

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Psyched Wellness Ltd. (the "Issuer").

Trading Symbol: PSYC

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

Please refer to Note 15 of the Company's unaudited condensed interim consolidated financial statements for the three months ended February 29, 2024 and February 28, 2023 for more answers and details to the above questions.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
n/a	n/a	n/a	n/a	n/a	n/a	n/a

(c) summary of warrants granted during the period,

Date	Number	Name of Beneficiary if Related Person and relationship	Generic description of other Beneficiary	Exercise Price	Expiry Date	Market Price on date of Grant
n/a	n/a	n/a	n/a	n/a	n/a	n/a

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

The Company is authorized to issue an unlimited number of common shares and preferred shares without par value. The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. The Company has not issued any

preferred shares to date.

- (b) number and recorded value for shares issued and outstanding as at February 29, 2024:

	Number of common shares #	Amount \$
Balance, November 30, 2023	232,777,550	24,632,003
Issuance of shares	-	-
Balance, February 29, 2024	232,777,550	24,632,003

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

The following table summarizes information of stock options outstanding and exercisable as at February 29, 2024:

Date of expiry	Number of options outstanding #	Number of options exercisable #	Weighted average exercise price \$	Weighted average remaining contractual life Years
July 13, 2025	5,725,000	5,725,000	0.10	1.37
February 5, 2026	7,150,000	7,150,000	0.10	1.94
March 15, 2028	500,000	500,000	0.10	4.04
September 1, 2028	5,500,000	1,500,000	0.10	4.51
	18,875,000	14,875,000	0.10	2.57

The following table summarizes information of warrants outstanding as at February 29, 2024:

Date of expiry	Number of warrants outstanding #	Weighted average exercise price \$	Weighted average remaining contractual life Years
June 12, 2028	9,585,000	0.10	4.29
August 31, 2028	87,402,855	0.10	4.51
	96,987,855	0.10	4.49

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

There were no shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Jeffrey Stevens, CEO and Director

David Shisel, COO

Keith Li, CFO

Michael Nederhoff, Director

David Nutt, Director

Janeen Stodulski, Director

Nicholas Kadysh, Director

Lauren Spikes, Director

Harrison Aaron, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 29, 2024.

Jeffrey Stevens
Name of Director or Senior Officer

"Jeffrey Stevens"
Signature

Director and CEO
Official Capacity

Issuer Details Name of Issuer Psyched Wellness Ltd.	For Quarter Ended February 29, 2024	Date of Report YY/MM/DD 24/04/29
Issuer Address 77 King Street West, Suite 3000		
City/Province/Postal Code Toronto/Ontario/M5K 1G8	Issuer Fax No. ()	Issuer Telephone No. (647) 400-8494
Contact Name Keith Li	Contact Position CFO	Contact Telephone No. (647) 660-8703
Contact Email Address kli@bransonservices.com	Web Site Address www.psyched-wellness.com	