

MIND CURE HEALTH INC. ANNOUNCES CLOSING OF THE FIRST TRANCHE OF LNG ENERGY GROUP'S SUBSCRIPTION RECEIPT FINANCING

***/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES/***

TORONTO, June 9, 2023 /CNW/ - Mind Cure Health Inc. (CSE: MCUR) (OTCQB: MCURF) (FRA: 6MH) (the "**Corporation**" or "**Mind Cure**") is pleased to announce that in connection with the Corporation's previously announced reverse takeover transaction (the "**Proposed Transaction**") with LNG Energy Group Inc. ("**LNG Energy**"), LNG Energy closed the initial tranche of a private placement of 31,229,630 subscription receipts of LNG Energy (the "**Subscription Receipts**") at a price of \$0.50 per Subscription Receipt (the "**Initial Subscription Receipt Financing**") and together with any future tranche or tranches, the "**Subscription Receipt Financing**") for aggregate gross proceeds of \$15,614,815. Canaccord Genuity Corp. ("**Canaccord**") and Eight Capital (together with Canaccord, the "**Co-Lead Agents**") acted as co-lead Agents and joint bookrunners in connection with the Subscription Receipt Financing, with a syndicate of agents that included Haywood Securities Inc. (together with the Co-Lead Agents, the "**Agents**").

In connection with the Proposed Transaction and the satisfaction of certain escrow release conditions, each Subscription Receipt shall be automatically converted, without payment of additional consideration or further action by the holder thereof, for one unit (each, a "**Unit**"). Each Unit shall be comprised of one common share (each, a "**Common Share**") in the capital of the Corporation (the "**Resulting Issuer**") and one common share purchase warrant (each, a "**Warrant**"), subject to adjustment in certain events. The escrow release conditions are set forth in the subscription receipt agreement (the "**Subscription Receipt Agreement**"), which was entered into among Computershare Investor Services Inc., LNG Energy, Mind Cure and the Co-Lead Agents (the "**Escrow Release Conditions**") concurrently with closing of the Initial Subscription Receipt Financing. Each Warrant that will comprise a Unit underlying the Subscription Receipts will be exercisable on a Cashless Exercise (as defined herein) basis, provided that it is not prohibited by the rules and policies of the TSX Venture Exchange (the "**Exchange**") or any other stock exchange upon which the Common Shares are then listed, for \$0.60 (the "**Exercise Price**") for a period of three years following the date on which the Escrow Release Conditions are satisfied. LNG Energy has committed to use its best efforts to list the Warrants for trading on the Exchange.

If, following the completion of the Proposed Transaction (which is one of the Escrow Release Conditions), the closing price of the Common Shares on the Exchange is higher than \$1.50 on each of 20 trading days within any 30 day trading period, the Resulting Issuer may, by notice to the holders of Warrants (the "**Acceleration Notice**") accelerate the expiry date of all of the Warrants to not earlier than the date that is 30 days following the delivery of such Acceleration Notice.

Upon exercise of the Warrants, the holder of a Warrant being exercised shall be entitled to receive that number of Common Shares that is the equal to the quotient obtained by dividing:

- A. the product of the number of Warrants being exercised multiplied by the difference between the lower of \$1.50 and the VWAP (as defined below) (subject to the applicable maximum discount permitted pursuant to Exchange policies) of the Common Shares and the Exercise Price; by
- B. the VWAP of the Common Shares (the result of such calculation being the "**Cashless Exercise**").

"VWAP" means the volume weighted average trading price of the Common Shares on the Exchange calculated by dividing the total value by the total volume of such securities traded for the 20 trading days immediately preceding the exercise of a Warrant.

