GHP Noetic Science-Psychedelic Pharma Inc.

Unaudited Condensed Interim Financial Statements

Six months ending June 30, 2021 and 2020
(unaudited)

Notice to Reader

These statements are refiled as the original Statement of Changes in Equity does not include comparative financial information for the corresponding interim period in the immediately preceding financial year. That has been update in this version.

Under National Instrument 51-102, Part 4, subsection 4.3 (3)(a), if an auditor has not performed a review of the unaudited interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

These unaudited interim condensed consolidated financial statements were approved by the Board of Directors. They have not been reviewed by the Company's auditors. The accompanying unaudited interim condensed consolidated financial statements have been prepared by and are the responsibility of management. These unaudited interim condensed consolidated financial statements are presented on the accrual basis of accounting and accordingly, a precise determination of many assets and liabilities is dependent upon future events. Where necessary, management has made informed judgements and estimates in accounting for these assets and liabilities and for transactions which are not complete at the end of the reporting period. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these unaudited interim condensed consolidated financial statements have been fairly presented.

GHP Noetic Science-Psychedelic Pharma Inc.
For the Period from Six months ending June 30, 2021 and 2020
Contents
(unaudited, in Canadian dollars)

The accompanying notes are an integral part of these unaudited condensed financial statements

GHP Noetic Science-Psychedelic Pharma Inc.
Unaudited Condensed Interim Statements of Financial Position
in Canadian dollars)

As at	***June 30, 2021***	*December 31, 2020*
Assets		
Current		
Cash	**44,578**	26,178
Short term investments *(Note 5)*	**1,154,142**	1,204,142
Prepaid expenses	**-**	-
	1,198,721	1,230,320
Liabilities		
Current		
Accounts payable and accrued liabilities	**212**	3,592
	212	3,592
Shareholders' Equity		
Share capital *(Note 7)*	**1,500,000**	1,500,000
Share Issuance Costs	**(198,177)**	(198,177)
Contributed Surplus *(Note 7)*	**150,000**	150,000
Warrants *(Note 7)*	**53,000**	53,000
Retained Earnings	**(278,095)**	
Deficit	**(28,219)**	(278,095)
	1,198,509	1,226,728
	1,198,721	1,230,320

Nature of the Organization *(Note 1)*

Approved on behalf of the Board

[signed] "Michael Franks"

[signed] Warren Wright"

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GHP Noetic Science-Psychedelic Pharma Inc.
Unaudited Condensed Interim Statements of Changes in Shareholders' Equity
(in Canadian dollars)

	Share Capital					
	Common Shares (number)	**Amount**	**Contributed Surplus**	**Warrants**	**Deficit**	**Shareholders' Equity**
Balance - March 25, 2020	-	-	-	-	-	-
Incorporation						
Balance - March 31, 2020	-	-	-	-	-	-
Share Subscription	5,000,000	500,000	-	-	-	500,000
Share issuance costs		(15,000)				(15,000)
Net loss					(78,851)	(78,851)
Balance - June 30, 2020	**5,000,000**	**485,000**	**-**	**-**	**(78,851)**	**406,149**
Balance - January 1, 2021	10,000,000	1,301,823	150,000	53,000	(278,095)	1,226,728
Net loss					(28,219)	(28,219)
Balance - June 30, 2021	**10,000,000**	**1,301,823**	**150,000**	**53,000**	**(306,314)**	**1,198,509**

The accompanying notes are an integral part of these unaudited condensed financial statements

GHP Noetic Science-Psychedelic Pharma Inc.
Unaudited Condensed Interim Statements of Comprehensive Loss and Comprehensive Loss
(in Canadian dollars)

