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

October 8, 2025

Item 3 News Release

A news release dated October 17, 2025 was distributed and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4 Summary of Material Change

The Company has granted an aggregate of 721,448 restricted share units (each an “RSU”) to certain executives, officers, directors and consultants of the Company pursuant to the Company’s RSU Plan, of which one third vests six months after the grant date, one third after 12 months and one third after 24 months. All RSUs expire at December 31, 2030. Each RSU represents the right to receive, once vested, one common share in the capital of the Company for every RSU held.

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

October 20, 2025

PSYENCE GROUP INC. ANNOUNCES RSU GRANTS

TORONTO, ONTARIO, October 17, 2025 – Psyence Group Inc. (CSE: PSYG) ("**Psyence**" or the "**Company**"), announces that it granted an aggregate of 721,448 restricted share units (each an "**RSU**") to certain executives, officers, directors and consultants of the Company pursuant to the Company's Amended and Restated Restricted Share Unit Plan, of which one third vests six months after the grant date, another one third after twelve months and the remaining balance after eighteen months. All RSUs expire December 31, 2030. Each RSU represents the right to receive, once vested, one common share in the capital of the Company for every RSU held.

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

Learn more at www.psyence.com.

Email: ir@psyence.com

Media Inquiries: media@psyence.com

General Information: info@psyence.com

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. Risks and uncertainties include the anticipated outcomes of RSU grants under the Company's long-term incentive plans. 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.