Plan must be approved each year by the Shareholders at the annual general meeting of shareholders of the Corporation. See "Particulars of Matters to be Acted Upon – Approval of Stock Option Plan".

Compensation of Directors

The following table illustrates the compensation structure for the non-executive directors. The directors may also be reimbursed for out-of-pocket expenses incurred in carrying out their duties as directors in addition to the compensation as set out below.

Annual Retainer	
Chairperson of committees	\$60,000
Non-executive director	\$30,000

Officers of the Corporation who also act as directors will not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation in their capacity as officers.

Compensation Risk

The Board and, as applicable, the compensation committee of the Board (the "**Compensation Committee**"), considers and assesses the implications of risks associated with the Corporation's compensation policies and practices and devotes such time and resources as is believed to be necessary in

the circumstances. The Corporation's practice of compensating its officers primarily through a mix of salary, bonus and Options is designed to mitigate risk by: (i) ensuring that the Corporation retains such officers; and (ii) aligning the interests of its officers with the short-term and long-term objectives of the Corporation and Shareholders. As at the date of this Circular, the Board had not identified risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Financial Instruments

Pursuant to the terms of the Corporation's Insider Trading Policy, the Corporation's officers and directors are prohibited from purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an officer or director.

Compensation Governance

In order to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters, the Board has established the Compensation Committee and has reviewed and approved the Compensation Committee's Charter. The Compensation Committee is composed of Nitin Kaushal (Chair), Ross Carmel and Bob Oliver, a majority of whom are "independent" as such term is defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Mr. Carmel is the Chief Legal Officer of the Corporation, provides external legal services to the Corporation through Carmel, Milazzo & Feil LLP and is not independent.

The Compensation Committee meets on compensation matters as and when required with respect to executive compensation. The primary goal of the Compensation Committee as it relates to compensation matters is to ensure that the compensation provided to the Named Executive Officers and the Corporation's other senior officers is determined with regard to the Corporation's business strategies and objectives, such that the financial interest of the senior officers is aligned with the financial interest of shareholders, and to ensure that their compensation is fair and reasonable and sufficient to attract and retain qualified and experienced executives. The Compensation Committee is given the authority to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.

As a whole, the members of the Compensation Committee have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to enabling the Compensation Committee in making informed decisions on the suitability of the Corporation's compensation policies and practices. Each of the members of the Compensation Committee has experience on the board of directors and related committees of other public companies, as described under "Particulars of Matters to be Acted Upon – Election of Directors" in this Circular.

Executive Compensation-Related Fees

No executive compensation-related fees were paid in 2020 or 2021.

Summary Compensation Table

The following table sets forth the compensation paid or awarded to each of the following individuals: (i) the current and former Chief Executive Officer of the Corporation ("CEO"); (ii) the current and former Chief Financial Officer of the Corporation ("CFO"); and (iii) the Chief Medical Officer of the Corporation (collectively, the "Named Executive Officers") and each of the directors of the Corporation for the Corporation's two most recently completed financial years:

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$USD)
Evan Levine ⁽¹⁾ CEO and Director	2021 2020	225,000 16,250	96,000 -	- -	- -	- -	321,000 16,250
Gerald Goldberg ⁽²⁾ Former CEO and former Director	2021 2020	12,000 -	- -	- -	- -	- -	12,000 -
Noah Davis ⁽³⁾ CFO, Secretary and Director	2021 2020	167,500 16,250	72,000 -	- -	- -	- -	239,500 16,250
Warren Goldberg ⁽⁴⁾ Former CFO and former Director	2021 2020	- -	- -	- -	- -	- -	- -
Michael Spigarelli ⁽⁵⁾ Chief Medical Officer	2021 2020	292,500 -	- -	- -	- -	- -	292,500 -
Ross Carmel ⁽⁶⁾ Chief Legal Officer and Director	2021 2020	91,667 -	40,000 -	- -	- -	- -	131,667 -
Nitin Kaushal ⁽⁷⁾ Director	2021 2020	55,000 -	- -	- -	- -	- -	55,000 -
Bob Oliver ⁽⁸⁾ Director	2021 2020	22,500 -	- -	- -	- -	- -	22,500 -
G. Michael Newman ⁽⁹⁾ Former Director	2021 2020	- -	- -	- -	- -	- -	- -
Richard Brown ⁽¹⁰⁾ Former Director	2021 2020	- -	- -	- -	- -	- -	- -
Phil Droznika ⁽¹¹⁾ Former Director	2021 2020	- -	- -	- -	- -	- -	- -
R. Catherine Lu ⁽¹²⁾ Former Director	2021 2020	- -	- -	- -	- -	- -	- -

Notes:

- (1) Evan Levine was appointed as CEO and a director of the Corporation on February 19, 2021, upon closing of the RTO. In 2021, Mr. Levine received compensation in consideration for his services as CEO of PsyBio. In 2020, Mr. Levine received a salary of \$16,250 and an aggregate of 10,020,000 shares of common stock of PsyBio U.S. (“**PsyBio U.S. Shares**”) issued to Levance Prospects LLC, an entity controlled by Mr. Levine, in consideration for his services as CEO of PsyBio US.
- (2) Gerald Goldberg resigned as CEO of the Corporation on February 19, 2021, upon closing of the RTO. Mr. Goldberg resigned as a director of the Corporation on April 20, 2021.
- (3) Noah Davis was appointed as CFO and a director of the Corporation on February 19, 2021, upon closing of the RTO. In 2021, Mr. Davis received compensation in consideration for his services as CFO of PsyBio. In 2020, Mr. Davis received a salary of \$16,250 and an aggregate of 5,000,000 PsyBio U.S. Shares issued to NHJJ Enterprises LLC, an entity controlled by Mr. Davis, in consideration for his services as CFO of PsyBio US.
- (4) Warren Goldberg resigned as CFO and a director of the Corporation on February 19, 2021, upon closing of the RTO.
- (5) Dr. Michael Spigarelli was appointed as Chief Medical Officer of the Corporation on April 4, 2021.
- (6) Ross Carmel was appointed as Chief Legal Officer and a director of the Corporation on February 19, 2021, upon closing of the RTO. In 2021, Mr. Davis received compensation in consideration for his services as Chief Legal Officer of PsyBio.
- (7) Nitin Kaushal was appointed as a director of the Corporation on February 19, 2021, upon closing of the RTO. Mr. Kaushal serves as the Chair of the Compensation Committee, as Chair of the audit committee of the Board (“**Audit Committee**”) and as Chair of the governance and nominating committee of the Board.
- (8) Bob Oliver was appointed as a director of the Corporation on April 20, 2021, following Mr. Goldberg’s resignation.
- (9) G. Michael Newman resigned as a director of the Corporation on February 19, 2021, upon closing of the RTO.
- (10) Richard Brown resigned as a director of the Corporation on February 19, 2021, upon closing of the RTO.
- (11) Phil Droznika resigned as a director of the Corporation on February 19, 2021, upon closing of the RTO.
- (12) R. Catherine Lu resigned as a director of the Corporation on February 19, 2021, upon closing of the RTO.

Stock Options and other Compensation Securities

The Corporation granted the following Options and other security based awards to Named Executive Officers and directors during the fiscal year ended December 31, 2021:

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (C\$)	Closing price of security or underlying security on date of grant (C\$)⁽⁴⁾	Closing price of security or underlying security at year end (C\$)	Expiry Date
Evan Levine CEO and Director	Options	2,970,000 (27.8%, 4.8%)	February 19, 2021	0.35	N/A	0.20	February 19, 2026
Gerald Goldberg ⁽³⁾ Former CEO and former Director	Options	100,098 (0.9%, 0.2%)	February 19, 2021	0.35	N/A	0.20	August 25, 2022
Noah Davis CFO, Secretary and Director	Options	1,476,000 (13.8%, 2.4%)	February 19, 2021	0.35	N/A	0.20	February 19, 2026
Michael Spigarelli Chief Medical Officer	Options	2,000,000 (18.7%, 3.3%)	April 4, 2021	0.35	N/A	0.20	April 4, 2024
Ross Carmel Chief Legal Officer and Director	Options	990,000 (9.3%, 1.6%)	February 19, 2021	0.35	N/A	0.20	February 19, 2026
Nitin Kaushal Director	Options	500,058 (4.7%, 0.8%)	February 19, 2021	0.35	N/A	0.20	February 19, 2026
Bob Oliver Director	Options	500,000 (4.7%, 0.8%)	April 20, 2021	0.35	N/A	0.20	April 20, 2024

Notes:

- (1) In connection with closing of the RTO, on February 19, 2021 the Corporation completed a consolidation of all of its issued and outstanding common shares (“**Common Shares**”) on the basis of one post-consolidation Common Shares for every 1.6667 pre-consolidation Common Shares (the “**RTO Consolidation**”). The post-RTO Consolidation Common Shares were subsequently amended and reclassified as Subordinate Voting Shares. The number of underlying securities reflects the post-RTO Consolidation number of underlying Subordinate Voting Shares.
- (2) The percentage of class is based on 10,698,257 outstanding Options and 61,391,796 outstanding Subordinate Voting Shares as at December 31, 2021, respectively.
- (3) Following Mr. Goldberg’s resignation as a director of the Corporation, on April 20, 2021, the Corporation entered into an agreement with Mr. Goldberg pursuant to which Mr. Goldberg agreed to provide certain consulting and advisory services to the Corporation until August 25, 2022. In consideration for his services, the Board amended the expiry date of all Options held by Mr. Goldberg such that each Option held by Mr. Goldberg would vest and remain exercisable in accordance with their terms until August 25, 2022.
- (4) Prior to completion of the Corporation’s reverse take-over transaction with PsyBio US, the Common Shares of the Corporation were listed on the NEX under the trading symbol “LEQ.H”. The closing market price of the Common Shares on the last day on which there was a trade of Common Shares prior to the trading in such shares being halted on October 24, 2017 was \$0.085. Trading remained halted until February 25, 2021, at which time the Subordinate Voting Shares (resulting from the reclassification of the Common Shares on a post-RTO Consolidation basis) resumed trading on the TSXV under the symbol “PSYB”.

Exercise of Compensation Securities by Named Executive Officers and Directors

Named Executive Officers and directors of the Corporation exercised the following compensation securities during the fiscal year ended December 31, 2021:

Name and position	Type of compensation security	Number of underlying securities exercised ⁽¹⁾	Exercise price per security ⁽²⁾ (C\$)	Date of Exercise	Closing price per security on date of exercise ⁽³⁾ (C\$)	Difference between exercise price and closing price on date of exercise (C\$)	Total value on exercise date (C\$)
Gerald Goldberg Former CEO and former Director	Options	38,276	0.55	February 17, 2021	N/A	N/A	21,052
Warren Goldberg Former CFO and former Director	Options	26,499	0.55	February 17, 2021	N/A	N/A	14,575
G. Michael Newman Former Director	Options	23,159	0.55	February 17, 2021	N/A	N/A	12,738
Richard Brown Former Director	Options	21,849	0.55	February 17, 2021	N/A	N/A	12,017

Notes:

- (1) In connection with closing of the RTO, on February 19, 2021 the Corporation completed the RTO Consolidation. The post-RTO Consolidation Common Shares were subsequently amended and reclassified as Subordinate Voting Shares. The number of underlying securities exercised reflects the post-RTO Consolidation number of Subordinate Voting Shares issued following exercise of the Options.
- (2) Exercise price has been adjusted, where applicable, to reflect the RTO Consolidation.
- (3) Prior to completion of the Corporation's reverse take-over transaction with PsyBio US, the Common Shares of the Corporation were listed on the NEX under the trading symbol "LEQ.H". The closing market price of the Common Shares on the last day on which there was a trade of Common Shares prior to the trading in such shares being halted on October 24, 2017 was \$0.085. Trading remained halted until February 25, 2021, at which time the Subordinate Voting Shares (resulting from the reclassification of the Common Shares on a post-RTO Consolidation basis) resumed trading on the TSXV under the symbol "PSYB".

Management Contracts – Termination and Change of Control Benefits

Levine Contract

On February 19, 2021, the Corporation entered into an employment agreement with Evan Levine to provide Chief Executive Officer services to the Corporation for a yearly fee of \$240,000 as well as a performance based bonus for up to 40% of base salary to be determined by the Audit Committee and Compensation Committee of the Board. Under the terms of Evan Levine's employment agreement, Mr. Levine may terminate his employment with the Corporation at any time by providing the Corporation at least thirty days prior written notice of such resignation. In the event of termination by the Corporation without cause, Mr. Levine is entitled to receive any equity entitlements as set forth in the employment agreement, a \$100,000 lump sum payment of severance and payment of the equivalent of three weeks of vacation time.

Davis Contract

On February 19, 2021, the Corporation entered into an employment agreement with Noah Davis to provide Chief Financial Officer services to the Corporation for a yearly fee of \$180,000 as well as a performance based bonus for up to 40% of base salary to be determined by the Audit Committee and Compensation Committee of the Board. Under the terms of Noah Davis' employment agreement, Mr. Davis may terminate his employment with the Corporation at any time by providing the Corporation at least thirty days prior written notice of such resignation. In the event of termination by the Corporation without cause, Mr. Davis is entitled to receive any equity entitlements as set forth in the employment agreement, a \$90,000 lump sum payment of severance and payment of the equivalent of three weeks of vacation time.

Carmel Contract

On February 19, 2021, the Corporation entered into an employment agreement with Ross Carmel to provide Chief Legal Officer services to the Corporation for a yearly fee of \$100,000 as well as a performance based bonus for up to 40% of base salary to be determined by the Audit Committee and Compensation Committee of the Board. Under the terms of Ross Carmel's employment agreement, Mr. Carmel may terminate his employment with the Corporation at any time by providing the Corporation at least thirty days prior written notice of such resignation. In the event of termination by the Corporation without cause, Mr. Carmel is entitled to receive any equity entitlements as set forth in the employment agreement, a \$50,000 lump sum payment of severance and payment of the equivalent of three weeks of vacation time.

Spigarelli Contract

On March 10, 2021, the Corporation entered into an employment agreement with Michael G. Spigarelli to provide Chief Medical Officer services to the Corporation for a yearly fee of \$390,000 as well as a performance based bonus for up to 40% of base salary to be determined by the Audit Committee and Compensation Committee of the Board. Under the terms of Michael Spigarelli's employment agreement, Mr. Spigarelli may terminate his employment with the Corporation at any time by providing the Corporation at least thirty days prior written notice of such resignation. In the event of termination by the Corporation without cause, Mr. Spigarelli is entitled to receive any equity entitlements as set forth in the employment agreement, a \$175,000 lump sum payment of severance and payment of the equivalent of three weeks of vacation time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides certain information as of December 31, 2021, being the Corporation's most recently completed financial year, with respect to the Stock Option Plan under which equity securities of the Corporation are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options (C\$)	Number of securities remaining available for future issuance under equity compensation plans⁽¹⁾
Equity compensation plans approved by security holders	10,698,257	0.35	597,844
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	10,698,257	0.35	597,844

Note:

- (1) The Stock Option Plan is a "rolling" plan pursuant to which Options may be granted to Eligible Participants to purchase Subordinate Voting Shares, provided that the maximum number of Subordinate Voting Shares allocated and made available to be granted to Eligible Participants under the Stock Option Plan shall not exceed 10% of the issued and outstanding Subordinate Voting Shares of the Corporation as at the date of grant (on a non-diluted basis, but on an as-converted basis as it relates to the Multiple Voting Shares). The number of securities remaining available for future issuance has been calculated based on 61,391,796 issued and outstanding Subordinate Voting Shares and 51,569,216 issued and outstanding Multiple Voting Shares as at December 31, 2021.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, a proposed nominee for election as a director of the Corporation or an associate of any such director, executive officer or proposed nominee is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to (i) the Corporation or any of its subsidiaries or (ii) to any other entity where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, guaranteed or supported by the Corporation or any of its subsidiaries.

