

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Numinus Wellness Inc. (the “Company”)

250 – 997 Seymour St.

Vancouver, BC V6B 3M1

Item 2. Date of Material Change

November 15, 2024

Item 3. News Release

A news release was issued by the Company via Canadian Newswire and filed on SEDAR+ on November 15, 2024.

Item 4. Summary of Material Change

On November 15, 2024 the Company announced that it had it has requested a temporary Management Cease Trade Order (“MCTO”) from the British Columbia Securities Commission (“BCSC”) in connection with the Company’s filing of its audited annual financial statements (the “**Audited Financial Statements**”) and MD&A for the financial year ended August 31, 2023.

Item 5. Full Description of Material Change

The Company requested the MCTO in order to secure additional time to finalize its Audited Financial Statements, the related MD&A and the applicable CEO and CFO certifications (the “**Annual Filings**”). The delay in filing the Annual Filings is a result of unexpected delays experienced by the Company. The Company is working with its accounting team to prepare the Financial Statements and respond to all queries. It is the Company’s reasonable expectation that the Annual Filings will be finalized by year end, however depending on length of audit review, no later than January 31, 2025.

See also the Company’s news release dated November 15, 2024, a copy of which is attached as Schedule “A” hereto.

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

Contact: Payton Nyquvest, Founder, Chair and CEO

Telephone: 1-833-686-4687

Item 9. Date of Report

November 18, 2024

SCHEDULE "A"
News Release dated November 15, 2024
[see attached]

Numinus Applies for Management Cease Trade Order

VANCOUVER, BC, Nov. 15, 2024 /CNW/ - **Numinus Wellness Inc.** (TSX: NUMI) (OTCQX: NUMIF) ("**Numinus**" or the "**Company**"), a leader in mental health care specializing in innovative and evidence-based treatments, announces that it has requested a temporary Management Cease Trade Order ("**MCTO**") from the British Columbia Securities Commission ("**BCSC**") in connection with the Company's filing of its audited annual financial statements (the "**Audited Financial Statements**") and MD&A for the financial year ended August 31, 2024.

The Company is requesting the MCTO in order to secure additional time to finalize its Audited Financial Statements, the related MD&A and the applicable CEO and CFO certifications (the "**Annual Filings**"). The delay in filing the Annual Filings is a result of unexpected delays experienced by the Company. The Company is working with its accounting team to prepare the Financial Statements and respond to all queries. It is the Company's reasonable expectation that the Annual Filings will be finalized by the end of the year.

By way of background and as required by the BCSC, the Company notes the following:

1. The Company is required to file its Annual Filings all in accordance with IFRS within 120 days after the end of its completed financial year, such date being November 29, 2024 (the "**Annual Filing Deadline**") as required by National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"). The Company does not anticipate that it will be able to complete the Annual Filings on or before the Annual Filing Deadline.
2. The Company is working diligently to prepare and file the Annual Filings by the end of the year, subject to its auditors' staff availability.
3. The Company confirms that it intends to issue a status report on a bi-weekly basis, for as long as it remains in default of the Annual Filing Deadline in respect of the Annual Filings.
4. The Company is not subject to any insolvency proceedings.
5. There is no other material information concerning the affairs of the Company that has not been generally disclosed.

The Company has imposed an insider trading blackout pending the filing of the Annual Filings and will comply with the alternative information guidelines described in National Policy 12-203 *Management Cease Trade Orders* during such period.

About Numinus

Numinus Wellness Inc. (TSX: NUMI) helps people to heal and be well through the development and delivery of innovative mental health care and access to safe, evidence-based psychedelic-assisted therapies. The Numinus model – including psychedelic research and clinic care – is at the forefront of a transformation aimed at healing rather than managing symptoms of depression, anxiety, trauma, pain and substance use. At Numinus, we are leading the integration of psychedelic-assisted therapies into mainstream clinical practice and building the foundation for a healthier society. Learn more at www.numinus.com and follow us on [LinkedIn](#), [Facebook](#), and [Instagram](#).

Forward Looking Statements

Statements and other information contained in this press release about anticipated future events constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", and "intend" and statements that an event "may", "will", "should", "could" or "might" occur or other similar expressions. In particular, and without limitation, this news release contains forward-looking statements respecting the Company's reasonable expectation that the Annual Filings will be finalized by late December 2024 or early January 2025. Forward-looking statements are subject to risks and uncertainties and other factors that could cause actual results to differ materially from those contained in the forward-looking statements, including the results of further research into MDMA, if any, the FDA and other regulators' decisions in respect of MDMA and other psychedelic medications, restrictions that may be placed on the use of psychedelic compounds by regulatory authorities; safety and efficacy of psychedelic-assisted therapy; acceptance, uptake and commercialization of psychedelic assisted therapy, if any; dependence

on obtaining regulatory approvals, and other risks that are set forth in our annual information form dated November 29, 2023, and available on SEDAR at www.sedarplus.ca. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Numinus does not undertake any obligation to update forward-looking statements even if circumstances or management's estimates or opinions should change except as required by applicable laws. Investors should not place undue reliance on forward-looking statements.

For more information:

Investor Contact: Craig MacPhail invest@numinus.com

View original content: <https://www.prnewswire.com/news-releases/numinus-applies-for-management-cess-trade-order-302307557.html>

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