	Three month period ending		Six month period ending	
	June 30, 2021	June 30, 2020	**June 30, 2021**	June 30, 2020
Revenue				
Interest income	**318**	-	**318**	-
Expenses				
Filing Fees	**-**	25,365	**9,761**	25,365
Legal and Professional fees	**-**	53,367	**-**	53,367
Office/General Administrative Expenses	**7,237**	119	**18,775**	119
Stock Based Compensation	**-**	-	**-**	-
	7,237	78,851	**28,536**	78,851
Net loss and comprehensive loss	**(6,919)**	(78,851)	**(28,219)**	(78,851)
Loss per share				
Basic and diluted	**(0.00)**	(0.01)	**(0.00)**	(0.01)
Weighted average number of common shares	**10,000,000**	10,000,000	**10,000,000**	10,000,000

The accompanying notes are an integral part of these unaudited condensed financial statements

GHP Noetic Science-Psychedelic Pharma Inc.
Unaudited Condensed Interim Statements of Cash Flows
(unaudited, in Canadian dollars)

	Six months ending June 30, 2021	*Six months ending June 30, 2020*
Cash provided by (used for) the following activities		
Operating activities		
Net loss	**(28,219)**	(78,851)
Adjusted for the following non-cash items:		
Stock based compensation (Note 7)	**-**	-
	(28,219)	(78,851)
Changes in working capital accounts		
Subscription Receivables	**-**	**-**
Prepaid Expenses	**-**	
Accounts payable and accrued liabilities	**(3,381)**	47,067
Cash provided by operating activities	**(31,600)**	(31,784)
Investing Activites		
Purchase of short-term investments		-
Redemption of short-term investments	**50,000**	-
Prepaid qualifying transaction costs	**-**	-
Cash used for investing activities	**50,000**	-
Financing activities		
Proceeds from shares issued (net of share issuance costs)	**-**	485,000
Increase (decrease) in cash	**18,400**	453,216
Cash, beginning of period	**26,178**	-
Cash, end of period	**44,578**	453,216

The accompanying notes are an integral part of these unaudited financial statements

1. DESCRIPTION OF BUSINESS

GHP Noetic Science-Psychedelic Pharma Inc. (the "Corporation") was incorporated under the Business Corporations Act (Ontario) on March 25, 2020 and has applied to be classified as a Capital Pool Company as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”) Corporate Finance Manual (the “Manual”). The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (as such term is defined in the Manual) ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash, subscriptions receivable and deferred offering costs. Given the nature of the activities, no separate segmented information is reported. The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation. The Corporation is required to complete its QT on or before two years from the date the shares of the Corporation are listed on the Exchange.

The head office and the registered head office of the Corporation is located at 100 Broadview Avenue Suite 300 Toronto M4M 3H3.

On August 31, 2021, the Board of Directors of the Corporation approved the audited financial statements for the period ending June 30, 2021.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Qualifying Transaction

On February 4, 2021, the Corporation announced that it had entered into a non-binding letter of intent dated February 2, 2021 with Diamond Therapeutics Inc. (“Diamond“), a psychedelic drug development company focused on low-dose therapies for mental health.

Terms of the Transaction

The Transaction is expected to proceed by way of a three-cornered amalgamation, pursuant to which Diamond will merge with a wholly-owned subsidiary of GHP formed for the purposes of completing the Transaction, following which GHP (following the Closing, the “Resulting Issuer”) will change its name to “Diamond Therapeutics Inc.” or such other name as may be determined by GHP and Diamond (the “Name Change”), and continue the business of Diamond. The final structure of the Transaction will be determined after the parties have considered applicable tax, securities and accounting matters. The Transaction will be subject to, among other things, the execution of a definitive agreement (the “Definitive Agreement”) to be negotiated by the parties.

1. DESCRIPTION OF BUSINESS (Continued)

Proposed Private Placement

Prior to the Closing, GHP or Diamond is expected to undertake a private placement of subscription receipts to raise minimum gross proceeds of $2,000,000 (the "Private Placement"), on terms to be determined.

2. BASIS OF PRESENTATION

Statement of compliance

The unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. In the opinion of management, they include all adjustments necessary for fair presentation.