REPORT ON CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and the Corporation's management as both believe that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Corporation's corporate governance practices, which addresses the matters set out in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, is set out at Schedule "A" to this Circular.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee's Charter

The charter (the "**Audit Committee Charter**") of the Audit Committee of the Corporation is reproduced as Schedule "B" to this Circular.

Composition of Audit Committee

The Audit Committee is composed of Nitin Kaushal (Chair), Bob Oliver and Ross Carmel, each of whom is a director of the Corporation. A majority of members of the Audit Committee are considered "independent" as such term is defined in NI 52-110. Mr. Carmel is the Chief Legal Officer of the Corporation, provides external legal services to the Corporation through Carmel, Milazzo & Feil LLP and is not independent. The Corporation is of the opinion that all members of the Audit Committee are "financially literate" as such term is defined in NI 52-110.

Relevant Education and Experience

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

Nitin Kaushal (Chair) – Nitin Kaushal has more than 30 years of expertise in the cannabis, biotech, life sciences, and healthcare markets. He has served on the audit, governance and compensation committees for more than a dozen U.S. and Canadian-listed public companies. He has a wealth of experience in the cannabis and biotech industry, extensive capital raising expertise and strong relationships with key industry leaders and institutional investors. Mr. Kaushal was the Managing Director for PwC's Corporate Finance practice in Toronto from 2012 to 2020. Since March 2020, Mr. Kaushal has acted as President of Anik Capital Corp. Mr. Kaushal has held senior roles in investment banking, venture capital and consulting firms including, Desjardins Securities, Orion Securities, Vengate Capital Partners, HSBC Securities, Gordon Capital and MDS Capital Corp. Mr. Kaushal currently sits on the board of directors for several other publicly traded cannabis companies including Delta Nine Cannabis Inc., Flower One Holdings Inc. and High Tide Inc., along with several biotech and healthcare industry companies. He earned his BSc in Chemistry from the University of Toronto, is a Chartered Accountant and holds his CF Corporate Finance Qualification.

Bob Oliver – As President and Chief Executive Officer of Otsuka America Pharmaceutical, Mr. Oliver delivered a \$6 billion P&L while managing a diverse and growing product portfolio across the cardio-renal, neuroscience, oncology, and medical device markets. Having compiled more than 25 years of experience in the pharmaceutical industry, across commercial and general management roles for premium companies within industry he was instrumental in building ABILIFY®, Abilify Maintena®, SAMSCA®, SPRYCEL® and Rexulti®. As Vice President and Global Business Manager for Oncology at Wyeth, he led the global launch of Torisel for RCC and later assumed responsibility for U.S. Commercial Operations. Bob began his career in pharmaceuticals with Johnson & Johnson where he held positions of increasing responsibility. During his tenure at Otsuka, Bob held senior level executive roles including President & COO for North America and ultimately Bob was in the role of President & CEO of Otsuka America Pharmaceuticals, Inc. He previously held the position of Board Chairman for Otsuka Canada. More recently Bob served as CEO for V ClinBio an early stage Biopharmaceutical Technology Platform. Bob is currently Executive Advisor and a member of the board of directors for Hyalo Technologies; as well as Executive Advisor for Cellix Bio Sciences, Inc., which recently merged with V ClinBio; additionally, he is a Board Member of Neurotez a Biotech start up focused on Alzheimer’s Disease. Previously Bob served on the board of Immunomedics, a publicly traded company focused on Oncology. Bob holds a BA from Rutgers University and an MBA from the Haub School of Business at Saint Joseph’s University.

Ross Carmel – Ross is an experienced corporate securities attorney and founding partner of Carmel, Milazzo & Feil LLP. Ross has significant experience representing public and private companies, start-ups, brokers, broker-dealers, and investors in all aspects of corporate transactions, including corporate finance, mergers and acquisitions, private equity financing transactions, private placements, registered direct transactions, and initial public offerings. In addition, Ross regularly assists and advises brokers and broker-dealers with broker-dealer compliance, including both SEC and FINRA rules and regulations, and helps them navigate through the ever evolving regulatory landscape.

Audit Committee Oversight.

At no time since the commencement of the Corporation’s most recently completed financial year have any recommendations by the Audit Committee respecting the nomination and/or compensation of the Corporation’s external auditors not been adopted by the board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on exemptions in relation to “*De Minimis Non-audit Services*” or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Pursuant to the terms of the Audit Committee Charter, the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation’s external auditor.

External Auditor Service Fees (By Category)

Audit Fees – The Corporation’s external auditor invoiced approximately C\$65,000 to audit the financial year ended December 31, 2021, C\$27,500 to audit the financial year ended December 31, 2020 and C\$7,980 to audit the financial year ended June 30, 2020.

Audit-Related Fees – The Corporation’s external auditor invoiced C\$92,500 during the financial year ended December 31, 2021, C\$67,945 during the financial year ended December 31, 2020 and C\$7,859 during the financial year ended June 30, 2020.

Tax Fees – The Corporation’s external auditor invoiced C\$10,000 and \$13,610 U.S. during the financial year ended December 31, 2021, C\$Nil during the financial year ended December 31, 2020 and C\$Nil during the financial year ended June 30, 2020.

All Other Fees – The Corporation’s external auditor invoiced no other fees for the financial years ended December 31, 2021, December 31, 2020 and June 30, 2020.

Venture Issuer Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no “informed person” (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”)) or proposed nominee for election as a director of the Corporation or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction in which the Corporation has participated since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Election of Directors

Management of the Corporation has nominated five directors for election at the Meeting, namely, Evan M. Levine (Chair), Noah Davis, Ross Carmel, Nitin Kaushal and Bob Oliver. Each director elected will hold office until the next annual meeting of shareholders or until his or successor is duly elected or appointed pursuant to the by-laws of the Corporation. The enclosed form of proxy permits Shareholders to vote for each nominee on an individual basis.

The Board recommends that Shareholders vote FOR the election of each of its nominees for director.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF EACH OF THE PROPOSED NOMINEES UNLESS A SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES. MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF SUCH NOMINEES WILL BE UNABLE TO SERVE AS DIRECTORS. HOWEVER, IF FOR ANY REASON, ANY OF THE PROPOSED NOMINEES DO NOT STAND FOR ELECTION OR ARE UNABLE TO SERVE AS SUCH, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN HIS, HER OR ITS PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF ANY PARTICULAR NOMINEE OR NOMINEES.

Advance Notice Requirement

The Corporation’s Articles contain a requirement providing for advance notice of nominations of directors (the “**Advance Notice Requirement**”) in certain circumstances where nominations for election to the Board are made by Shareholders. For an annual meeting of Shareholders, notice to the Corporation must be provided not less than 30 prior to the date of the annual meeting; provided, however, that in the event that the annual general meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual general meeting was made, notice by the nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date. For a special meeting of Shareholders (that is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), notice to the

Corporation must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made. This summary of the Advance Notice Requirement is qualified in its entirety by the full text of the Articles, which are available under the Corporation's profile on SEDAR at www.sedar.com.

Director Nominee Profiles

The following tables set out certain information as of the date of this Circular (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as directors. Information regarding Shares owned by each director of the Corporation is presented to the best knowledge of management of the Corporation and has been furnished to management of the Corporation by such directors.

EVAN M. LEVINE		Principal Occupation and Biographical Information
California, United States Director Since: February 2021 Not Independent	Evan M. Levine is an assertive and insightful leader encompassing over three decades of in-depth expertise in strategic ventures, executive supervision, asset management and the institutional investment business. His proficiencies include initiating, restructuring, and managing corporate infrastructure with knowledge, skill and a proven track record of delivering extraordinary returns to investors and shareholders as well as partners, employers and employees. He is adept at launching and reorganizing companies in various stages of development as well as originating and managing investment products including hedge funds, private equity capital vehicles, and NFA commodities/futures funds. Mr. Levine has served on the public and private boards of over one dozen companies in roles that include Chairman of the Board, Executive Chairman, Vice Chairman, Chief Executive Officer, Audit Committee Chairman, Nominating, Governance and Compensation Committee Member, and Trustee. Mr. Levine received his Bachelor of Arts from Rutgers College, Rutgers University and completed graduate coursework towards his Masters of Business Administration at Stern School of Business, New York University. He holds a Private Pilot Certificate with an Instrument Rating with Complex and High Performance Endorsements and is also an avid guitar player.	
Current Board/Committee Membership⁽¹⁾		Other Public Board Memberships
Chair of the Board		None.
Number of Securities Beneficially Owned, Controlled or Directed⁽²⁾		15,674,958 ⁽³⁾

Notes:

- (1) Mr. Levine was appointed to the Board on February 19, 2021.
- (2) Represents Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) Mr. Levine holds 2,970,000 Options directly, as well as 12,704,958 Multiple Voting Shares indirectly through Levance Prospects LLC, an entity controlled by Mr. Levine.

NOAH DAVIS		Principal Occupation and Biographical Information
Texas, United States Director Since: February 2021 Not Independent	Noah Davis has significant experience in corporate turnarounds in various industries including education, healthcare, transportation and real estate. He has served as CFO in various organizations including leading equity and debt raises of over \$50 million. His entrepreneurial background coupled with his extensive knowledge of accounting, finance and capital markets has enabled him to contribute operational expertise and creative marketing approaches. He has also been instrumental in leading a number of e-commerce companies through his knowledge of lead generation.	
Current Board/Committee Membership⁽¹⁾		Other Public Board Memberships
Member of the Board		None.
Number of Securities Beneficially Owned, Controlled or Directed⁽²⁾		7,241,000 ⁽³⁾

Notes:

- (1) Mr. Davis was appointed to the Board on February 19, 2021.
- (2) Represents Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) Mr. Davis holds 1,476,000 Options directly, as well as 5,765 Multiple Voting Shares indirectly through NHJJ Enterprises LLC, an entity controlled by Mr. Davis.

ROSS CARMEL		Principal Occupation and Biographical Information
New Jersey, United States Director Since: February 2021 Not Independent	Ross Carmel is an experienced corporate securities attorney and founding partner of Carmel, Milazzo & Feil LLP. Ross has significant experience representing public and private companies, start-ups, brokers, broker-dealers, and investors in all aspects of corporate transactions, including corporate finance, mergers and acquisitions, private equity financing transactions, private placements, registered direct transactions, and initial public offerings. In addition, Ross regularly assists and advises brokers and broker-dealers with broker-dealer compliance, including both SEC and FINRA rules and regulations, and helps them navigate through the ever evolving regulatory landscape.	
Current Board/Committee Membership⁽¹⁾		Other Public Board Memberships
Member of the Board Member of the Audit Committee Member of the Compensation Committee Member of the Governance and Nominating Committee		None.
Number of Securities Beneficially Owned, Controlled or Directed⁽²⁾		3,935,752 ⁽³⁾

Notes:

- (1) Mr. Carmel was appointed to the Board on February 19, 2021.
- (2) Represents Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) Mr. Carmel holds 990,000 Options directly, as well as 2,536 Multiple Voting Shares and 409,752 Subordinate Voting Shares indirectly through Carmel, Milazzo & Feil LLP.

NITIN KAUSHAL		Principal Occupation and Biographical Information
Richmond Hill, Ontario Director Since: February 2021 Independent	Nitin Kaushal has more than 30 years of expertise in the cannabis, biotech, life sciences, and healthcare markets. He has served on the audit, governance and compensation committees for more than a dozen U.S. and Canadian-listed public companies. He has a wealth of experience in the cannabis and biotech industry, extensive capital raising expertise and strong relationships with key industry leaders and institutional investors. Mr. Kaushal has spent the past eight years as a Managing Director for PwC's Corporate Finance practice in Toronto. Mr. Kaushal has held senior roles in investment banking, venture capital and consulting firms including, Desjardins Securities, Orion Securities, Vengate Capital Partners, HSBC Securities, Gordon Capital and MDS Capital Corp. Mr. Kaushal currently sits on the Board of Directors for several other publicly traded cannabis companies including Delta Nine Cannabis Inc., The Valens Company and High Tide Inc., along with several biotech and healthcare industry companies. He earned his BSc in Chemistry from the University of Toronto, is a Chartered Accountant and holds his CF Corporate Finance Qualification.	
Current Board/Committee Membership⁽¹⁾		Other Public Board Memberships
Chair of the Audit Committee Chair of the Compensation Committee Chair of the Governance and Nominating Committee		Delta Cleantech Inc. (CSE)
Number of Securities Beneficially Owned, Controlled or Directed⁽²⁾		500,058 ⁽³⁾

Notes:

- (1) Mr. Kaushal was appointed to the Board on February 19, 2021.
- (2) Represents Shares, Options and any other convertible securities, on a fully diluted basis.
- (3) Mr. Kaushal holds 500,058 Options directly.

BOB OLIVER		Principal Occupation and Biographical Information
Pennsylvania, United States Director Since: April 2021 Independent	As President and Chief Executive Officer of Otsuka America Pharmaceutical, Mr. Oliver delivered a \$6 billion P&L while managing a diverse and growing product portfolio across the cardio-renal, neuroscience, oncology, and medical device markets. Having compiled more than 25 years of experience in the pharmaceutical industry, across commercial and general management roles for premium companies within industry he was instrumental in building ABILIFY®, Abilify Maintena®, SAMSCA®, SPRYCEL® and Rexulti®. As Vice President and Global Business Manager for Oncology at Wyeth, he led the global launch of Torisel for RCC and later assumed responsibility for U.S. Commercial Operations. Bob began his career in pharmaceuticals with Johnson & Johnson where he held positions of increasing responsibility. During his tenure at Otsuka, Bob held senior level executive roles including President & COO for North America and ultimately Bob was in the role of President & CEO of Otsuka America Pharmaceuticals, Inc. He previously held the position of Board Chairman for Otsuka Canada. More recently Bob served as CEO for V ClinBio an early stage Biopharmaceutical Technology Platform. Bob is currently Executive Advisor and a member of the board of directors for Hyalo Technologies; as well as Executive Advisor for Cellix Bio Sciences, Inc., which recently merged with V ClinBio; additionally, he is a Board Member of Neurotez a Biotech start up focused on Alzheimer's Disease. Previously Bob served on the board of Immunomedics, a publicly traded company focused on Oncology. Bob holds a BA from Rutgers University and an MBA from the Haub School of Business at Saint Joseph's University.	
Current Board/Committee Membership ⁽¹⁾		Other Public Board Memberships
Member of the Audit Committee Member of the Compensation Committee Member of the Governance and Nominating Committee		None.
Number of Securities Beneficially Owned, Controlled or Directed ⁽²⁾		500,000 ⁽³⁾

Notes:

- (1) Mr. Oliver was appointed to the Board on April 20, 2021.
(2) Represents Shares, Options and any other convertible securities, on a fully diluted basis.
(3) Mr. Oliver holds 500,000 Options directly.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed herein, to the knowledge of the Corporation, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

Except as disclosed herein, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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;
- (b) has, within 10 years before the date of this Circular, 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 his assets;
- (c) has been subject to any penalties or sanctions 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
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On October 14, 2013, Evan Levine was elected as Chairman of the board of directors of Valley Forge Composite Technologies, Inc. (“**Valley Forge**”), a Florida corporation listed on the OTC Link, to aid with reorganization efforts following the resignation of the previous chairman and several directors. Prior to his appointment, on October 9, 2013, Valley Forge filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. On June 20, 2014, PsyBio’s registered securities was revoked by the SEC for delinquency in its periodic filings with the SEC.