The gross proceeds of the sale of the Subscription Receipt Financing, less equivalents will be deposited in escrow with Computershare until the satisfaction of the following Escrow Release Conditions: (a) the definitive agreement regarding the Proposed Transaction (the **"Definitive Agreement"**) shall have been entered into by LNG Energy and Mind Cure; (b) written confirmation from each of LNG Energy and Mind Cure that all conditions precedent to the completion of the Proposed Transaction have been satisfied or waived; (c) Mind Cure shall have obtained the requisite board approval necessary to complete the Proposed Transaction; (d) Mind Cure shall have completed the consolidation required by the Definitive Agreement; (f) LNG Energy having completed the debt financing of at least U.S.\$70,000,000; (e) prior to the closing of the Proposed Transaction an aggregate minimum of \$25,000,000 (less equivalents) shall be deposited with Computershare; (g) LNG Energy having completed the continuance of LNG Energy from the province of Ontario into the province of British Columbia as approved by the securityholders of LNG Energy; (h) Mind Cure and LNG Energy shall have completed a non-brokered private placements for aggregate gross proceeds of approximately \$4,600,000 in order to fund a deposit in connection with the acquisition of Lewis Energy Colombia Inc. (**"LEC"**); (i) the Common Shares being approved for listing on the Exchange; (j) LNG Energy, or a wholly-owned subsidiary of LNG Energy, shall have completed the acquisition of all of the issued and outstanding equity securities of LEC, which indirectly holds a fifty percent (50%) working interest in the SSJN-1 block located onshore in Colombia as well as certain other assets, including development and exploration blocks; (k) the receipt of all required regulatory, shareholder and third-party approvals, if any, required in connection with the Proposed Transaction and the listing of the Common Shares on the Exchange and the delisting of the common shares of Mind Cure and the common share purchase warrants of Mind Cure from the CSE; (l) neither LNG Energy nor Mind Cure, as applicable, being in breach or default of any of its covenants or obligations that have not been waived under the Subscription Receipt Agreement or the agency agreement between the Agents and LNG Energy; and (m) such other customary escrow release conditions required by LNG Energy, Mind Cure or Canaccord, on behalf of the Agents, acting reasonably.

In connection with the Initial Subscription Receipt Financing, the Agents will receive a cash commission equal to 6.0% of the aggregate gross proceeds raised in the Offering and broker warrants equal to 6.0% of the total number of Subscription Receipts (the **"Broker Warrants"**) issued under the Offering. With respect to certain president's list purchasers designated by LNG Energy, the Agents' cash commission is reduced to 3.0% of the aggregate gross proceeds and the Broker Warrants is reduced to 3.0% of the total number of Subscription Receipts in respect of certain president's list purchasers designated by LNG Energy. Each Broker Warrant will be exercisable at a price of \$0.50 to acquire one Common Share and one Warrant for a period of twenty-four (24) months following the date on which the Escrow Release Conditions are satisfied.

LNG Energy intends to apply the net proceeds of the sale of Subscription Receipts to the acquisition of Lewis Energy Colombia, Inc. and for general corporate purposes of the Resulting Issuer.

Mind Cure Private Placement

In connection with the Proposed Transaction, Mind Cure closed a non-brokered subscription receipt financing in the amount of \$133,000 on substantially similar terms to the Initial Subscription Receipt Financing in order to facilitate registered accounts.

Securityholder Matters

Securityholders of the Corporation will meet today to approve the Proposed Transaction. Assuming the approval of the Proposed Transaction, the Corporation will, following receipt of such approval, return to the Supreme Court of British Columbia to seek a final order to implement the Proposed

Transaction. The closing of the Proposed Transaction is also subject to receipt of certain other approvals (including TSXV approval and satisfaction of the Escrow Release Conditions) and the satisfaction or waiver of certain other customary closing conditions. Assuming all conditions are satisfied, the Corporation expects that the closing of the Proposed Transaction will be completed on or about June 15, 2023.

Advisors

LNG Energy has been represented by Cassels, Brock & Blackwell LLP (Canadian counsel), Dentons LLP (Colombian counsel), Nauth PLC (US counsel) and Clifford Chance LLP (US counsel). Mind Cure has been represented by Farris LLP and the Agents have been represented by Wildeboer Dellelce LLP. Kingsdale Advisors is acting as strategic shareholder advisor and proxy solicitation agent to Mind Cure.

About LNG Energy Group Inc.

LNG Energy is a private company focused on the acquisition of natural gas production and exploration assets in Latin America. For more information, please visit www.lngenergygroup.com.

About Mind Cure Health Inc.

Mind Cure was historically a life sciences company focused on innovating and commercializing new ways to promote healing and improve mental health.

On Behalf of the Board of Directors
Philip Tapley, CEO
Phone: 1-888-593-8995

Neither the CSE nor the TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. Neither the CSE, the TSXV nor its Regulation Service Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

FORWARD-LOOKING STATEMENTS

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Mind Cure and LNG Energy with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: (i) expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, or the timing for completing the Proposed Transaction, and (ii) expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Mind Cure and LNG Energy's respective management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Mind Cure and LNG Energy believe that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Resulting Issuer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Proposed Transaction; the ability to obtain requisite

regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; applicable parties entering into lock-up and resale restriction arrangements on the terms disclosed herein; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; and the diversion of management time on the Proposed Transaction. This forward-looking information may be affected by risks and uncertainties in the business of Mind Cure and LNG Energy and market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Mind Cure and LNG Energy have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Mind Cure and LNG Energy do not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

All information contained in this news release with respect to Mind Cure and LNG Energy was supplied by the Mind Cure or LNG Energy respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

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CNW 07:45e 09-JUN-23