These unaudited interim financial statements were authorized for issuance in accordance with a resolution of the directors on August 31, 2021.

Basis of measurement

These unaudited interim financial statements have been prepared on a going concern basis, under the historical cost convention.

Functional currency and currency of presentation

The unaudited interim financial statements are presented in Canadian dollars which is also the functional currency of the Company.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in Note 3.

3. SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim financial statements at June 30, 2021 have been prepared in accordance with the same accounting policies as the most recent reviewed financial statements as at December 31, 2020 except as described below.

4. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and allow it to identify an appropriate business or asset in order to acquire such a business or asset.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company monitors its cash and short-term investments as capital. There were no changes in the Company's approach to capital management during the period ended June 30, 2021. The Company's investment policy is to hold cash in interest bearing bank accounts. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company expects its current capital resources to be sufficient to carry out its activities for the next twelve months.

5. SHORT-TERM INVESTMENTS

Short-term investments consist of two cashable in whole or part guaranteed investment certificates that mature on August 27, 2021 with annual interest rates of 1.00%.

	Interest rate	Maturity date	**June 30, 2021**	June 30, 2020
Guaranteed investment certificates	1.00%	August 27, 2021	**$ 1,204,142**	$ -

6. FINANCIAL INSTRUMENTS

Carrying values and fair values

Financial instruments are classified into one of the following categories: amortized cost, fair value through profit or loss (“FVTPL”) and fair value through other comprehensive income (FVOCI).

The carrying values of cash, short-term investments, subscription receivable and accounts payable and accrued liabilities approximate their fair values due to their relatively short periods to maturity.

6. FINANCIAL INSTRUMENTS *(CONTINUED)*

Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

As at June 30, 2021 the Company did not have any financial instruments remeasured at fair value. The carrying amount of cash, short-term investments, subscription receivable and account payable and accrued liabilities approximates its fair value due to the short-term maturities of these items.

It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Credit risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its counterparties to fulfill their obligations on maturity periods or due to adverse market conditions. The Company’s financial assets exposed to credit risk are primarily composed of cash, short-term investments and subscription receivable. Maximum exposure is equal to the carrying values of these assets. The Company’s cash and short-term investments are held in a Canadian bank. The financial assets of the Company are neither past due nor impaired as at June 30, 2021.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As at June 30, 2021 (June 30, 2020), the Company had a cash balance of $44,578 ($453,216) and short-term investments of $1,154,142 (Nil) to settle current liabilities of $212 ($47,067). To the extent that the Company believes it has sufficient liquidity to meet its current obligations, the Board of Directors may consider securing additional funds through equity or partnering transactions to finance future operations. All the Company’s financial liabilities are normally paid within 30 days and are subject to normal trade terms. The Company has no source of operating cash flow to fund its evaluation potential Qualifying Transaction. Funding for a potential Qualifying Transaction requires equity or debt financing. The Company has limited financial resources and there is no assurance that funding will always be available to allow the Company to complete a Qualifying Transaction.

7. SHARE CAPITAL

Authorized

An unlimited number of common shares with no par value.

Issued and outstanding

	Number of Common Shares	Amount
		$
Opening Balance, March 25, 2020	-	-
Private Placement – Common Shares	5,000,000	500,000
Initial Public Offering	5,000,000	1,000,000
Share Issuance costs		198,177
Ending Balance, December 31, 2020	10,000,000	1,376,123
Ending Balance June 30, 2021	**10,000,000**	**1,376,123**

Private Placement

During the period ended December 31, 2020, the Corporation authorized a private placement of 5,000,000 common shares at a price of $0.10 per share for gross proceeds of $500,000 Share issuance costs of $15,000 were associated with these subscriptions.

Initial Public Offering

On July 29, 2020 the Company completed its Initial Public Offering ("IPO"). The IPO offered 5,000,000 Common Shares at a price of $0.20 per Common Share for gross proceeds of $1,000,000. The Company incurred $108,877 in cash share issuance costs associated with legal and underwriting fees and a further $53,502 in agent warrants.