Nitin Kaushal was a director of 3 Sixty Risk Solutions Ltd. (“**3 Sixty**”) at the time when a CTO was issued by the OSC on July 15, 2020 in respect of trading of 3 Sixty securities. The CTO was issued in respect of the late filing of financial statements, the management’s discussion and analysis and other continuous disclosure documents of 3 Sixty. As of the date of the AIF, the CTO remains in effect as the board and management of 3 Sixty work to apply for a revocation of the CTO.

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the proposed directors.

2. Appointment of Auditor

Management proposes to nominate MNP LLP as auditor of the Corporation to hold office until the next annual meeting of Shareholders. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the appointment of the auditor.

The Board unanimously recommends that Shareholders vote FOR the appointment of MNP LLP as auditor of the Corporation.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF MNP LLP AS AUDITOR OF THE CORPORATION AND THE AUTHORIZING OF THE DIRECTORS TO FIX ITS REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

3. Consolidation Resolution

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is included below (the “**Consolidation Resolution**”), authorizing the Board to amend the authorized and issued share capital of the Corporation to effect a consolidation (the “**Consolidation**”) of all of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares on the basis of a consolidation ratio to be approved by the Board in accordance with the Corporation’s Articles (the “**Consolidation Ratio**”), provided that the Consolidation Ratio will be no greater than one post-Consolidation Share for every 70 pre-Consolidation Shares. The Corporation is not contemplating any name change in connection with the Consolidation at this time.

If the Consolidation Resolution is approved, subject to TSXV acceptance of the Consolidation, the Board will have discretion to determine when to implement the Consolidation, if at all, and shall determine the Consolidation Ratio at that time. The actual timing for implementation of the Consolidation, if any, will be determined by the Board based upon its evaluation as to when such action would be most advantageous to the Corporation. If the Board decides to move forward with the Consolidation, provided the Consolidation Resolution is approved by Shareholders at the Meeting, the Corporation will disseminate a news release disclosing further details, including the final Consolidation Ratio and the proposed date on which the Consolidation will be effected.

TSXV Approval

The Consolidation is subject to acceptance and approval by the TSXV. The Corporation will apply to the TSXV acceptance of the Consolidation when and if the Board decides to proceed with the Consolidation. Pursuant to TSXV Policy 5.8 – *Issuer Names, Issuer Name Changes, Share Consolidations and Splits*, the TSXV requires, among other things, that the Corporation meets the continued listing requirements contained in TSXV Policy 2.5 – *Continued Listing Requirements and Inter-Tier Movement*. As of the date hereof, the Consolidation is not expected to adversely impact the Corporation’s ability to meet the continued listing requirements of the TSXV.

Effect of Consolidation

If the Consolidation is approved and implemented, the principal effect will be to proportionately decrease the numbers of issued and outstanding Shares, based on the Consolidation Ratio selected by the Board within the range approved by the Shareholders.

On the close of business on June 16, 2022, the last trading day prior to the date of this Circular, the closing price of the Subordinate Voting Shares on the TSXV was C\$0.09 and there were 61,960,306 issued and outstanding Subordinate Voting Shares. Based on the number of Subordinate Voting Shares issued and outstanding as at the date of this Circular, immediately following the completion of the Consolidation, for illustrative purposes only, the number of Subordinate Voting Shares issued and outstanding would equal approximately 885,147 Subordinate Voting Shares, assuming the maximum Consolidation Ratio of 70 pre-consolidation Subordinate Voting Share to one (1) post-consolidation Subordinate Voting Share. Based on the number of Multiple Voting Shares issued and outstanding as at the date of this Circular, immediately following the completion of the Consolidation, for illustrative purposes only, the number of Multiple Voting Shares issued and outstanding would equal approximately 705.411 Multiple Voting Shares, assuming the maximum consolidation ratio of 70 pre-consolidation Multiple Voting Share to one (1) post-consolidation Multiple Voting Share. The Corporation does not expect the Consolidation itself to have any economic effect on Shareholders or holders of securities exercisable or exchangeable for, or convertible into, Shares, except to the extent the Consolidation will result in fractional shares, as discussed below.

Treatment of Fractional Subordinate Voting Shares

In no event will any holder of Subordinate Voting Shares be entitled to a fractional post-Consolidation Subordinate Voting Share. Where the aggregate number of post-Consolidation Subordinate Voting Shares to be issued to such Shareholder pursuant to the Consolidation would result in a fraction of a post-Consolidation Subordinate Voting Share being issuable, the number of post-Consolidation Subordinate Voting Shares to be received by such Shareholder will be rounded down to the nearest whole post-Consolidation Subordinate Voting Share and any fractional post-Consolidation Subordinate Voting Shares arising from the Consolidation of the Subordinate Voting Shares will be deemed to have been tendered by its registered owner to the Corporation for cancellation for no consideration.

Treatment of Fractional Multiple Voting Shares

Where the aggregate number of post-Consolidation Multiple Voting Shares to be issued to a holder of Multiple Voting Shares pursuant to the Consolidation would result in a fraction of a post-Consolidation Multiple Voting Share being issuable beyond three decimal points, the number of post-Consolidation Multiple Voting Shares to be received by such Shareholder will be rounded down to the nearest three decimal points and any fractional post-Consolidation Multiple Voting Shares arising from the Consolidation of the Multiple Voting Shares will be deemed to have been tendered by its registered owner to the Corporation for cancellation for no consideration.

Treatment of Convertible Securities

All outstanding Options and any other securities granting rights to acquire Shares of the Corporation will be affected by the Consolidation in accordance with the adjustment provisions contained in the instruments giving rise to the issuance of such securities.

Reasons for Consolidation

The Board is seeking authority to implement the Consolidation in order to reduce the number of Shares issued and outstanding, because the Board believes that: (i) it is desirable for its Subordinate Voting Shares to trade at a higher price per share, and the Consolidation could potentially result in such an increase; and (ii) an increased trading price could potentially broaden the pool of investors that may consider investing or may be able to invest in the Corporation, potentially increasing the trading volume and liquidity of the Subordinate Voting Shares. The Board anticipates that the Consolidation may result in certain additional ancillary benefits as well, which may not be known at this time. There can be no assurance that the Consolidation will result in any increase in the trading price of the Subordinate Voting Shares or improved trading volume and liquidity, and if such results occur there can be no assurance that this will be sustained.

The Board believes that the proposed range of Consolidation Ratios will provide it with the flexibility to implement the Consolidation in a manner designed to maximize the anticipated benefits to the Corporation and because it is not possible to predict market conditions at the time the Consolidation would be implemented. In determining which Consolidation Ratio within the aforementioned range of ratios to implement, if any, following the receipt of Shareholder approval, the Board may consider, among other things, factors such as: (i) the historical trading prices and trading volume of the Subordinate Voting Shares; (ii) the then prevailing trading price and trading volume of the Subordinate Voting Shares and the anticipated impact of the Consolidation on the trading market(s) for the Subordinate Voting Shares; (iii) the number of Subordinate Voting Shares that may be issued pursuant to outstanding securities exercisable or exchangeable for, or convertible into, Subordinate Voting Shares, and pursuant to the exercise of the issued Subordinate Voting Shares purchase warrants; (vi) the overall reduction of the Corporation's administrative costs; and (vii) prevailing general market and economic conditions.

Approval of the Consolidation Resolution

In order to be effective, the Consolidation Resolution must be approved, with or without variation, by the affirmative vote of at least two-thirds (66 2/3%) of the votes cast by Shareholders, present virtually or represented by proxy and entitled to vote at the Meeting.

The complete text of the Consolidation Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the authorized and issued capital of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “**Corporation**”) be altered to provide that:
 - (a) the authorized capital of the Corporation be altered by consolidating all of the issued and outstanding subordinate voting shares of the Corporation (the “**Subordinate Voting Shares**”) on the basis of a consolidation ratio to be selected by the board of directors of the Corporation (the “**Board**”) in its discretion, provided that the consolidation ratio shall be no greater than one post-consolidation Subordinate Voting Share for every 70 pre-consolidation Subordinate Voting Shares (the “**Consolidation Ratio**”);
 - (b) the authorized capital of the Corporation be altered by consolidating all of the issued and outstanding multiple voting shares of the Corporation (the “**Multiple Voting Shares**”) on the basis of the Consolidation Ratio; and
 - (c) any fractional Subordinate Voting Shares arising from the consolidation of the Subordinate Voting Shares shall be deemed to have been tendered by its registered owner to the Corporation for cancellation for no consideration; and (iv) any fractional Multiple Voting Shares beyond three decimal points arising from the consolidation of the Multiple Voting Shares shall be deemed to have been tendered by its registered owner to the Corporation for cancellation for no consideration;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized and empowered, in its sole discretion if it decides not to proceed with this resolution, to revoke this resolution at any time, without further notice to, or approval of, the shareholders of the Corporation; and
3. any director or officer of the Corporation, or the Corporation’s agent, be and is hereby authorized for and on behalf and in the name of the Corporation, upon the board of directors resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise), including to execute and deliver any supporting documentation, that may be necessary or desirable to give effect to the provisions of this resolution.”

The Board unanimously recommends that Shareholders vote FOR the Consolidation Resolution.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE CONSOLIDATION RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Notwithstanding the approval of the Consolidation Resolution by Shareholders, the Board reserves the right to not proceed with the implementation of the Consolidation Resolution and filing of articles of amendment to effect same without further approval of the Shareholders in the event that the Board otherwise deems it to be in the best interests of the Corporation.

4. Quorum Amendment Resolution

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is included below (the “**Quorum Amendment Resolution**”), authorizing certain amendments to the Articles to increase quorum for the transaction of business at a meeting of Shareholders.

The Articles currently provide that, subject to the special rights or restrictions attached to the shares of any class or series of shares and to the provision contained in Article 11.6 regarding instances where only one Shareholder may constitute quorum, the quorum for the transaction of business at a meeting of Shareholders is two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting (“**Quorum**”). Management proposes to amend the Articles in order to increase Quorum for the transaction of business at a meeting of Shareholders to two persons who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 33 1/3% of the issued shares entitled to be voted at the meeting. The provision contained in Article 11.6 regarding instances where only one Shareholder may constitute quorum will remain unchanged. The Quorum amendment is being proposed by management in order to position the Corporation for a potential future listing on a national U.S. stock exchange.

In order to be effective, the Quorum Amendment Resolution must be approved, with or without variation, by the affirmative vote of at least a majority (51%) of the votes cast by Shareholders, present virtually or represented by proxy and entitled to vote at the Meeting.

The complete text of the Quorum Amendment Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION, THAT:

1. the Articles of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “**Corporation**”) be altered by deleting Article 11.5 in its entirety and replacing it with the following:

“11.5 Quorum

Subject to the special rights or restrictions attached to the shares of any class or series of shares and to Article 11.6, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 33 1/3% of the issued shares entitled to be voted at the meeting.”

2. the Articles of the Corporation be altered to reflect the alterations authorized by this resolution;
3. pursuant to section 259 of the *Business Corporations Act* (British Columbia), the alteration of the Articles of the Corporation shall not take effect until this resolution is received for deposit at the Corporation’s records office;

4. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized and empowered, in its sole discretion if it decides not to proceed with this resolution, to revoke this resolution at any time, without further notice to, or approval of, the shareholders of the Corporation; and
5. any director or officer of the Corporation, or the Corporation's agent, be and is hereby authorized for and on behalf and in the name of the Corporation, upon the board of directors resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise), including to execute and deliver any supporting documentation, that may be necessary or desirable to give effect to the provisions of this resolution."

The Board unanimously recommends that Shareholders vote FOR the Quorum Amendment Resolution.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE QUORUM AMENDMENT RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Notwithstanding the approval of the Quorum Amendment Resolution by the Shareholders, the Board reserves the right to not proceed with the implementation of the Quorum Amendment Resolution without further approval of the Shareholders in the event that the Board otherwise deems it to be in the best interests of the Corporation.

5. Amended Share Provisions Resolution

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution the full text of which is included below (the "**Amended Share Provisions Resolution**"), authorizing certain amendments to the special rights and restrictions attached to the Subordinate Voting Shares and the Multiple Voting Shares in the Articles to, among other things, remove certain restrictions relating to the conversion of Multiple Voting Shares into Subordinate Voting Shares.

The current special rights and restrictions attached to the Subordinate Voting Shares and the Multiple Voting Shares in the Articles (the "**Current Share Provisions**") provide that, among other things, any issued and outstanding Multiple Voting Shares, including fractions thereof, may at any time, subject to the FPI Protective Restriction, at the option of the holder, be converted into Subordinate Voting Shares at the Conversion Ratio. The right of holders of Multiple Voting Shares (each, an "**MVS Shareholder**") to convert their Multiple Voting Shares into Subordinate Voting Shares is subject to certain restrictions that were designed to maintain the Corporation's status as "foreign private issuer" under applicable U.S. securities laws. In particular, such right is subject to the FPI Protective Restriction which provides that the holders of Multiple Voting Shares shall not have the right to convert any portion of the Multiple Voting Shares to the extent that after giving effect to all permitted issuances after such conversions of Multiple Voting Shares, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents would exceed the FPI Threshold, which is currently set at forty-five percent (45%) of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding after giving effect to such conversions. In no circumstances, may the Board allow the conversion of Multiple Voting Shares into Subordinate Voting Shares where following such conversion the FPI Threshold would be exceeded (the "**Conversion Prohibition**").

In addition, the Current Share Provisions restrict the Corporation from effecting any conversion of Multiple Voting Shares into Subordinate Voting Shares, where, after giving effect to such conversion, the holder (together with its affiliates and any other persons acting as a group with the holder or its affiliates) would beneficially own more than 9.99% of the number of Subordinate Voting Shares outstanding immediately after giving effect to such conversion (the “**Beneficial Ownership Limitation**”). A, MVS Shareholder may, upon notice to the Corporation, increase or decrease the Beneficial Ownership Limitation, provided that (a) the Beneficial Ownership Limitation can not exceed 19.99% of the number of Subordinate Voting Shares outstanding immediately after giving effect to such conversion; and (b) any increase in the Beneficial Ownership Limitation will not be effective until the 61st day after such notice of increase is delivered to the Corporation.

The Multiple Voting Shares are not listed or quoted on any market and can only be traded in the open market upon conversion into Subordinate Voting Shares. Since the Conversion Prohibition and Beneficial Ownership Limitation create circumstances where an MVS Shareholder may be unable to convert their Multiple Voting Shares into Subordinate Voting Shares, such limitations have the effect of denying MVS Shareholders the liquidity afforded to holders of Subordinate Voting Shares.

