FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Psyence Group Inc. ("**the Company**")
121 Richmond Street West
Penthouse Suite, 1300,
Toronto ON M5H 2K1, Canada

Item 2 **Date of Material Change**

June 5, 2025

Item 3 **News Release**

A news release dated June 25, 2025 was distributed by Globe Newswire, and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4 **Summary of Material Change**

On June 25, 2025 the Company announced that it has issued an aggregate of 4,760,000 Common Shares at a price of C$0.10 per Common Share for gross proceeds of C$476,000. Tranche 2 is anticipated to close on or about July 4, 2025 for the remaining gross proceeds of C$124,000.

The Offering was originally announced on June 18, 2025. The net proceeds of the Offering will be used for general working capital purposes.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached press release for details.

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**

Further information relating to this Material Change Report may be obtained from:

Adri Botha, CFO
Telephone: +1 416-477-1708
Email: info@psyence.com

Item 9 Date of Report

June 27, 2025

PSYENCE GROUP INC. Announces Update on Previously Announced Non-Brokered Private Placement of Common Shares

TORONTO, ONTARIO, June 25, 2025 – Psyence Group Inc. (CSE: PSYG) ("**Psyence**" or the "**Company**"), a life science biotechnology company pioneering the use of natural psilocybin in mental health and well-being, is pleased to announce an update to its previously announced non-brokered private placement (the "**Offering**") of common shares in the capital of the Company (the "**Common Shares**").

Pursuant to the Offering, the Company has raised gross proceeds of C$600,000 split into two tranches. Tranche 1 closed today, and the Company has issued an aggregate of 4,760,000 Common Shares at a price of C$0.10 per Common Share for gross proceeds of C$476,000. Tranche 2 is anticipated to close on or about July 4, 2025 for the remaining gross proceeds of C$124,000. The Offering was originally announced on June 18, 2025. The net proceeds of the Offering will be used for general working capital purposes.

The Offering was completed pursuant to the prospectus exemption available under Section 2.3 of National Instrument 45-106 – Prospectus Exemptions (the 'accredited investor' exemption) and other available exemptions under applicable securities laws. All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable Canadian securities laws. In the event that the Company undertakes a transaction that constitutes a fundamental change, change of business, reverse takeover, or other reviewable transaction as defined under applicable securities laws and policies of the Canadian Securities Exchange, or raises additional funds through a public offering, private placement, or other capital raise involving equity or equity-linked instruments, the resale restrictions may extend beyond four months and one day following the completion of such transaction. There can be no assurance that any transaction will be identified or completed, and the Company may reallocate the use of proceeds depending on evolving business needs and market conditions.

ABOUT PSYENCE GROUP: www.psyence.com

Psyence is a life science biotechnology company listed on the Canadian Securities Exchange (CSE: PSYG), with a focus on natural psychedelics. Psyence works with nature-derived psilocybin products for the healing of psychological trauma and its mental health consequences in the context of palliative care. Our name "Psyence" combines the words *psychedelic* and *science* to affirm our commitment to producing psychedelic medicines developed through evidence-based research.

Informed by nature and guided by science, Psyence works to develop advanced nature-derived psilocybin products for clinical research and development.

Contact Information

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Phone: +1 416-477-1708

FORWARD LOOKING STATEMENTS:

Certain statements in this news release related to the Company are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information. These risks and uncertainties include the successful closing of the second tranche of the Offering, the successful deployment of the Offering proceeds and the identification of opportunities in the market. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.

The Company makes no medical, treatment or health benefit claims about the Company's proposed products. The U.S. Food and Drug Administration, Health Canada or other similar regulatory authorities have not evaluated claims regarding psilocybin, psilocybin analogues, or other psychedelic compounds or nutraceutical products. The efficacy of such products has not been confirmed by approved research. There is no assurance that the use of psilocybin, psilocybin analogues, or other psychedelic compounds or nutraceuticals can diagnose, treat, cure or prevent any disease or condition. Vigorous scientific research and clinical trials are needed. The Company has not conducted clinical trials for the use of its proposed products. Any references to quality, consistency, efficacy, and safety of potential products do not imply that the Company verified such in clinical trials or that the Company will complete such trials. If the Company cannot obtain the approvals or research necessary to commercialize its business, it may have a material adverse effect on the Company's performance and operations.