Stock option plan

The Company has established a stock option plan available for directors, officers, employees and consultants, and has authorized a stock option pool equal to 10% of the outstanding common shares. At June 30, 2021 (March 31, 2020), the available option pool was 1,000,000 (Nil) and outstanding stock options totaled 1,000,000.

Options are granted with exercise prices equal to the fair market value of the common shares of the Company on the date of grant. Options generally vest immediately after a specific event has occurred. All options expire on the fifth anniversary of the grant. After termination of employment, unvested options are forfeited immediately and vested options expire 90 days subsequent to termination. The Board of Directors administers the stock option plan.

7. SHARE CAPITAL *(CONTINUED)*

A summary of the Company's stock options and changes during the periods is presented below:

	2021		2020	
	Number of Options	**Weighted Average Exercise Price ($)**	Number of Options	Weighted Average Exercise Price ($)
Outstanding, beginning of year	**1,000,000**	**0.20**	-	
Granted			-	-
Forfeited	**-**	**-**	-	-
Expired	**-**	**-**	-	-
Outstanding, end of year	**1,000,000**	**0.20**	-	-
Exercisable, end of year	**1,000,000**	**0.20**	-	-

The following table summarizes the options outstanding and exercisable:

For the fiscal quarter ended June 30, 2021				For the fiscal quarter ended June 30, 2020			
Options Outstanding			**Options Exercisable**	Options Outstanding			Options Exercisable
Exercise Price ($)	**Number Outstanding**	**Weighted Average Remaining Contractual Life (years)**	**Number Exercisable**	Exercise Price ($)	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Number Exercisable
$ 0.20	**1,000,000**	**4**	**1,000,000**	$ -	-		-

The fair value of options granted is determined using the Black-Scholes option pricing model. The underlying expected volatility was determined by reference to historical data of the Company's shares over the expected life of the options. The following weighted average assumptions were used for options granted in the period:

7. SHARE CAPITAL *(CONTINUED)*

	Period ended June 30, 2020
Risk-free interest rate	**2%**
Expected life of options (years)	**5**
Expected annualized volatility	**100%**
Expected dividend yield	**N/A**
Estimated forfeiture rate	**0%**
Weighted average fair value of each option	**$0.15**

Share-based compensation is recorded as an increase to contributed surplus and is transferred to share capital when the underlying options are exercised. A total of 1,000,000 stock options were outstanding during the period ending June 30, 2021 at an exercise price of $0.20 with a grant date fair value of $150,000.

Agent warrants

On July 29, 2020, the Company granted 500,000 warrants as part of the units sold through their initial public offering. Each warrant is exercisable into one common share of the Company at a price of $0.20 per share and expires on July 29, 2022.

	Warrants Outstanding	Weighted Average Exercise Price
	#	$
Outstanding, beginning of year	500,000	0.20
Granted	-	-
Exercised	-	-
Expired/cancelled	-	-
Outstanding, March 31, 2021	**500,000**	**0.20**

8. KEY MANAGEMENT PERSONNEL AND DIRECTOR COMPENSATION

Key management personnel are those individuals having authority and responsibility for planning, directing and controlling the activities of the Company and are defined as the Chief Officers of the Company and the Company's Board of Directors. The Company's compensation program is administered by the Board of Directors and specifically provides for total compensation for executive officers, which is a combination of base salary, performance-based incentives and benefit programs that reflect aggregated competitive pay in light of business achievement, fulfillment of individual objectives and overall job performance. Directors, executive officers and employees participate in the Company's stock option plans.

8. KEY MANAGEMENT PERSONNEL AND DIRECTOR COMPENSATION *(CONTINUED)*

The following summarizes key management personnel and directors' compensation for the Period ending June 30, 2021:

	Period ending June 30, 2021	Period ending June 30, 2020
	$	**$**
Salaries and other compensation	-	-
Share-based compensation	-	-