See “Voting Securities and Principal Holders Thereof – Multiple Voting Shares” for further details regarding the Current Share Provisions.

The proposed changes to the Current Share Provisions, showing all additions to, and deletions from, the Current Share Provisions are shown in the revised special rights and restrictions attached to the Subordinate Voting Shares and the Multiple Voting Shares substantially in the form attached as Schedule “C” hereto (the “**Amended Share Provisions**”). The Amended Share Provisions are intended to make it easier for MVS Shareholders to convert their Multiple Voting Shares into Subordinate Voting Shares by giving the Board the authority to (a) waive the application of the FPI Protective Restriction for specific, or future, conversions of Multiple Voting Shares if the Board determines that such waiver is in the best interests of the Corporation; and (b) determine by resolution that it is in the best interests of the Corporation that all Multiple Voting Shares be automatically converted into Subordinate Voting Shares. In addition, the Amended Share Provisions remove the Beneficial Ownership Limitation as, in the view of the Board, it was unnecessary in connection with the management and conversion of the Multiple Voting Shares.

The Corporation anticipates that this change may eventually result in more than 50% of its issued and outstanding Shares being directly or indirectly owned by U.S. Residents, which will have the effect of the Corporation no longer meeting the definition of “foreign private issuer” under U.S. securities laws, and which will require the Corporation to register under the Exchange Act. If and when the Corporation loses its foreign private issuer status and is required to register under the Exchange Act, the Corporation will be subject to the reporting requirements of the U.S. Securities and Exchange Commission (“**SEC**”) applicable to U.S. domestic companies. The SEC’s reporting requirements will require, among other things, the Corporation’s financial statements and financial data to be prepared in accordance with U.S. Generally Accepted Accounting Principals rather than International Financial Reporting Standards. The potential risks related to the Corporation’s loss of foreign private issuer status are described in the Corporation’s annual information form for the year ended December 31, 2021, which is incorporated by reference herein.

The Corporation is authorized to issue an unlimited number of Subordinate Voting Shares and the conversion of some or all Multiple Voting Shares into Subordinate Voting Shares will not have any effect on the number of Subordinate Voting Shares that remain available for future issuance.

In order to be effective, the Amended Share Provisions Resolution must be approved, with or without variation, by the affirmative vote of: (i) at least two-thirds (66 2/3%) of the votes cast by Shareholders; and

(ii) at least two-thirds (66 2/3%) of the votes cast by MVS Shareholders as a separate special resolution, present virtually or represented by proxy and entitled to vote at the Meeting.

The complete text of the Amended Share Provisions Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “**Corporation**”) be altered by:
 - (a) deleting the special rights and restrictions attached to the subordinate voting shares without par value (the “**Subordinate Voting Shares**”) and the multiple voting shares without par value (the “**Multiple Voting Shares**”) of the Corporation as set out in Parts 25 and 26 of the Articles of the Corporation;
 - (b) creating and attaching to the Subordinate Voting Shares and the Multiple Voting Shares the special rights and restrictions set out in Schedule “C” attached to the management information circular of the Corporation dated June 17, 2022 (the “**Circular**”); and
 - (c) deleting Parts 25 and 26 of the Articles of the Corporation and replacing it with Parts 25 and 26 as set out in Schedule “C” attached to the Circular;
2. the Notice of Articles and the Articles of the Corporation be altered to reflect the alterations authorized by this resolution;
3. pursuant to section 259 of the *Business Corporations Act* (British Columbia), the alteration of the Articles of the Corporation shall not take effect until this resolution is received for deposit at the Corporation’s records office and a Notice of Alteration identifying the date this resolution has been filed with the British Columbia Registrar of Companies;
4. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized and empowered, in its sole discretion if it decides not to proceed with this resolution, to revoke this resolution at any time, without further notice to, or approval of, the shareholders of the Corporation; and
5. any director or officer of the Corporation, or the Corporation’s agent, be and is hereby authorized for and on behalf and in the name of the Corporation, upon the board of directors resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise), including to execute and deliver the Notice of Alteration to Notice of Articles and any supporting documentation, that may be necessary or desirable to give effect to the provisions of this resolution.”

The Board unanimously recommends that Shareholders vote FOR the Amended Share Provisions Resolution.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE AMENDED SHARE PROVISIONS RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Notwithstanding the approval of the Amended Share Provisions Resolution by the Shareholders, the Board reserves the right to not proceed with the implementation of the Amended Share Provisions Resolution without further approval of the Shareholders in the event that the Board otherwise deems it to be in the best interests of the Corporation.

6. Articles Amendment Resolution

At the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution the full text of which is included below (the “**Articles Amendment Resolution**”), authorizing certain amendments to the Articles to, at such time as there are no longer any Multiple Voting Shares outstanding, remove Multiple Voting Shares from the authorized capital of the Corporation and reclassify the Subordinate Voting Shares as common shares (“**Common Shares**”).

In order to be effective, the Articles Amendment Resolution must be approved, with or without variation, by the affirmative vote of at least two-thirds (66 2/3%) of the votes cast by Shareholders, present virtually or represented by proxy and entitled to vote at the Meeting.

The complete text of the Articles Amendment Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. subject to there no longer being any issued and outstanding multiple voting shares without par value (“**Multiple Voting Shares**”) of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “**Corporation**”), the Articles and authorized share structure of the Corporation be altered by:
 - (a) eliminating the Multiple Voting Shares without par value, none of which are issued or outstanding;
 - (b) deleting the special rights and restrictions attached to the Multiple Voting Shares without par value;
 - (c) altering the identifying name of the Subordinate Voting Shares without par value to “Common Shares”; and
 - (d) deleting the special rights and restrictions attached to the Subordinate Voting Shares without par value;
2. the Notice of Articles and the Articles of the Corporation be altered to reflect the alteration authorized by these resolutions;
3. pursuant to section 259 of the *Business Corporations Act* (British Columbia), the alteration of the authorized share structure and the Articles of the Corporation shall not take effect until these special resolutions are received for deposit at the Corporation’s records office and a Notice of Alteration identifying the date of these resolutions has been filed with the British Columbia Registrar of Companies;
4. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized and empowered, in its sole discretion if it decides not to proceed with this resolution, to revoke this resolution at any time, without further notice to, or approval of, the shareholders of the Corporation; and

5. any director or officer of the Corporation, or the Corporation's agent, be and is hereby authorized for and on behalf and in the name of the Corporation, upon the board of directors resolving to give effect to this resolution, to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise), including to execute and deliver the Notice of Alteration to Notice of Articles and any supporting documentation, that may be necessary or desirable to give effect to the provisions of this resolution."

The Board unanimously recommends that Shareholders vote FOR the Articles Amendment Resolution.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE ARTICLES AMENDMENT RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Notwithstanding the approval of the Articles Amendment Resolution by the Shareholders, the Board reserves the right to not proceed with the implementation of the Articles Amendment Resolution without further approval of the Shareholders in the event that the Board otherwise deems it to be in the best interests of the Corporation.

7. Approval of Stock Option Plan

Pursuant to the policies of the TSXV, the Stock Option Plan must be approved each year by Shareholders at the annual general meeting of Shareholders of the Corporation. At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, a resolution, the full text of which is included below (the "**Stock Option Plan Resolution**").

The material terms of the Stock Option Plan are summarized under "Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Stock Option Plan". The full text of the Stock Option Plan is appended to this Circular as Schedule "D" and is also available on the Corporation's profile on SEDAR at www.sedar.com.

In order to be effective, the Stock Option Plan Resolution must be approved, with or without variation, by the affirmative vote of a majority (51%) of the votes cast by Shareholders, present virtually or represented by proxy and entitled to vote at the Meeting.

The complete text of the Stock Option Plan Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the stock option plan of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the "**Corporation**") substantially in the form attached as Schedule "D" to the management information circular of the Corporation dated June 17, 2022 (the "**Stock Option Plan**"), is hereby approved with such amendments as the board of directors of the Corporation (the "**Board**") may authorize and approve from time to time or as may be required by any regulatory authority, and the Stock Option Plan be and is hereby confirmed, ratified, approved and adopted as the stock option plan of the Corporation;

2. all issued and outstanding options previously granted by the Corporation shall be continued under and governed by the Stock Option Plan;
3. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized and empowered, if it decides not to proceed with the aforementioned resolution, to revoke this resolution at any time, without further notice to, or approval of, the shareholders of the Corporation; and
4. any director or officer of the Corporation is hereby authorized, for and on behalf and in the name of the Corporation, to execute and deliver, whether under corporate seal of the Corporation or otherwise, all such agreements, forms, waivers, notices, certificates, confirmations and other documents and instruments and to do or cause to be done all such other acts and things, as in the opinion of such director or officer may be necessary, desirable or useful for the purpose of giving effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.”

The Board unanimously recommends that Shareholders vote FOR the Stock Option Plan Resolution.

SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.

Notwithstanding the approval of the Stock Option Plan Resolution by Shareholders, the Board reserves the right to not proceed with the implementation of the Stock Option Plan Resolution and filing of articles of amendment to effect same without further approval of the Shareholders in the event that the Board otherwise deems it to be in the best interests of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person or company who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation’s last completed financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation’s profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation’s Financial Statements and MD&A for the financial year ended December 31, 2021. In addition, copies of the Corporation’s annual Financial Statements, MD&A and this Circular may be obtained upon request to the Corporation. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation.

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular and the sending of it to each director of the Corporation, to the auditor of the Corporation, to the Shareholders and to the appropriate governmental agencies, have been approved by the directors of the Corporation.

Dated: June 17, 2022.

“Evan M. Levine”

Evan M. Levine
CEO, Chairman and Director

SCHEDULE "A"
STATEMENT OF GOVERNANCE PRACTICES

Governance Disclosure Requirement Under the Corporate Governance National Instrument 58-101 ("NI 58-101")	Comments
Board of Directors	
1. Board of Directors—Disclose how the board of directors (the “ Board ”) of PsyBio Therapeutics Corp. (formerly Leo Acquisitions Corp.) (the “ Corporation ”) facilitates its exercise of independent supervision over management, including (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.	The proposed Board shall consist of five directors, two of whom are considered “independent”.
2. Directorships—If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Please refer to the accompanying management information circular dated June 17, 2022 (the “ Circular ”) under the heading “Particulars of Matters to be Acted Upon – Election of Directors”.
Orientation and Continuing Education	
3. Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.	Each director ultimately assumes responsibility for keeping himself or herself informed about the Corporation’s business and relevant developments outside the Corporation that affect its business. Management assists directors by providing them with regular updates on relevant developments and other information that management considers of interest to the Board. Directors may also attend other Board committee meetings if they are not active members, to broaden their knowledge base and receive additional information on the Corporation’s business and developments in areas where they are not commonly exposed.
Ethical Business Conduct	
4. Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.	The Board is responsible for promoting an ethical business culture and fostering an environment that places an emphasis on compliance. The Board monitors compliance, including through receipt by the Audit Committee of reports of unethical behaviour. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in any transaction or agreement that the Corporation proposes to enter into, such director is expected to disclose such interest to the Board in compliance with the applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any proposed transaction or agreement will be excluded from the portion of the Board meeting concerning such matters and will be further precluded from voting on such matters.

Governance Disclosure Requirement Under the Corporate Governance National Instrument 58-101 (“NI 58-101”)	Comments
Nomination of Directors	
5. Disclose what steps, if any, are taken to identify new candidates for Board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.	The Board is responsible for the identification and assessment of potential directors. While no formal nomination procedures are in place to identify new candidates, the Board does review the experience and performance of nominees for election to the Board. Members of the Board are canvassed with respect to the qualifications of a prospective candidate and each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that could complement and enhance current management. The Board also assesses any potential conflicts, independence or time commitment concerns that the candidate may present.
Compensation	
6. Disclose what steps, if any, are taken to determine compensation for the directors and officers, including: (i) who determines compensation, and (ii) the process of determining compensation.	The process undertaken by the Board and the Compensation Committee in respect of compensation is more fully described in the “Compensation Discussion and Analysis” section of the accompanying Circular.
Other Board Committees	
7. If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Board does not have any standing committees other than the Compensation Committee, Governance and Nominating Committee and the Audit Committee.
Assessments	
8. Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.	The Board is currently responsible for assessing the effectiveness of the Board, the individual directors and the Audit Committee.

SCHEDULE "B"
AUDIT COMMITTEE CHARTER
PSYBIO THERAPEUTICS CORP.
(the "Corporation")

(Implemented pursuant to National Instrument 52-110 – *Audit Committees*)

National Instrument 52-110 – *Audit Committees* (the "**Instrument**") relating to the composition and function of audit committees was implemented for reporting issuers and, accordingly, applies to every TSX Venture Exchange ("**TSXV**") listed company, including the Corporation. The Instrument requires all affected issuers to have a written audit committee charter which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Corporation wherein management solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors. The Corporation, as a TSXV listed company is, however, exempt from certain requirements of the Instrument.

This Charter has been adopted by the board of directors in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Corporation. Nothing in this Charter is intended to restrict the ability of the board of directors or Committee to alter or vary procedures in order to comply more fully with the Instrument or any other such requirement of the TSXV, as amended from time to time.

PART 1

Purpose:

The purpose of the Committee is to:

- (a) improve the quality of the Corporation's financial reporting;
- (b) assist the board of directors to properly and fully discharge its responsibilities;
- (c) provide an avenue of enhanced communication between the directors and external auditors;
- (d) enhance the external auditor's independence;
- (e) ensure the credibility and objectivity of financial reports; and
- (f) strengthen the role of the directors by facilitating in depth discussions between directors, management and external auditors.

1.1 Definitions

"**accounting principles**" has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*;

"**Affiliate**" means a Corporation that is a subsidiary of another Corporation or companies that are controlled by the same entity;

“**audit services**” means the professional services rendered by the Corporation's external auditor for the audit and review of the Corporation's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

“**Charter**” means this audit committee charter;

“**Committee**” means the committee established by and among certain members of the board of directors for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;

“**Control Person**” means any individual or company that holds or is one of a combination of individuals or companies that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation;

“**financially literate**” has the meaning set forth in Section 1.2;

“**immediate family member**” means an individual's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the individual or the individual's immediate family member) who shares the individual's home;

“**independent**” means independent only as determined by both the Instrument and the TSX Venture Exchange Corporate Finance Manual;

“**Instrument**” means National Instrument 52-110 – *Audit Committees*;

“**MD&A**” has the meaning ascribed to it in National Instrument 51-102;

“**Member**” means a member of the Committee;

“**National Instrument 51-102**” means National Instrument 51-102 - *Continuous Disclosure Obligations*; and

“**non-audit services**” means services other than audit services.

1.2 Meaning of Financially Literate

For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

PART 2

2.1 Audit Committee

The board of directors has hereby established the Committee for, among other purposes, compliance with the Instrument.

2.2 Relationship with External Auditors

The Corporation will require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

Each Member shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such other persons or organizations.

