FCM MM HOLDINGS, LLC

August 11, 2022

Carol Vallone
Chairman of the Board of Directors
Mind Medicine (MindMed) Inc.
One World Trade Center
Suite 8500
New York, New York 10007

Dear Ms. Vallone,

We represent investors that together hold approximately 5.6% of the total shares outstanding[1] in Mind Medicine (MindMed) Inc. ("MindMed" or the "Company"). We have seen the value of our investments in MindMed plummet as the stock has fallen from its highs of around $5.77 to $0.70 per share[2]. We are writing to express our concern about the Company's strategic direction and present a plan to turn the Company around.

We believe that MindMed's management has divided its attention among too many different projects resulting in the delayed development of MindMed's core drugs. We continue to believe in the potential of these drugs, and that the Company can create significant value for shareholders by focusing on their development and reducing the Company's cash-burn, among other steps. We have enclosed with this letter a detailed value enhancement plan (see **Exhibit A**) laying out the steps we believe the Company should take to improve the Company's performance and benefit all shareholders. By following this plan, we believe that MindMed could significantly reduce the development time of MM-120 (LSD) and MM-110 (18-MC) and have a marketable drug within four years while reducing cash-burn by approximately fifty percent. Further, it would not require any harmful and unnecessary equity dilution of existing investments.

We desire to work hand-in-hand with the MindMed Board of Directors to unlock the Company's full potential. Accordingly, we propose that Dr. Scott Freeman, co-founder and former Chief Medical Officer of MindMed, be appointed to the Board of Directors. We believe that Dr. Freeman's extensive industry experience as described in detail in **Exhibit B** and his significant individual investment in the Company[3] makes him a strong addition to the Board. We believe that time is of the essence and request that the Company meet with us and respond to our proposal by no later than August 31, 2022.

We hope to discuss our requests with the Board and work constructively and collaboratively on a path forward. However, if that does not happen, we will need to consider further action including requisitioning a shareholder meeting and placing these issues before MindMed's shareholders.

Sincerely,

Scott Freeman, M.D.
Jake Freeman
Chad Boulanger

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[1] Consisting of shares held directly and through investment in Savant HWP Holdings, LLC and its affiliates.
[2] On April 27, 2021, MNMD had a high of $5.77. On August 10, 2022, MNMD trades at $0.65.
[3] Dr. Freeman has an investment in MindMed of 4.5% of MindMed's shares outstanding as described in Dootnote 1.

Exhibit A

MINDMED VALUE ENHANCEMENT PLAN

In our view, MindMed's expansive side projects have come at the cost of cash and decreased focus on MindMed's core drugs. Our plan centers around the deployment of cash to accelerate the development of MM-120 and MM-110 while drastically reducing current cash burn. The plan provides an in-depth proposal on how the Company should reduce its drug development time which we believe the Board should adopt immediately. **Our plan to improve MindMed centers on the strategic deployment of cash on selected programs so core drugs are expediently progressing towards FDA approval, a reduction of unnecessary cash-burn, and a plan to raise capital in a manner that does not adversely affect the Company's share price**.

Strategic Plan Overview

The punchline of the strategic plan is simple: drastically cut development time of MindMed's two original drugs and slash annual cash burn from forty-five million dollars to twenty-four million dollars. While we recognize that MindMed's drug pipeline will be less diversified and its progress into digital medicine will not be monetized, in our view, MindMed's key competitive advantage lies in its development of MM-110 and MM-120. **We believe the implementation of the proposals will significantly increase MindMed's share value**, and MindMed will be in a significantly better position to navigate the current macroeconomic climate.

Strategic Drug Initiative

We believe MindMed's strategy for drug development should focus on deploying capital to further the development of key drugs while drastically cutting non-essential research and development. **We believe that the two key drugs for MindMed's success are MM-120 (LSD) and MM-110 (18-MC).**

In FY 2021 per MindMed's SEC 10-K, MindMed spent $4.24 million in "external R&D collaborations" and an additional $6.107 million in payments to third-party companies for research and development of non-key drugs and just $11.590 million on payments to third-party companies with respect to the key drugs. **Our strategic plan calls for these non-core expenditures to be eliminated in their entirety in order to conserve capital – as a result MindMed would reduce its cash-burn by approximately ten million dollars per year.**

MindMed has twenty-two full time employees focused on research and development. Pro rating based on costs implies that eleven employees would be removed as a result of the strategic plan.

