

GHP NOETIC SCIENCE-PSYCHEDELIC PHARMA INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (each, a “**Share**”) of GHP Noetic Science-Psychedelic Pharma Inc. (the “**Company**”) will be held virtually using the WebEx platform set out below at 11:00 a.m. (Toronto time) on Tuesday, October 12, 2021. **Due to the ongoing COVID-19 pandemic, Shareholders will not be permitted to attend the Meeting in person or to vote online during the Meeting. In order to vote their Shares at the Meeting, Shareholders must complete online, or mail to the Company’s transfer agent, their duly completed proxy form or voting instruction form (“VIF”) prior to 11:00 a.m. (Toronto time) on October 7, 2021.**

The Meeting is being held for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2020, and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at six;
3. to elect the board of directors of the Company (the “**Board**”), to hold office until the next annual general meeting of the Shareholders or until their earlier death, resignation or removal;
4. to re-appoint MNP LLP as the auditor of the Company for the fiscal year ending December 31, 2021 at such remuneration as may be fixed by the Board;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the Shareholders authorizing certain amendments to the Company’s stock option plan (the “**Option Plan**”) to reflect certain amendments to TSX Venture Exchange (“**TSXV**”) Policy 2.4 – *Capital Pool Companies* (the “**New CPC Policy**”), including permitting the total number of Shares reserved for issuance upon the exercise of options to not exceed 10% of the issued and outstanding Shares as at the date of grant, rather than the closing of the Company’s initial public offering, as more fully described in the accompanying information circular (the “**Information Circular**”);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the removal of the consequences associated with the Company not completing a Qualifying Transaction (as defined in the New CPC Policy) within 24 months of its listing date, in accordance with the New CPC Policy, as more fully described in the Information Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution authorizing the Company to make certain amendments to the Company’s escrow agreement dated July 29, 2020, to effect certain changes contemplated under the New CPC Policy, as more fully described in the Information Circular;
8. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution authorizing the Company to pay any finders’ fee or commission to a Non-Arm’s Length Party (as that term is defined in the policies of the TSXV) to the Company upon completion of the Company’s Qualifying Transaction (including, if completed, the Proposed Transaction (as defined in the Information Circular)), in accordance with the terms of the New CPC Policy, as more fully described in the Information Circular;
9. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving the adoption of By-law Number 2 (Advance Notice By-Law), as more fully described in the Information Circular;

10. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a change of name of the Company in connection with the Company's Qualifying Transaction, as more fully described in the Information Circular;
11. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving the proposed consolidation of the outstanding Shares on the basis of a consolidation ratio of 1.137 pre-consolidation Shares for one post-consolidation Share, as more fully described the Information Circular; and
12. to transact such other business as may properly be brought before the Meeting or any adjournment of the Meeting.

COVID-19

The Company is committed to safeguarding the health and well-being of its Shareholders, employees, service providers and the community. In light of the ongoing COVID-19 pandemic, this year's Meeting will be available to Shareholders by way of a live audio webcast, however Shareholders will not be able to vote their Shares at the Meeting. In order to have their Shares voted at the Meeting, Shareholders must complete online, or mail to the Company's transfer agent, Odyssey Trust Company, Suite 702, 67 Yonge Street, Toronto, ON, M5E 1J8, their duly completed form of proxy or voting instruction form ("VIF") prior to 11:00 a.m. (Toronto time) on October 7, 2021. We encourage you to make sure that your votes are represented at the Meeting. Additional information on how to vote your Shares in advance of the Meeting is enclosed. Please take the time to vote using the form of proxy or VIF sent to you in accordance with the instructions thereon so that your Shares are voted according to your instructions and represented at the Meeting. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his sole discretion and the Chair is under no obligation to accept or reject any particular late form of proxy.

To join the WebEx, please use the following:

Event address: <https://bennettjones.webex.com/bennettjones/j.php?MTID=ma6bfe04e5c8465a1f3fcb9d948ff904d>

Event number: 146 931 8051

Event password: Fk3MaPnd@59

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date of this Notice, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice. Shareholders who are planning on returning the accompanying form of proxy or VIF are encouraged to review the Information Circular carefully before returning.

Only shareholders of record as of August 13, 2021, being the record date for the Meeting, are entitled to receive notice of, and to vote at, the Meeting and at any adjournment or postponement of the Meeting.

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy or VIF provided to you by such broker or other intermediary in accordance with the instructions provided.

DATED this 10th day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Michael Franks"

Michael Franks

Chief Executive Officer and Director