2.3 Committee Responsibilities

1. The Committee shall be responsible for making the following recommendations to the board of directors:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and
 - (b) the compensation of the external auditor.
2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - (a) reviewing the audit plan with management and the external auditor;
 - (b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
 - (c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - (e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
 - (f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
 - (g) reviewing interim unaudited financial statements before release to the public;
 - (h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report and management's discussion and analysis;

- (i) reviewing the evaluation of internal controls by the external auditor, together with management's response;
 - (j) reviewing the terms of reference of the internal auditor, if any;
 - (k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses;
 - (l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable;
 - (m) reviewing the appointments of the chief financial officer, the Corporation's head of internal audit, if any, and any key financial executives involved in the financial reporting process, as applicable;
 - (n) reviewing annually the Charter and annually obtain approval from the board of directors; and
 - (o) if an internal auditor is appointed, reviewing and annually approving the internal audit charter and the risk based internal audit plan.
- 3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.
 - 4. The Committee shall review the Corporation's financial statements, MD&A, and annual and interim earnings press releases before the Corporation publicly discloses this information.
 - 5. The Committee shall review and discuss the quality of the Corporation's accounting principles, internal controls, and financial statements.
 - 6. The Committee shall review and assess the adequacy of risk management policies, procedures, and processes and review updates on risks.
 - 7. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and shall periodically assess the adequacy of those procedures.
 - 8. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.
 - 9. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Instrument 51-102, on a routine basis, whether or not there is to be a change of auditor.
 - 10. The Committee shall, as applicable, establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

11. As applicable, the Committee shall establish, periodically review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.
12. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.
13. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Corporation's external auditors.

2.4 De Minimis Non-Audit Services

The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

- (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the financial year in which the services are provided;
- (b) the Corporation or the subsidiary of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- (c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its Members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 2.5(1) must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. A majority of the Members must not be executive officers, employees or control persons of the Corporation.
4. Every Member shall be financially literate.

5. The board of directors of the Corporation shall appoint or re-appoint the Members after each annual meeting of shareholders of the Corporation.

PART 4

4.1 Authority

Until the replacement of this Charter, the Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee;
- (c) communicate directly with the internal and external auditors; and
- (d) recommend the amendment or approval of audited and interim financial statements to the board of directors.

PART 5

5.1 Required Disclosure

The Corporation must include in its Annual Information Form the disclosure required by Form 52-110F2.

5.2 Disclosure in Information Circular

If management of the Corporation solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors, the Corporation shall include in its management information circular a cross-reference to the sections in the Corporation's Annual Information Form that contain the information required by section 5.1.

PART 6

6.1 Meetings

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
2. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.
4. The quorum for meetings shall be a majority of the Members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.

SCHEDULE "C"
AMENDED SHARE PROVISIONS

(See attached)

25. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE SUBORDINATE VOTING SHARES

The subordinate voting shares of the Company (the “**Subordinate Voting Shares**”) shall have the following special rights and restrictions attached thereto:

25.1 Voting Rights

(1) Voting Rights.

Holders of Subordinate Voting Shares shall be entitled to notice of and to attend (in person or by proxy) at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting, holders of Subordinate Voting Shares shall be entitled to one vote in respect of each Subordinate Voting Share held.

(2) Alteration to Rights of Subordinate Voting Shares.

As long as any Subordinate Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Subordinate Voting Shares.

25.2 Dividends

Holders of Subordinate Voting Shares shall be entitled to receive, as and when declared by the directors, dividends in cash or property of the Company. No dividend will be declared or paid on the Subordinate Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the multiple voting shares of the Company (the “**Multiple Voting Shares**”). In the event of the payment of a dividend in the form of shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares, unless otherwise determined by the directors.

25.3 Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares shall, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Subordinate Voting Shares, be entitled to participate rateably in such distribution of assets of the Company along with all other holders of Multiple Voting Shares (on an as-converted to Subordinate Voting Share basis) and Subordinate Voting Shares.

25.4 Rights to Subscribe; Pre-Emptive Rights

The holders of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Company now or in the future.

25.5 Subdivision or Consolidation

No subdivision or consolidation of the Subordinate Voting Shares or Multiple Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares and Multiple Voting Shares are subdivided or consolidated in the same manner or such other adjustment is made so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes. Subject to Article 25.6 immediately below, the Subordinate Voting Shares cannot be converted into any other class of shares.

25.6 Conversion of Subordinate Voting Shares Upon an Offer

In the event that an offer is made to purchase Multiple Voting Shares:

- (1) if there is a published market for the Multiple Voting Shares, and the offer is one which is required to be made to all or substantially all the holders of Multiple Voting Shares in a province or territory of Canada to which the requirement applies pursuant to (x) Applicable Securities Laws or (y) the rules of any stock exchange on which the Multiple Voting Shares of the Company are listed, unless an identical offer concurrently is made to purchase Subordinate Voting Shares; or
- (2) if the Multiple Voting Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Multiple Voting Shares in a province or territory of Canada pursuant to (x) Applicable Securities Laws or (y) the rules of any stock exchange had the Multiple Voting Shares been listed,

then each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares at the inverse of the Conversion Ratio (as defined in Article ~~26.5(5)~~(26.5(1))) then in effect at any time while the offer is in effect until one day after the time prescribed by Applicable Securities Laws for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Subordinate Voting Shares for the purpose of depositing the resulting Multiple Voting Shares under the offer, and for no other reason. In such event, the Company shall deposit or cause the transfer agent for the Subordinated Voting Shares to deposit under the offer the resulting Multiple Voting Shares, on behalf of the holder.

To exercise such conversion right, the holder or his or its attorney duly authorized in writing shall:

- (1) give written notice to the transfer agent of the exercise of such right, and of the number of Subordinate Voting Shares in respect of which the right is being exercised;
- (2) deliver to the transfer agent the share certificate(s), if any, or Acknowledgement(s) representing the Subordinate Voting Shares in respect of which the right is being exercised, if applicable; and
- (3) pay any applicable share certificate or Acknowledgement fee, stamp tax or similar duty on or in respect of such conversion.

No share certificates representing the Multiple Voting Shares, resulting from the conversion of the Subordinate Voting Shares will be delivered to the holders on whose behalf such deposit is being made. If Multiple Voting Shares, resulting from the conversion and deposited pursuant to the offer, are withdrawn by the holder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Multiple Voting Shares being taken up and paid for, the Multiple Voting Shares resulting from the conversion will be re-converted into Subordinate Voting Shares at the then Conversion Ratio and the Company shall send or cause the transfer agent to send to the holder a share certificate or Acknowledgement representing the Subordinate Voting Shares. In the event that the offeror takes up and pays for the Multiple Voting Shares resulting from conversion, the Company shall cause the transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror.

26. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE MULTIPLE VOTING SHARES

The Multiple Voting Shares of the Company shall have the following special rights and restrictions attached thereto:

26.1 Voting Rights

- (1) **Voting Rights.**

Holders of Multiple Voting Shares shall be entitled to notice of and to attend (in person or by proxy) at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting, holders of Multiple Voting Shares will be entitled to one vote in respect of each Subordinate Voting Share into which such Multiple Voting Share could be converted as of the record date fixed for the determination of the holders of Subordinate Voting Shares entitled to vote at such meeting, which for greater certainty, shall initially equal 1,000 votes per Multiple Voting Share.

(2) Alteration to Rights of Multiple Voting Shares.

As long as any Multiple Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Multiple Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Multiple Voting Shares. Consent of the holders of a majority of the outstanding Multiple Voting Shares by separate ordinary resolution shall be required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Multiple Voting Shares. In connection with the exercise of the voting rights contained in this Article 26.1(2), each holder of Multiple Voting Shares will have one vote in respect of each Multiple Voting Share held.

26.2 Dividends

Holders of Multiple Voting Shares shall have the right to receive dividends, out of any cash or other assets of the Company legally available therefor, *pari passu* (on an as-converted to Subordinated Voting Share basis, assuming conversion of all Multiple Voting Shares into Subordinate Voting Shares at the Conversion Ratio as of the record date fixed for the determination of the holders of Subordinate Voting Shares entitled to receive such dividend) as to dividends and any declaration or payment of any dividend on the Subordinate Voting Shares. No dividend will be declared or paid on the Multiple Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares. In the event of the payment of a dividend in the form of shares, holders of Multiple Voting Shares shall receive Multiple Voting Shares, unless otherwise determined by the directors. Holders of fractional Multiple Voting Shares shall be entitled to receive any dividend declared on the Multiple Voting Shares, in an amount equal to the dividend per Multiple Voting Share multiplied by the fraction thereof held by such holder.

26.3 Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Multiple Voting Shares will, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Multiple Voting Shares, be entitled to participate ratably in such distribution of assets of the Company along with all other holders of Multiple Voting Shares (on an as-converted to Subordinate Voting Share basis) and Subordinate Voting Shares.

26.4 Rights to Subscribe; Pre-Emptive Rights

The holders of Multiple Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, Multiple Voting Shares, or bonds, debentures or other securities of the Company now or in the future.

26.5 Conversion

Subject to the conversion restrictions set forth in this Article 26.5, holders of Multiple Voting Shares shall have conversion rights as follows (the “**Conversion Rights**”):

- (1) **Right to Convert.** Each Multiple Voting Share shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Company or any

transfer agent for such shares, into fully paid and non-assessable Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares by the Conversion Ratio applicable to such share, determined as hereafter provided, in effect on the date the Multiple Voting Share is surrendered for conversion. The “**Conversion Ratio**” for shares of Multiple Voting Shares shall initially be 1,000 Subordinate Voting Shares for each Multiple Voting Share; provided, however, that the Conversion Ratio shall be subject to adjustment as set forth in Articles 26.6 and 26.8 hereof.

- (2) **Conversion Limitations.** Before any holder of Multiple Voting Shares shall be entitled to convert the same into Subordinate Voting Shares, the directors (or a committee thereof) shall designate an officer of the Company (the “**Conversion Limitation Officer**”) to determine if any conversion limitation set forth in ~~Article~~Articles 26.5(3) or 26.5(4) ~~hereof~~ shall apply to the conversion of Multiple Voting Shares.
- (3) **Foreign Private Issuer Protection Limitation:** The Company will use commercially reasonable efforts to maintain its status as a “foreign private issuer” (as determined in accordance with Rule 3b-4 under the *Securities Exchange Act of 1934*, as amended (the “**Exchange Act**”). Accordingly, subject to the discretion of the directors to waive or amend this restriction, the Company shall not affect any voluntary conversion of Multiple Voting Shares, and the holders of Multiple Voting Shares shall not have the right to elect to convert any portion of the Multiple Voting Shares, pursuant to Article 26.5(1) or otherwise, to the extent that after giving effect to all permitted issuances after such conversions of Multiple Voting Shares, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the Exchange Act (“**U.S. Residents**”)) would exceed forty percent (40%) (the “**40% Threshold**”) of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding after giving effect to such conversions (the “**FPI Protective Restriction**”). ~~The directors may by resolution increase the 40% Threshold to an amount not to exceed 50% and in the event of any such increase all references to the 40% Threshold herein, shall refer instead to the amended threshold set by such resolution.~~
- (4) **Conversion Limitations.** In order to effect the FPI Protective Restriction, each holder of Multiple Voting Shares will be subject to the 40% Threshold based on the number of Multiple Voting Shares held by such holder as of the date of the initial issuance of the Multiple Voting Shares and thereafter at the end of each of the Company’s subsequent fiscal quarters (each, a “**Determination Date**”), calculated as follows:

$$X = [(A \times 0.4) - B] \times (C/D)$$

Where on the Determination Date:

X = Maximum number of Subordinate Voting Shares available for issue upon conversion of Multiple Voting Shares by a holder.

A = The aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding on the Determination Date.

B = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents on the Determination Date.

C = Aggregate number of Multiple Voting Shares held by holder on the Determination Date.

D = Aggregate number of all Multiple Voting Shares on the Determination Date.

~~For purposes of this Article 26.5(4), the directors (or a committee thereof) shall designate an officer of the Company to~~ The Conversion Limitation Officer shall determine as of each Determination Date: (A) the 40% Threshold and (B) the FPI Protective Restriction. Within thirty (30) days following each Determination Date (a “**Notice of Conversion Limitation**”), in his or her sole discretion acting reasonably, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents, and the maximum number of Subordinate Voting Shares which may be issued upon exercise of the Conversion Rights generally in accordance with the formula set forth immediately above. Upon request by a holder of Multiple Voting Shares, the Company will provide each holder of ~~record a~~ Multiple Voting Shares with notice of ~~the FPI Protective Restriction and the impact the FPI Protective Restriction has on the ability of each holder to exercise the right to convert Multiple Voting Shares held by the holder~~ such maximum number as at the most recent Determination Date, or a more recent date as may be determined by the Conversion Limitation Officer in his or her sole discretion acting reasonably. To the extent that ~~requests for conversion~~ issuances of Multiple Subordinate Voting Shares ~~subject to~~ exercise of the FPI Protective Restriction Conversion Rights would result in the 40% Threshold being exceeded, the number of ~~such Multiple Subordinate Voting Shares eligible for conversion held by a particular holder shall be prorated relative to the number to be issued will be pro-rated among each holder of Multiple Voting Shares submitted for conversion. To the extent that~~ exercising the Conversion Rights.

Notwithstanding Articles 26.5(3) or 26.5(4), the directors may by resolution waive the application of the FPI Protective Restriction to any exercise or exercises of the Conversion Rights to which the FPI Protective Restriction contained in this Article 26.5(4) applies, the determination of whether Multiple Voting Shares are convertible shall be ~~would otherwise apply, or to future Conversion Rights generally, including with respect to for a period of time, if the directors determine that the exercise of such Conversion Rights is in the sole discretion~~ best interests of the ~~Company~~ Corporation.

- (5) **Mandatory Conversion.** Notwithstanding ~~Article~~ Articles 26.5(3) or 26.5(4), the ~~Company~~ directors may ~~require each holder of Multiple Voting Shares to convert all, and not less than all, the Multiple Voting Shares at the applicable Conversion Ratio (a “Mandatory Conversion”) if at any time all the following conditions are satisfied (or otherwise waived at any time determine by special resolution of holders of Multiple Voting Shares):~~
- ~~(i) the Subordinate Voting Shares issuable upon conversion (a “Mandatory Conversion Resolution”) that it is no longer in the best interests of all the Company that the Multiple Voting Shares are registered for resale and may be sold by the holder thereof pursuant to an effective registration statement and/or prospectus covering the Subordinate Voting Shares under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”);~~
 - ~~(ii) the Company is subject to the reporting requirements of Section 13 or 15(d) maintained as a separate class of shares of the Exchange Act; and~~
 - ~~(iii) the Subordinate Voting Shares are listed or quoted (and are not suspended from trading) on a recognized North American stock exchange or by way of reverse takeover transaction on the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange or Aequitas NEO Exchange (or any other stock exchange recognized as such by the Ontario Securities Commission).~~

~~The Company will issue or cause its transfer agent to issue each holder of Multiple Voting Shares of record a notice of Mandatory Conversion at least 20 days prior to the record date of the Mandatory Conversion, which shall specify therein, (i). If a Mandatory Conversion Resolution is adopted, then all issued and outstanding Multiple Voting Shares will automatically, without any action on the part of the holder, be converted into Subordinate Voting Shares at the Conversion Ratio as of a~~

date to be specified in the Mandatory Conversion Resolution (the “**Mandatory Conversion Record Date**”). At least twenty (20) calendar days prior to the Mandatory Conversion Record Date, the Company will send, or cause its transfer agent to send, a written notice to all holders of Multiple Voting Shares in accordance with Article 23 of the adoption of a Mandatory Conversion Resolution (a “**Mandatory Conversion Notice**”) and specifying the Mandatory Conversion Record Date, the number of Subordinate Voting Shares into which the Multiple Voting Shares ~~are convertible and (ii) the address of record for~~ held by such holder are to be converted.

