

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

KetamineOne Capital Limited, formerly, Myconic Capital Corp. (the “**Issuer**”)
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

June 15, 2021

Item 3 News Release

The news release was disseminated through Globenewswire on June 15, 2021 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Issuer announced that it has closed the acquisition of Integrated Rehab and Performance Ltd. (“**IRP**”) (the “**Agreement**”). Pursuant to the Agreement, IRP’s Founder and Chief Executive Officer was appointed as a director of the Issuer. As consideration, 602,410 common shares of the Issuer were issued to the vendors of IRP and 42,169 common shares were issued to an arm’s length finder in connection with the closing of the Agreement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Robert Meister, Director and Chief Executive Officer
Business Telephone: 604-351-6647

Item 9 Date of Report

June 22, 2021



NEWS RELEASE

KETAMINE ONE CLOSES PREVIOUSLY ANNOUNCED ACQUISITION OF INTEGRATED REHAB AND PERFORMANCE

THE COMPANY WILL APPLY IRP'S MODEL OF TREATING VETERANS AND FIRST RESPONDERS AT SELECT LOCATIONS ACROSS ITS CLINICAL NETWORK

Vancouver, British Columbia, June 15, 2021 / Globe Newswire / – KetamineOne Capital Limited (“Ketamine One” or the “Company”) (NEO: MEDI) (OTC: KONEF) (Frankfurt: MY0), a company focused on consolidating medical clinics and becoming a North American leader in mental health treatments, is pleased to announce that it has closed its previously announced acquisition (the “**Acquisition**”) of Integrated Rehab and Performance Ltd. (“**IRP**”). Pursuant to the terms of the definitive agreement (the “**Agreement**”), Ketamine One has acquired 100% of the outstanding and issued shares of IRP (the “**Transaction**”) and IRP’s Founder and Chief Executive Officer (“**CEO**”), Steven Inglefield, has become a director of Ketamine One.

The Acquisition is expected to provide locations across Ketamine One’s clinical network with the benefits of a model honed through 10,000 unique treatments for past or present personnel of the Canadian Armed Forces and the Royal Canadian Mounted Police, as well as first responders including firefighters, law enforcement officers, paramedics and emergency medical technicians. Beyond IRP’s primary location in Victoria, British Columbia, the Company will next begin treating military veterans and first responders at its Halifax clinic with plans to apply IRP’s treatment model and best practices at other clinics in locations with a higher population density of veterans and first responders. The resulting treatments are expected to combine the efficacy of multidisciplinary pain management and physical therapy with the Company’s ketamine-assisted mental health approaches and psychedelic medicines.

"Creating tailored structured therapy and rehabilitation clinics has been my key focus and I am a strong believer in the relevance of new therapies and their ability to help heal," said Steven Inglefield, Founder & CEO of IRP. "I am delighted to have the opportunity to help guide the Ketamine One executive team in bringing the combined psychedelic and alternative therapy business model to the ever-growing health and wellness space," added Mr. Inglefield.

As consideration for the Transaction, Ketamine One issued 602,410 common shares of the Company (the “**Consideration Shares**”) at a price per common share of \$1.66. The Consideration Shares are subject to a lockup period that is 18 months in length, with 5% percent of the Consideration Shares freely tradable on the closing date and 15.83% percent released quarterly over six quarters from the closing date. The Company paid a finder's fee of 42,169 common shares (the “**Finder Shares**”) to an arm’s length finder in connection with the closing of the Transaction. The Finder Shares are subject to a hold period of four months and one day.

ABOUT KETAMINE ONE

KetamineOne Capital Limited (formerly Myconic Capital Corp.) (NEO: MEDI) is a company focused on consolidating medical clinics and becoming a North American leader in mental health treatments. It is working to provide the critical infrastructure needed to develop and deliver breakthrough mental health treatments. Currently, Ketamine One has a network of 15 clinics across North America, with plans to further consolidate the highly fragmented industry. The recent addition of KGK Science Inc. as the Company’s contract research division also places the company at the forefront of premium clinical research based on its 23-year history and extensive experience in pharmaceuticals, cannabis, and the emerging psychedelic medicine industries. As a collective enterprise, Ketamine One is dedicated to helping solve the growing need for safe and accessible mental health therapy.

On behalf of:

KETAMINE ONE

"Robert Meister"

Robert Meister, CEO and Director

For further information, please contact:

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Notice Regarding Forward-Looking Information:

This news release contains forward-looking statements including but not limited to statements regarding the Company’s business, assets or investments, as well other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any

estimates or projections of future performance or results expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, investor interest in the business and future prospects of the Company.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.