Adjusting for stock compensation and amortization of intellectual property, this would result in an approximate cash savings of $1.85 million per year[4].

MM-120

MindMed's primary goal for the MM-120 drug is to help treat anxiety. MindMed's current trial is a five-arm Phase II dose finding study as a prelude to initiating a Phase III trial. Previously, MindMed stated at its 2021 Annual Shareholders Meeting that it would take two years to complete. In our view, this timeline is extremely optimistic given that a typical five-arm study cannot be done in less than three years and usually takes four years to complete. According to MindMed's latest SEC filing, MindMed has not started the foregoing study, and thus, implementation of our strategic plan would not result in any lost progress.

There are several Phase II studies that show that LSD has a positive effect on anxiety. MindMed collaborator Professor Liechti recently published a randomized placebo control study regarding LSD and anxiety which showed a 99.993% confidence in the result[5][6]. In addition, Professor Liechti has performed several dose finding studies to assess LSD safety which have successfully identified an effective dose to safely treat anxiety. This allows MindMed to leverage its collaboration with Dr. Liechti to potentially skip the Phase IIb phase in its entirety.

Our strategic plan calls for the immediate development of a proposal to approach the FDA to change the Phase II dose finding study to a Phase III registration study. **We believe this could bring MM-120 to market in four years rather than the seven-eight years contemplated under MindMed's current plan.**

MM-110

MindMed's primary market for MM-110 is the treatment for opioid addiction. To be effective it likely requires patients to be using MM-110 for at least thirty days. MindMed reported at its 2021 Annual Meeting a Phase I study for a seven-day dosing over two and a half years. Despite the use of significant money and time, the only market available for seven-day dosing is to treat opioid addicted patients during withdrawal to alleviate their symptoms. There are already several drugs in this space, and it is a small total addressable market. Our strategic plan will refocus on treating opioid addiction as a whole which is a significantly larger market. **Our plan calls for MindMed**

[4] Source MindMed 10-K. Internal Costs for MindMed's Research and Development were $12.85 million. MindMed disclosed that internal costs increased by $11.1 million related to $6.6 million in stock-based compensation and $2.6 million of amortization of developed technology. The remaining costs are assumed to be salary and other related expenses.

[5] Liechti ME. et al. Acute dose-dependent effects of lysergic acid diethylamide in a double-blind placebo-controlled study in healthy subjects.

[6] Sourced from MindMed's press release "MindMed Collaborators Prof. Liechti and Dr. Holze Announce Positive Topline Data from Phase 2 Trial Evaluating LSD in Anxiety Disorders."

to immediately begin processes to find a thirty-day dose for MM-110 and start an opioid addiction study to obtain FDA approval for this large market segment.

Compensation

Under our proposed plan, cash executive compensation would be significantly reduced. Executives received a total of over two million dollars in salary and bonuses as the stock price dropped approximately 60% from February 10, 2022, to August 9, 2022. **Our strategic plan calls for the reduction in all aggregate cash based executive compensation by 50% – saving MindMed close to a million dollars per year in cash-burn.**

We also believe that the compensation structure for Board members does not create the correct economic incentives to maximize shareholder value. To help align directors' economic interests with shareholders, we believe that directors should receive half of their compensation in restricted stock and the other half in options. We believe that the options should have a strike commensurate with the growth that we believe MindMed is capable of and should have a term of approximately five to seven years.

In addition to these compensation realignments, we call for executives and directors to be required to own and maintain (excluding stock options and stock grants) four times their total compensation in terms of the market value of their shares. We believe that this will better help to align executive and directors with the interests of shareholders.

If appointed to the Board, Dr. Freeman (see **Exhibit B** for details regarding qualifications), has agreed to forego any salary, retainer, stock grants, or stock options for the first two years on the Board and/or as MindMed's Chief Medical Officer. Due to his significant investment in MindMed, Dr. Freeman has a strong interest in improving and unlocking shareholder value and does not require cash or equity compensation.