On the ~~record date of a~~ Mandatory Conversion Record Date, the Company ~~will~~shall issue or shall cause its transfer agent to issue to each holder of ~~record on the Mandatory Conversion Date~~ Multiple Voting Shares, certificates or Acknowledgements representing the number of Subordinate Voting Shares into which the Multiple Voting Shares are ~~so~~ converted, and each certificate or Acknowledgement representing the Multiple Voting Shares shall be null and void. From the date of the Mandatory Conversion Resolution, the directors shall no longer be entitled to issue any further Multiple Voting Shares whatsoever.

- ~~(6) **Beneficial Ownership Restriction.** The Company shall not affect any conversion of Multiple Voting Shares, and a holder thereof shall not have the right to convert any portion of its Multiple Voting Shares, pursuant to Article 26.5(1) or otherwise, to the extent that after giving effect to such issuance after conversion as set forth on the applicable Conversion Notice, the holder (together with the holder’s affiliates (each, an “**Affiliate**” as defined in Rule 12b-2 under the Exchange Act), and any other persons acting as a group together with the holder or any of the holder’s Affiliates), would beneficially own in excess of 9.99% of the number of the Subordinate Voting Shares outstanding immediately after giving effect to the issuance of Subordinate Voting Shares issuable upon conversion of the Multiple Voting Shares subject to the Conversion Notice (the “**Beneficial Ownership Limitation**”).~~

~~For purposes of the foregoing sentence, the number of Subordinate Voting Shares beneficially owned by the holder and its Affiliates shall include the number of Subordinate Voting Shares issuable upon conversion of Multiple Voting Shares with respect to which such determination is being made, but shall exclude the number of Subordinate Voting Shares which would be issuable upon (i) conversion of the remaining, non-converted portion of Multiple Voting Shares beneficially owned by the holder or any of its Affiliates and (ii) exercise or conversion of the unexercised or non-converted portion of any other securities of the Company subject to a limitation on conversion or exercise analogous to the limitation contained herein beneficially owned by the holder or any of its Affiliates. In any case, the number of outstanding Subordinate Voting Shares shall be determined after giving effect to the conversion or exercise of securities of the Company, including Multiple Voting Shares subject to the Conversion Notice, by the holder or its Affiliates since the date as of which such number of outstanding Subordinate Voting Shares was reported. Except as set forth in the preceding sentence, for purposes of this Article 26.5(6), beneficial ownership shall be calculated in accordance with Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder based on information provided by the shareholder to the Company in the Conversion Notice.~~

~~To the extent that the Beneficial Ownership Limitation applies and the Company can convert some, but not all, of such Multiple Voting Shares submitted for conversion, the Company shall convert Multiple Voting Shares up to the Beneficial Ownership Limitation in effect, based on the number of Multiple Voting Shares submitted for conversion on such date. The determination of whether Multiple Voting Shares are convertible (in relation to other securities owned by the holder together with any Affiliates) and of which Multiple Voting Shares are convertible shall be in the sole discretion of the Company, and the submission of a Conversion Notice shall be deemed to be the holder’s certification as to the holder’s beneficial ownership of Subordinate Voting Shares of the Company, and the Company shall have the right, but not the obligation, to verify or confirm the accuracy of such beneficial ownership.~~

~~The holder, upon written notice to the Company, may increase or decrease the Beneficial Ownership Limitation provisions of this Article 26.5(6), provided that the Beneficial Ownership Limitation in no event exceeds 19.99% of the number of the Subordinate Voting Shares outstanding immediately after giving effect to the issuance of Subordinate Voting Shares upon conversion of Multiple Voting Shares subject to the Conversion Notice and the provisions of this Article 26.5(6) shall continue to apply. Any increase in the Beneficial Ownership Limitation will not be effective until the 61st day after such notice is delivered to the Company. The provisions of this paragraph shall not be construed and implemented in a manner otherwise than in strict conformity with the terms of this Article 26.5(6) or to correct this paragraph (or any portion hereof) which may be defective or inconsistent with the intended Beneficial Ownership Limitation herein contained or to make changes or supplements necessary or desirable to properly give effect to such limitation. The limitations contained in this paragraph shall apply to a successor holder of Multiple Voting Shares.~~

(6) ~~(7)~~ **Disputes.** In the event of a dispute as to the number of Subordinate Voting Shares issuable to a Holder in connection with a conversion of Multiple Voting Shares, the Company shall issue to the Holder the number of Subordinate Voting Shares not in dispute and resolve such dispute in accordance with Article 26.12 ~~hereof~~.

(7) ~~(8)~~ **Mechanics of Conversion.** Before any holder of Multiple Voting Shares shall be entitled to convert Multiple Voting Shares into Subordinate Voting Shares pursuant to Article 26.5(1), the holder thereof shall surrender the certificate(s) , if any, or Acknowledgement(s) therefor, duly endorsed, at the office of the Company or of any transfer agent for Subordinate Voting Shares , and shall give written notice to the Company at its principal corporate office, of the election to convert the same (each, a “**Conversion Notice**”) and the Subordinate Voting Shares resulting therefrom shall be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to payment by the registered holder of any share transfer, certificate or Acknowledgement fee or applicable taxes and compliance with any other reasonable requirements of the Company (including, for certainty and without limitation, the 40% Threshold; and the FPI Protective Restriction ~~and the Beneficial Ownership Limitation~~) in respect of such transfer, in such name or names as such registered holder may direct in writing. Upon receipt of such notice and certificate(s) or Acknowledgement(s) and, as applicable, compliance with such other requirements, the Company shall (or shall cause its transfer agent to), at its expense, as soon as practicable thereafter, remove or cause the removal of such holder from the register of holders in respect of the Multiple Voting Shares for which the conversion right is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting Subordinate Voting Shares to be registered) to the securities register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of the certificate(s) or Acknowledgement(s) representing such Multiple Voting Shares and issue and deliver at such office to such holder, or to the nominee or nominees of such holder, a certificate or certificates or Acknowledgement, representing the Subordinate Voting Shares issued upon the conversion of such Multiple Voting Shares. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Multiple Voting Shares to be converted, and the person or persons entitled to receive the Subordinate Voting Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Subordinate Voting Shares as of such date. If less than all of the Multiple Voting Shares represented by any certificate or Acknowledgement are to be converted, the holder shall be entitled to receive a new certificate or Acknowledgement representing the Multiple Voting Shares represented by the original certificate or Acknowledgement which are not to be converted. A Multiple Voting Share that is converted into Subordinate Voting Shares as provided for in this Article ~~26.5(8)~~ 26.5(7) will automatically be cancelled.

26.6 Transfer

(1) No Multiple Voting Share may be transferred unless such transfer:

- (i) is made to (A) an initial holder of Multiple Voting Shares, (B) in respect of a holder of Multiple Voting Shares that is an individual, the Members of Immediate Family of such individual and any Person controlled, directly or indirectly, by any such holder an affiliate or person controlled, directly or indirectly, and (C) in respect of a holder of Multiple Voting Shares that is not an individual, an affiliate of that holder or the Members of the Immediate Family of the individual that controls such holder (each, a “**Permitted Holder**”); and
 - (ii) complies with United States securities legislation.
- (2) subject to the Conversion Limitation, any Multiple Voting Shares sold or transferred to a Person who is not a Permitted Holder shall be automatically converted to Subordinate Voting Shares, unless otherwise determined by the directors.

For purposes of this Article 26.6:

- (i) “affiliate” means, with respect to any Person, any other person which is directly or indirectly through one or more intermediaries controlled by, or under common control with, such Person.
- (ii) “Members of the Immediate Family” means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the Income Tax Act (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual.
- (iii) A Person is “controlled” by another person or other persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not an individual or a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and “controls”, “controlling” and “under common control with” shall be interpreted accordingly.
- (iv) “Person” means an individual, partnership, corporation, limited liability company, association, trust, joint venture or any other entity.

26.7 Adjustments for Distributions

In the event the Company shall declare a distribution to holders of Subordinate Voting Shares payable in securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights not otherwise causing adjustment to the Conversion Ratio (a “**Distribution**”), then, in each such case for the purpose of this Article 26.6, the holders of Multiple Voting Shares shall be entitled to a proportionate share of any such Distribution as though they were the holders of the number of Subordinate Voting Shares into which their Multiple Voting Shares are convertible as of the record date fixed for the determination of the holders of Subordinate Voting Shares entitled to receive such Distribution.

26.8 Recapitalizations; Stock Splits

If at any time or from time-to-time, the Company shall (i) effect a recapitalization of the Subordinate Voting Shares; (ii) issue Subordinate Voting Shares as a dividend or other distribution on outstanding Subordinate Voting Shares; (iii) subdivide the outstanding Subordinate Voting Shares into a greater number of Subordinate Voting Shares; (iv) consolidate the outstanding Subordinate Voting Shares into a smaller number of Subordinate Voting Shares; or (v) effect any similar transaction or action (each, a “**Recapitalization**”), provision shall be made so that the holders of Multiple Voting Shares shall thereafter be entitled to receive, upon conversion of Multiple Voting Shares, the number of Subordinate Voting Shares or other securities or property of the Company or otherwise, to which a holder of Subordinate Voting Shares deliverable upon conversion would have been entitled on such Recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Article 26.8 with respect to the rights of the holders of Multiple Voting Shares after the Recapitalization to the end that the provisions of this Article 26.8 (including adjustment of the Conversion Ratio then in effect and the number of Subordinate Voting Shares issuable upon conversion of Multiple Voting Shares) shall be applicable after that event as nearly equivalent as may be practicable.

26.9 No Fractional Shares and Certificate as to Adjustments

No fractional Subordinate Voting Shares shall be issued upon the conversion of any Multiple Voting Shares and the number of Subordinate Voting Shares to be issued shall be rounded down to the nearest whole Subordinate Voting Share without any payment in respect of such rounded down fractional Subordinate Voting Share. Whether or not fractional Subordinate Voting Shares are issuable upon such conversion shall be determined on the basis of the total number of Multiple Voting Shares the holder is at the time converting into Subordinate Voting Shares and the number of Subordinate Voting Shares issuable upon such aggregate conversion.

26.10 Adjustment Notice

Upon the occurrence of each adjustment or readjustment of the Conversion Ratio pursuant to Article 26.6 or 26.8, the Company, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Multiple Voting Shares a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Multiple Voting Shares, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Ratio for Multiple Voting Shares at the time in effect, and (C) the number of Subordinate Voting Shares and the amount, if any, of other property which at the time would be received upon the conversion of a Multiple Voting Share.

26.11 Effect of Conversion

All Multiple Voting Shares which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the time of conversion (the “**Conversion Time**”), except only the right of the holders thereof to receive Subordinate Voting Shares in exchange therefor.

26.12 Disputes

Any holder of Multiple Voting Shares that beneficially owns more than 5% of the issued and outstanding Multiple Voting Shares may submit a written dispute notice as to the determination of the Conversion Ratio or the arithmetic calculation of the Conversion Ratio ~~(as defined herein)~~, the 40% Threshold, or the FPI Protective Restriction ~~or the Beneficial Ownership Limitation~~ by the Company to the directors, which dispute notice shall include the basis for the disputed determinations or arithmetic calculations. The Company shall respond to the holder within five (5) business days of receipt, or deemed receipt, of the dispute notice with a written calculation of the Conversion Ratio, the 40% Threshold, or the FPI Protective Restriction ~~or the Beneficial Ownership Limitation~~, as applicable. If the holder and the Company are unable to agree upon such determination or calculation of the Conversion Ratio, the 40% Threshold, or the FPI Protective Restriction ~~or the Beneficial Ownership Limitation~~, as applicable, within five (5) business days of such response, then the Company and the holder shall, within two (2) business days thereafter, submit the disputed arithmetic calculation of the Conversion Ratio, the 40% Threshold, or the FPI Protective Restriction ~~or the Beneficial Ownership Limitation~~, as applicable, to the Company's independent, outside accountant. The Company, at the Company's expense, shall cause the accountant to perform the determinations or calculations and notify the Company and the holder of the results no later than five (5) business days from the time it receives the disputed determinations or calculations. Such accountant's determination or calculation, as the case may be, shall be binding upon all parties absent demonstrable error.

26.13 Conversion of Multiple Voting Shares Upon an Offer

In addition to the conversion rights set out in Article 26.5, in the event that an offer is made to purchase Subordinate Voting Shares:

- (1) if there is a published market for the Subordinate Voting Shares, and the offer is one which is required to be made to all or substantially all the holders of Subordinate Voting Shares in a province or territory of Canada to which the requirement applies pursuant to (x) Applicable Securities Laws or (y) the rules of any stock exchange on which the Subordinate Voting Shares of the Company are listed, unless an identical offer concurrently is made to purchase Multiple Voting Shares; or
- (2) if the Subordinate Voting Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Subordinate Voting Shares in a province or territory of Canada pursuant to (x) Applicable Securities Laws or (y) the rules of any stock exchange had the Subordinate Voting Shares been listed,

then each Multiple Voting Share shall become convertible at the option of the holder into Subordinate Voting Shares at the Conversion Ratio then in effect, at any time while the offer is in effect until one day after the time prescribed by Applicable Securities Laws for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right in this Article 26.13 may only be exercised in respect of Multiple Voting Shares for the purpose of depositing the resulting Subordinate Voting Shares under the offer, and for no other reason. In such event, the Company shall or shall cause its transfer agent for the Subordinate Voting Shares to deposit under the offer the resulting Subordinate Voting Shares, on behalf of the holder.

To exercise such conversion right, the holder or his or its attorney duly authorized in writing shall:

- (1) give written notice to the transfer agent of the exercise of such right, and of the number of Multiple Voting Shares in respect of which the right is being exercised;
- (2) deliver to the transfer agent the share certificate(s) or Acknowledgements, if any representing the Multiple Voting Shares in respect of which the right is being exercised; and
- (3) pay any applicable share certificate or Acknowledgement fee, stamp tax or similar duty on or in respect of such conversion.

No share certificates representing the Subordinate Voting Shares, resulting from the conversion of the Multiple Voting Shares will be delivered to the holders on whose behalf such deposit is being made. If Subordinate Voting Shares, resulting from the conversion and deposited pursuant to the offer, are withdrawn by the holder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Subordinate Voting Shares being taken up and paid for, the Subordinate Voting Shares resulting from the conversion will be re-converted into Multiple Voting Shares at the inverse of Conversion Ratio then in effect and the Company shall send, or cause its transfer agent to send, to the holder a share certificate or Acknowledgement representing the Multiple Voting Shares. In the event that the offeror takes up and pays for the Subordinate Voting Shares resulting from conversion, the Company shall or shall cause its transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror.

26.14 Notice of Record Date

Except as otherwise provided under applicable law, in the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of any class or any other securities or property, or to receive any other right, the Company shall provide written notice to each holder of Multiple Voting Shares, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

26.15 Redemption of Shares

- (1) For the purposes of this Article 26.15, the following terms will have the meaning specified below:
 - (i) **“Business”** means the business of PsyBio as currently carried on which includes but is not limited to the research, development, and manufacture of biosynthetic psychoactive compounds including psilocybin (its intermediates) and other molecules for the treatment of mental health disorders, the utilization of a proprietary platform technology and all associated testing and studies in connection with the foregoing.
 - (ii) **“Fair Market Value”** will equal: (i) the volume weighted average trading price (VWAP) of the Shares to be redeemed for the five (5) Trading Day period immediately after the date of the Redemption Notice on the TSX Venture Exchange or other national or regional securities exchange on which such Shares are listed, or (ii) if no such quotations are available, the fair market value per share of such Shares as set forth in the Valuation Opinion.
 - (iii) **“Governmental Authority”** or **“Governmental Authorities”** means any United States or foreign, federal, state, county, regional, local or municipal government, any agency, administration, board, bureau, commission, department, service, or other instrumentality or political subdivision of the foregoing, and any Person with jurisdiction exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government or monetary policy (including any court or arbitration authority).
 - (iv) **“Licenses”** means all licenses, permits, approvals, orders, authorizations, registrations, findings of suitability, franchises, exemptions, waivers and entitlements issued by a Governmental Authority required for, or relating to, the conduct of the Business.
 - (v) **“ownership”** (and derivatives thereof) means (i) ownership of record as evidenced in the Company’s share register, (ii) “beneficially own” as defined in Section 1(1) of the *Business Corporations Act*, provided that, in respect of a security, “beneficially own” shall also include the interest of an entitlement holder, as defined in the *Securities Transfer Act* (British Columbia), with respect to that security, but does not include the

interest of an entitlement holder that is a securities intermediary, as defined in the *Securities Transfer Act* (British Columbia), that has established a security entitlement, as defined in the *Securities Transfer Act* (British Columbia), in favour of its entitlement holder with respect to that security, or (iii) the power to exercise control or direction over a security;

- (vi) **“Person”** means an individual, partnership, corporation, limited liability company, association, trust, joint venture or any other entity.
- (vii) **“Redemption”** has the meaning ascribed thereto in Article 26.15(5).
- (viii) **“Redemption Date”** means the date on which the Company will redeem and pay for the Shares pursuant to this Article 26.15. The Redemption Date will be not less than thirty (30) Trading Days following the date of the Redemption Notice unless a Governmental Authority requires that the Shares be redeemed as of an earlier date, in which case, the Redemption Date will be such earlier date and if there is an outstanding Redemption Notice, the Company will issue an amended Redemption Notice reflecting the new Redemption Date forthwith.
- (ix) **“Redemption Notice”** has the meaning ascribed thereto in this Article 26.15.
- (x) **“Redemption Price”** means the price per Share to be paid by the Company on the Redemption Date for the redemption of Shares pursuant to this Article 26.15 and will be equal to the Fair Market Value of a Share, unless otherwise required by any Governmental Authority;
- (xi) **“Shares”** means the Subordinate Voting Shares or the Multiple Voting Shares of the Company.
- (xii) **“Significant Interest”** means ownership of five percent (5%) or more of all of the issued and outstanding shares of the Company.
- (xiii) **“Subject Shareholder”** means a person, a group of persons acting in concert or a group of persons who, the directors reasonably believe, are acting jointly or in concert.
- (xiv) **“Trading Day”** means a day on which trades of the Shares are executed on the TSX Venture Exchange or any national or regional securities exchange on which the Shares are listed.
- (xv) **“Unsuitable Person”** means:
 - (A) Any person (including a Subject Shareholder) with a Significant Interest who a Governmental Authority granting the Licenses has determined to be unsuitable to own Shares; or
 - (B) any person (including a Subject Shareholder) with a Significant Interest whose ownership of Shares may result in the loss, suspension or revocation (or similar action) with respect to any Licenses or in the Company being unable to obtain any new Licenses in the normal course, including, but not limited to, as a result of such person’s failure to apply for a suitability review from or to otherwise fail to comply with the requirements of a Governmental Authority, as determined by the directors, in their sole discretion, after consultation with legal counsel and if a license application has been filed, after consultation with the applicable Governmental Authority.

- (xvi) **“Valuation Opinion”** means a valuation and fairness opinion from an investment banking firm of nationally recognized standing in Canada (qualified to perform such task and which is disinterested in the contemplated redemption and has not in the then past two years provided services for a fee to the Company or its affiliates) or a disinterested nationally recognized accounting firm.
- (2) Subject to Article 26.15(4), no Subject Shareholder will acquire or dispose of a Significant Interest, directly or indirectly, in one or more transactions, without providing 15 days’ advance written notice to the Company by mail sent to the Company’s registered office to the attention of the Corporate Secretary.
- (3) If the directors reasonably believe that a Subject Shareholder may have failed to comply with the provisions of Article 26.15(2), the Company may apply to the Ontario Superior Court of Justice, or such other court of competent jurisdiction for an order directing that the Subject Shareholder disclose the number of Shares held.
- (4) The provisions of Article 26.15(2) and 26.15(3) will not apply to the ownership, acquisition or disposition of Shares as a result of:
- (i) any transfer of Shares occurring by operation of law including, inter alia, the transfer of Shares of the Company to a trustee in bankruptcy;
 - (ii) an acquisition or proposed acquisition by one or more underwriters or portfolio managers who hold Shares for the purposes of distribution to the public or for the benefit of a third party provided that such third party is in compliance with this Article 26.15(4)(ii); or
 - (iii) the conversion, exchange or exercise of securities of the Company (other than the Shares) duly issued or granted by the Company, into or for Shares, in accordance with their respective terms.
- (5) At the option of the Company, Shares owned by an Unsuitable Person may be redeemed by the Company (the **“Redemption”**) for the Redemption Price out of funds lawfully available on the Redemption Date. Shares redeemable pursuant to this Article 26.15(5) will be redeemable at any time and from time to time pursuant to the terms hereof.
- (6) In the case of a Redemption, the Company will send a written notice to the holder of the Shares called for Redemption, which will set forth: (i) the Redemption Date, (ii) the number of Shares to be redeemed on the Redemption Date, (iii) the formula pursuant to which the Redemption Price will be determined and the manner of payment therefor, (iv) the place where such Shares (or certificate or Acknowledgment thereto, as applicable) will be surrendered for payment, duly endorsed in blank or accompanied by proper instruments of transfer, (v) a copy of the Valuation Opinion (if the Company is no longer listed on the TSX Venture Exchange or another recognized securities exchange), and (vi) any other requirement of surrender of the Shares to be redeemed (the **“Redemption Notice”**). The Redemption Notice may be conditional such that the Company need not redeem the Shares owned by an Unsuitable Person on the Redemption Date if the directors determine, in their sole discretion, that such Redemption is no longer advisable or necessary on or before the Redemption Date. The Company will send a written notice confirming the amount of the Redemption Price to the holder of the shares subject to Redemption as soon as possible following the determination of such Redemption Price.
- (7) The Company may pay the Redemption Price by using its existing cash resources, incurring debt, issuing additional Shares, issuing a promissory note in the name of the Unsuitable Person, or by using a combination of the foregoing sources of funding.

- (8) To the extent required by applicable laws, the Company may deduct and withhold any tax from the Redemption Price. To the extent any amounts are so withheld and are timely remitted to the applicable Governmental Authority, such amounts shall be treated for all purposes herein as having been paid to the Person in respect of which such deduction and withholding was made.
- (9) On and after the date the Redemption Notice is delivered, any Unsuitable Person owning Shares called for Redemption will cease to have any voting rights with respect to such Shares and on and after the Redemption Date specified therein, such holder will cease to have any rights whatsoever with respect to such Shares other than the right to receive the Redemption Price, without interest, on the Redemption Date; provided, however, that if any such Shares come to be owned solely by persons other than an Unsuitable Person (such as by transfer of such Shares to a liquidating trust, subject to the approval of any applicable Governmental Authority), such persons may exercise voting rights of such Shares and the directors may determine, in their sole discretion, not to redeem such Shares. Following any Redemption in accordance with the terms of this Article 26.15, the redeemed Shares will be cancelled.
- (10) All notices given by the Company to holders of Shares pursuant to this Article 26.15, including the Redemption Notice, will be in writing in accordance with Article 23.
- (11) The Company's right to redeem Shares pursuant to this Article 26.15 will not be exclusive of any other right the Company may have or hereafter acquire under any agreement or any provision of the articles or the bylaws of the Company or otherwise with respect to the acquisition by the Company of shares or any restrictions on holders thereof.
- (12) In connection with the conduct of its Business, the Company may require that a Subject Shareholder provide to one or more Governmental Authorities, if and when required, information and fingerprints for a criminal background check, individual history form(s), and other information required in connection with applications for Licenses.
- (13) In the event that any provision (or portion of a provision) of this Article 26.15 or the application thereof becomes or is declared by a court of competent jurisdiction to be illegal, void or unenforceable, the remainder of this Article 26.15 (including the remainder of such provision, as applicable) will continue in full force and effect.

SCHEDULE "D"
STOCK OPTION PLAN

(See attached)

PSYBIO THERAPEUTICS CORP.

STOCK OPTION PLAN

1. Purpose of the Plan

The purpose of the Plan is to provide the Participants with an opportunity to purchase Subordinate Voting Shares and benefit from the appreciation thereof. This proprietary interest in the Corporation will provide an increased incentive for the Participants to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Subordinate Voting Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its Subsidiaries to attract and retain individuals of exceptional skill.

2. Defined Terms

2.1 Where used herein, the following terms shall have the following meanings (all other capitalized terms used and not defined herein shall have the meanings ascribed to them in the TSX Venture Exchange Corporate Finance Manual):

- (a) **“Acceleration Right”** means the Participant’s right, in certain circumstances, to exercise its outstanding Option as to all or any of the Subordinate Voting Shares in respect of which such Option has not previously been exercised and which the Participant is entitled to exercise, including in respect of Subordinate Voting Shares not otherwise vested at such time;
- (b) **“Board”** means the board of directors of the Corporation;
- (c) **“Business Day”** means each day other than a Saturday, Sunday or statutory holiday in British Columbia, Canada;
- (d) **“Corporation”** means PsyBio Therapeutics Corp., and includes any successor corporation thereof;
- (e) **“Date of Termination of Investor Relations Activities”** has the meaning in Section 4.4(g);
- (f) **“Exchange”** means the TSX Venture Exchange or, if the Subordinate Voting Shares are not then listed and posted for trading on the TSX Venture Exchange, then on any stock exchange in Canada on which such shares are listed and posted for trading or any other regulatory body having jurisdiction as may be selected for such purpose by the Board;
- (g) **“Exercise Notice”** means the notice in writing signed by the Participant or the Participant’s legal personal representatives addressed to the Corporation specifying an intention to exercise all or a portion of the Option;

- (h) **“Expiry Time”** means the time at which the Options will expire, being 4:00 p.m. (Toronto time) on a date to be fixed by the Board at the time the Option is granted, which date will not be more than ten years from the date of grant;
- (i) **“Fair Market Value”** means, for the purposes of Sections 4.5 and 9.4 hereof, at any date in respect of the Subordinate Voting Shares, the closing price of the Subordinate Voting Shares as reported by the TSX Venture Exchange on the last trading day immediately preceding such date or, if the Subordinate Voting Shares are not listed on any stock exchange, a price determined by the Board;
- (j) **“Insider”** has the meaning ascribed thereto in the Exchange Corporate Finance Manual;
- (k) **“Multiple Voting Shares”** means the multiple voting shares in the capital of the Corporation;
- (l) **“Option”** means an option to purchase Subordinate Voting Shares from treasury granted by the Corporation to a Participant, subject to the provisions contained herein;
- (m) **“Option Price”** means the price per share at which Subordinate Voting Shares may be purchased under the Option, as the same may be adjusted herein;
- (n) **“Participants”** means the directors, officers and employees of, and consultants to, the Corporation or its Subsidiaries, as defined by the relevant Exchange and, subject to compliance with the applicable requirements of the Exchange, the Personal Holding Companies of such persons, to whom an Option has been granted by the Board pursuant to the Plan and which Option or a portion thereof remains unexercised;
- (o) **“Personal Holding Company”** means a company of which 100% of the voting shares are beneficially owned, directly or indirectly, by a director, officer or employee of, or consultant to, the Corporation or its Subsidiaries and such entity shall be bound by the Plan in the same manner as if the Options were held directly;
- (p) **“Plan”** means this stock option plan of the Corporation, as the same may be amended or varied from time to time;
- (q) **“Subordinate Voting Shares”** means the subordinate voting shares in the capital of the Corporation or, in the event of an adjustment contemplated by Article 8 hereof, such shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- (r) **“Subsidiary”** means any corporation that is a subsidiary of the Corporation, as such term is defined under the *Business Corporations Act* (British Columbia), as such provision is from time to time amended, varied or re-enacted, or a “related entity” as defined in section 2.22 of National Instrument 45-106; and

- (s) **“Take-Over Bid”** has the meaning ascribed thereto in the *Securities Act* (British Columbia), as such provision is from time to time amended, varied or re-enacted.
- (t) **“TSX”** means the Toronto Stock Exchange.

3. Administration of the Plan

3.1 The Board shall administer this Plan. Options granted under the Plan shall be granted in accordance with determinations made by the Board pursuant to the provisions of the Plan as to: (a) the Participants to whom and the time or times at which the Options will be granted; the number of Subordinate Voting Shares which shall be the subject of each Option; (b) any vesting provisions attaching to the Option; and (c) the terms and provisions of the respective stock option agreements, provided however, that each director, officer, employee or consultant shall have the right not to participate in the Plan and any decision not to participate therein shall not affect the employment by or engagement with the Corporation. The Board shall ensure that Participants under the Plan are eligible to participate under the Plan, and, if required by the Exchange, shall represent and confirm that the Participant is a bona fide employee, consultant or management company employee (as defined in the policies of the Exchange).

3.2 The Board may, from time to time, adopt such rules and regulations for administering the Plan as it may deem proper and in the best interests of the Corporation and may, subject to applicable law, delegate its powers hereunder to administer the Plan to a committee of the Board (the **“Committee”**). The Committee shall be comprised of two or more members of the Board who shall serve at the pleasure of the Board. Vacancies occurring on the Committee shall be filled by the Board.

3.3 The Committee (or the Board where the Committee has not been constituted) shall have the power to delegate to any member of the Board or officer so designated (the **“Administrator”**), the power to determine which Participants are to be granted Options and to grant such Options, the number of Subordinate Voting Shares purchasable under each Option, the Option Price and the time or times when and the manner in which Options are exercisable, and the Administrator shall make such determinations in accordance with the provisions of this Plan and with applicable securities and stock exchange regulatory requirements, subject to final approval by the Committee or Board.

4. Granting of Option

4.1 Participants may be granted Options from time to time. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time. Each Option granted hereunder shall be evidenced by an agreement in writing, signed on behalf of the Corporation and by the Participant, in such form as the Board shall approve from time to time. Each such agreement shall recite that it is subject to the provisions of this Plan.