HealthMode

At the beginning of FY 2021, MindMed acquired HealthMode Inc. ("HealthMode") for $27.50 million in an attempt to expand its market offering under the banner of digital medicine. Given the adverse market conditions and that HealthMode does not align with our strategic plan, **we call for the divestiture of HealthMode and its constituent employees.** We believe that HealthMode could be sold for approximately $10-15 million. HealthMode's primary costs are the salaries of its employees. Although MindMed does not break out the costs related to HealthMode, MindMed has six employees working in the digital medicine space, and thus, we believe it can be reasonably inferred that HealthMode related expenses are approximately two million dollars per annum[7].

[7] Based on the assumption that each employee has related costs of approximately $330 thousand.

Personnel

MindMed currently has twelve general and administrative personnel. The strategic plan focuses MindMed's development activities and thus certain positions will not be required. As HealthMode's former CEO, we anticipate that Daniel Karlin will continue with HealthMode after its divestiture. We believe that Dr. Freeman is the best choice for MindMed's Chief Medical Officer. Dr. Freeman's significant experience working with MM-110 combined with his strong relationship with Dr. Liechti would allow him to implement the foregoing plan in an efficient and expedient manner. Additionally, Dr. Freeman is heavily invested in seeing the success of MindMed's drugs as it is a culmination of over a decade of research and work. Our review of the positions in MindMed indicate that our strategic plan could result in cash savings of approximately two million dollars.

Financing Activities

MindMed is currently attempting to raise one hundred million in an at-the-market equity offering which suppresses MindMed's stock price. Given the current valuation of the Company, in our view this is an inefficient manner to raise capital and is extremely harmful to its market price. We do not believe MindMed is in need of cash at this time, and thus, we formally request that the at-the-money offering be terminated. In support of this position and in accordance with Canadian law, we have requested that the NEO exchange prohibit the at-the-money registration.

As of the most recent quarter, MindMed's cash balance of one hundred and twenty million only generated a mere twenty-thousand dollars in interest income (an effective annual interest rate of .06%). Although MindMed was founded during a low interest rate environment with short term US Treasury bills currently yielding 3%, it is imperative for management to not immediately place these funds in money market funds or other short-term investments. **By engaging in this practice, we believe MindMed can generate around four million dollars annually[8].**

Based on our analysis, our strategic plan would significantly cut MindMed's cash burn from forty-five million per year to under twenty-five million per year, provide ten to fifteen million in additional cash through the sale of HealthMode, and earn additional income from interest payments. Following our plan, we believe that MindMed would be able to deploy its $120 million cash reserve adequately over the next three years while substantially investing in their key drugs. In the future, when MindMed needs to raise additional funding, we believe that a preferred stock offering would be an efficient manner to raise capital without incurring dilution or the risk of bankruptcy.

[8] Based on $120 million in cash reported on MindMed quarter 1 filing and an interest rate of approximately 3.33%.

Exhibit B

SCOTT FREEMAN, M.D.

Scott Freeman, M.D. has extensive experience in running clinical trials and obtaining FDA regulatory approval for pharmaceutical products. As co-founder and Chief Medical Officer of MindMed, Dr. Freeman was the primary investigator behind the National Institutes of Health (NIH) grant in bringing 18-MC (now called MM-110) to IND and led its first-in-human clinical trial. Previously, he served as Vice President of Clinical Development at Onyx Pharmaceutical and was head of both the clinical development and operations groups, which led to FDA approval of Nexavar for the treatment of kidney and liver cancer. At MindMed, Dr. Freeman established a highly productive collaboration with Professor Liechti which resulted in significant progress in LSD research. Dr. Freeman has managed over a dozen clinical trials (Phase I, Phase II, and Phase III) in a number of different therapeutic areas in the pharmaceutical industry. He has also created a number of clinical development strategies and has worked with the FDA to obtain drug approval. Dr. Freeman was an Associate Professor at Tulane University and a guest researcher at the NIH in both basic and clinical research. Dr. Freeman earned his BA from the University of Colorado and received his MD from the University of Nevada.