4.2 The aggregate number of Subordinate Voting Shares of the Corporation allocated and made available to be granted to Participants under the Plan shall not exceed 10% of the issued and outstanding Subordinate Voting Shares of the Corporation as at the date of grant (on a non-diluted basis, but on an as-converted basis as it relates to the Multiple Voting Shares). Any

issuance of Subordinate Voting Shares from treasury pursuant to the exercise of Options shall automatically replenish the number of Subordinate Voting Shares available for Option grants under the Plan. Subordinate Voting Shares in respect of which Options are cancelled or not exercised prior to expiry, for any reason, shall be available for subsequent Option grants under the Plan. No fractional shares may be purchased or issued hereunder.

4.3 The Corporation shall at all times, during the term of the Plan, reserve and keep available such number of Subordinate Voting Shares as will be sufficient to satisfy the requirements of the Plan.

4.4 Any grant of Options under the Plan shall be subject to the following restrictions:

- (a) the aggregate number of Subordinate Voting Shares reserved for issuance pursuant to Options granted to any one Participant, other than a consultant, in any 12 month period may not exceed 5% of the Corporation's total issued and outstanding Subordinate Voting Shares (on an as-converted basis as it relates to the Multiple Voting Shares), unless disinterested shareholder approval is obtained;
- (b) the aggregate number of Subordinate Voting Shares issuable pursuant to Options granted to Insiders pursuant to the Plan and other security based compensation arrangements may not exceed 10% of the Corporation's total issued and outstanding Subordinate Voting Shares (on an as-converted basis as it relates to the Multiple Voting Shares), unless disinterested shareholder approval is obtained;
- (c) the aggregate number of Subordinate Voting Shares issued to Insiders pursuant to the Plan and other security based compensation arrangements in any 12 month period may not exceed 10% of the Corporation's total issued and outstanding Subordinate Voting Shares (on an as-converted basis as it relates to the Multiple Voting Shares), unless disinterested shareholder approval is obtained;
- (d) no more than 2% of the total issued and outstanding Subordinate Voting Shares (on an as-converted basis as it relates to the Multiple Voting Shares) at the time of grant may be granted to any one consultant in any 12 month period;
- (e) no more than an aggregate of 2% of the total issued and outstanding Subordinate Voting Shares (on an as-converted basis as it relates to the Multiple Voting Shares) at the time of grant may be granted to all persons engaged to conduct Investor Relations Activities in any 12 month period;
- (f) Options granted to all persons engaged to conduct Investor Relations Activities must vest in stages over 12 months with no more than 25% of such Options vesting in any three month period; and
- (g) if a person employed to perform Investor Relations Activities ceases to be a Participant for any reason other than death (such as by reason of disability, resignation dismissal or termination of contract), then the Expiry Time of its Options vested on the date such person ceases to be a Participant (the "**Date of Termination of Investor Relations Activities**"), shall be there earlier of: (i) the

original expiry date; or (ii) 30 days from the Date of Termination of Investor Relations Activities.

4.5 Provided that the Corporation is listed on the TSX and is in compliance with applicable TSX requirements, the Board may grant Options which allow a Participant to elect to exercise its Option on a “cashless basis”, whereby the Participant, instead of making a cash payment for the aggregate exercise price, shall be entitled to be issued such number of Subordinate Voting Shares equal to the number which results when: (i) the difference between the aggregate Fair Market Value of the Subordinate Voting Shares underlying the Option and the aggregate exercise price of such Option is divided by (ii) the Fair Market Value of each Subordinate Voting Share. For greater certainty, the Options may not be exercised on a “cashless basis” while the Subordinate Voting Shares are listed on the Exchange.

4.6 All Options granted pursuant to this Plan shall be subject to rules and policies of the Exchange and any other regulatory body having jurisdiction.

4.7 A Participant who has been granted an Option may, if otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional Option if the Board so determines.

5. Option Price

5.1 Subject to applicable Exchange approval, the Option Price shall be fixed by the Board at the time the Option is granted to a Participant. In no event shall the price be less than the Discounted Market Price (as defined in the policies of the Exchange). If a press release fixing the price is not issued, the Discounted Market Price is the closing price per Subordinate Voting Share on the Exchange on the last trading day preceding the date of grant on which there was a closing price (less the applicable discount) or, if the Subordinate Voting Shares are not listed on any stock exchange, a price determined by the Board; provided that, if the Board, in its sole discretion, determines that the closing price on the last trading day preceding the date of grant would not be representative of the market price of the Subordinate Voting Shares, then the Board may base the price on the greater of the closing price and the weighted average price per share for the Subordinate Voting Shares for five (5) consecutive trading days ending on the last trading day preceding the date of grant on which there was a closing price on the Exchange. The weighted average price shall be determined by dividing the aggregate sale price of all Subordinate Voting Shares sold on the Exchange during the said five (5) consecutive trading days, by the total number of Subordinate Voting Shares so sold.

5.2 Once the Option Price has been determined by the Board, accepted by the Exchange and the Option has been granted, if the Participant is an Insider, the Option Price may only be reduced if disinterested shareholder approval is obtained; provided that such disinterested shareholder approval is then a requirement of the Exchange or other regulatory body having jurisdiction.

6. Term of Option

6.1 The term of the Option shall be a period of time fixed by the Board, not to exceed ten years from the date of grant. Unless the Board determines otherwise, Options shall be

exercisable in whole or in part at any time during this period in accordance with such vesting provisions, conditions or limitations (including applicable hold periods) as are herein contained or as the Board may from time to time impose, or as may be required by the Exchange or under applicable securities law.

6.2 Each Option and all rights thereunder shall be expressed to expire at the Expiry Time, but shall be subject to earlier termination in accordance with Section 11 hereof.

6.3 Subject to any specific requirements of the Exchange, the Board shall determine the vesting period or periods within the Option term, during which a Participant may exercise an Option or a portion thereof.

6.4 In addition to any resale restriction under securities laws, an Option may be subject to a four month Exchange hold period commencing on the date the Option is granted.

6.5 Except in the case of a Participant's Option that terminates pursuant to Section 11.3 below, in the event that the term of any Option expires within or immediately following a "blackout period" imposed by the Corporation, the Option shall expire on the date (the "**Blackout Expiration Date**") that is ten Business Days following the end of such blackout period. The Blackout Expiration Date shall not be subject to the discretion of the Board.

7. Exercise of Option

7.1 Subject to the provisions of the Plan and the terms of any stock option agreement, an Option or a portion thereof may be exercised, from time to time, by delivery of the Exercise Notice to the Corporation's principal office in Vancouver, British Columbia. The Exercise Notice shall state the intention of the Participant or the Participant's legal personal representative to exercise the said Option or a portion thereof and specify the number of Subordinate Voting Shares in respect of which the Option is then being exercised, and shall be accompanied by the full purchase price of the Subordinate Voting Shares which are the subject of the exercise. Such Exercise Notice shall contain the Participant's undertaking to comply, to the satisfaction of the Corporation, with all applicable requirements of the Exchange and any applicable regulatory authorities.

8. Adjustments in Shares

8.1 If the outstanding shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation through a re-organization, plan of arrangement, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of shares optioned and the exercise price per share with respect to: (a) previously granted and unexercised Options or portions thereof; and (b) Options which may be granted subsequent to any such change in the Corporation's capital.

8.2 Determinations by the Board as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. The Corporation shall not be obligated to issue fractional securities in satisfaction of any of its obligations hereunder.

9. Accelerated Vesting

9.1 In the event that certain events such as a liquidation or dissolution of the Corporation or a re-organization, plan of arrangement, merger or consolidation of the Corporation with one or more corporations, as a result of which the Corporation is not the surviving corporation, or the sale by the Corporation of all or substantially all of the property and assets of the Corporation to another corporation prior to the Expiry Time, are proposed or contemplated, the Board may, notwithstanding the terms of this Plan or any stock option agreements issued hereunder, exercise its discretion, by way of resolution, to permit accelerated vesting of Options on such terms as the Board sees fit at that time. If the Board, in its sole discretion, determines that the Subordinate Voting Shares subject to any Option granted hereunder shall vest on an accelerated basis, all Participants entitled to exercise an unexercised portion of Options then outstanding shall have the right at such time, upon written notice being given by the Corporation, to exercise such Options to the extent specified and permitted by the Board and within the time period specified by the Board, which shall not extend past the Expiry Time.

9.2 An Option may provide that whenever the Corporation's shareholders receive a Take-Over Bid and the Corporation supports this bid, pursuant to which the "offeror" would, as a result of such Take-Over Bid being successful, beneficially own in excess of 50% of the outstanding Subordinate Voting Shares, the Participant may exercise the Acceleration Right. The Acceleration Right shall commence on the date of the mailing of the Board circular recommending acceptance of the Take-Over Bid and end on the earlier of:

- (a) the Expiry Time; and
- (b) (i) in the event the Take-Over Bid is unsuccessful, the expiry date of the Take-Over Bid; and (ii) in the event the Take-Over Bid is successful, the tenth (10th) day following the expiry date of the Take-Over Bid.

9.3 At the time of the termination of the Acceleration Right, the original vesting terms of the Options shall be reinstated with respect to the Subordinate Voting Shares issuable thereunder which were not acquired by the holders of such Options pursuant to the terms thereof. Notwithstanding the foregoing, the Acceleration Right may be extended for such longer period as the Board may resolve.

9.4 Provided that the Corporation is listed on the TSX and is in compliance with applicable TSX requirements, the Corporation may satisfy any obligations to a Participant hereunder by paying to the Participant in cash the difference between the exercise price of all unexercised Options granted hereunder and the Fair Market Value of the Subordinate Voting Shares to which the Participant would be entitled upon exercise of all unexercised Options, regardless of whether all conditions of exercise relating to continuous employment have been satisfied.

10. Decisions of the Board

All decisions and interpretations of the Board respecting the Plan or Options granted thereunder shall be conclusive and binding on the Corporation and the Participants and their respective legal

personal representatives and on all directors, officers, employees and consultants of the Corporation who are eligible to participate under the Plan.

11. Ceasing to be a Director, Officer, Employee or Consultant

11.1 Subject to the terms of the applicable stock option agreements and subject to Section 11.4 hereof, in the event of the Participant ceasing to be a director, officer, employee or consultant of the Corporation or a Subsidiary for any reason other than death, including the resignation or retirement of the Participant or the termination by the Corporation or a Subsidiary of the employment of the Participant, prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such Subordinate Voting Shares in respect of which the Option has not previously been exercised (and as the Participant would have been entitled to exercise) at any time up to and including (but not after) the earlier of: (a) the Expiry Time; and (b) a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the effective date of such resignation or retirement or a date that is ninety (90) days (or such other period as may be determined by the Board, provided that such period is not more than one year) following the date notice of termination of employment is given by the Corporation or a Subsidiary, whether such termination is with or without reasonable notice, and subject to such shorter period as may be otherwise specified in the stock option agreement, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.2 In consideration of the Option hereby granted, in the event of the resignation or retirement of the Participant or the termination of employment by the Corporation without cause, the Participant hereby covenants not to sue the Corporation for damages arising from the loss of rights granted hereunder and releases the Corporation from any damages.

11.3 Notwithstanding the foregoing, in the event of termination for cause, such Option (including an Option held by a Participant's Personal Holding Company) shall expire and terminate immediately at the time of delivery of notice of termination of employment for cause to the Participant by the Corporation or a Subsidiary and shall be of no further force or effect whatsoever as to the Subordinate Voting Shares in respect of which an Option has not previously been exercised.

11.4 In the event of the death of a Participant on or prior to the Expiry Time, such Option (including an Option held by a Participant's Personal Holding Company) may be exercised as to such of the Subordinate Voting Shares in respect of which such Option has not previously been exercised (and as the Participant would have been entitled to purchase), by the legal personal representatives of the Participant at any time up to and including (but not after) a date one (1) year from the date of death of the Participant, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.

11.5 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by the Corporation or any of its Subsidiaries.

12. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or to the extent, if any, permitted by the Exchange.

13. Amendment or Discontinuance of Plan

(a) The approval of the Board and the requisite approval from the Exchange and the shareholders shall be required for any of the following amendments to be made to the Plan:

- (i) any increase to the fixed maximum percentage of Subordinate Voting Shares issuable under the Plan;
- (ii) a reduction in the exercise price or purchase price of an Option (other than for standard anti-dilution purposes) held by or benefiting an Insider;
- (iii) an increase in the maximum number of Subordinate Voting Shares that may be issued to Insiders within any one year period or that are issuable to Insiders at any time;
- (iv) an extension of the term of an Option held by or benefiting an Insider;
- (v) any change to the definition of “Participants” which would have the potential of broadening or increasing Insider participation;
- (vi) the addition of any form of financial assistance;
- (vii) any amendment to a financial assistance provision which is more favourable to Participants;
- (viii) provided that the Corporation is listed on the TSX, the addition of a cashless exercise feature, payable in cash or securities which does not provide for a full deduction of the number of underlying securities from the Plan reserve;
- (ix) the addition of a deferred or restricted share unit or any other provision which results in Participants receiving securities while no cash consideration is received by the Corporation; and
- (x) any other amendments that may lead to significant or unreasonable dilution in the Corporation’s outstanding securities or may provide additional benefits to Participants, especially Insiders, at the expense of the Corporation and its existing shareholders.

(b) The Board may, without shareholder approval but subject to receipt of requisite approval as required by the Exchange, in its sole discretion make all other amendments to the Plan that are not of the type contemplated in subsection 13(a) above including, without limitation:

- (i) amendments of a housekeeping nature;
- (ii) a change to the vesting provisions of an Option or the Plan;
- (iii) a change to the termination provisions of an Option or the Plan which does not entail an extension beyond the original expiry date, except as contemplated in Section 6.5 above; and
- (iv) provided that the Corporation is listed on the TSX, the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Plan reserve.

14. Participants' Rights

14.1 A Participant shall not have any rights as a shareholder of the Corporation until the issuance of a certificate for Subordinate Voting Shares upon the exercise of an Option or a portion thereof, and then only with respect to the Subordinate Voting Shares represented by such certificate or certificates.

14.2 Nothing in the Plan or any Option shall confer upon any Participant any rights to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any such Subsidiary to terminate the employment of the Participant at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any such Subsidiary to extend the employment of any Participant beyond the time such Participant would normally retire pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.

15. Approvals

15.1 The Plan shall be subject, if applicable, to the approval of the Exchange or other regulatory body having jurisdiction at that time and, if so required thereby, to the approval of the shareholders of the Corporation.

15.2 Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

16. Government Regulation

16.1 The Corporation's obligation to issue and deliver Subordinate Voting Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;

- (b) the admission of such Subordinate Voting Shares to listing on any stock exchange on which such Subordinate Voting Shares may then be listed; and
- (c) the receipt from the Participant of such representations, warranties, agreements and undertakings as to future dealings in such Subordinate Voting Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

16.2 In this regard, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Subordinate Voting Shares and for the listing of such Subordinate Voting Shares on the Exchange, in compliance with applicable securities laws. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such shares shall terminate and the Option Price paid to the Corporation will be returned to the Participant.

17. Costs

The Corporation shall pay all costs of administering the Plan.

18. Interpretation

This Plan shall be governed by and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

19. Compliance with Applicable Law

If any provision of the Plan or any Option contravenes any law or any order, policy, bylaw or regulation of any regulatory body or the Exchange, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.