

THE
Newby
INSTITUTE

A BRIGHTER FUTURE FOR MENTAL HEALTH.

Investor Presentation
Private and Confidential
June 2021



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This Presentation contains forward looking statements with respect to the Corporation. By their nature, forward looking statements are subject to a variety of factors that could cause actual results to differ materially from the results suggested by the forward looking statements. In addition, the forward looking statements require the Corporation to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the forward looking statements will not prove to be accurate, that the Corporation's assumptions may not be correct and that actual results may differ materially from such forward looking statements. Accordingly, readers should not place undue reliance on the forward looking statements. Generally forward looking statements can be identified by the use of terminology such as "anticipate", "will", "expect", "may", "continue", "could", "estimate", "forecast", "plan", "potential" and similar expressions.

Forward-looking information contained in this Presentation and other forward-looking information are based on opinions, estimates and assumptions of the Corporation's management in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that management currently believes are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Forward looking statements contained in this presentation may include, but are not limited to statements with respect to the successful execution of the Corporation's business and investment strategy (including its business model), the Corporation's ability to finalize definitive agreements with third parties, entrance of the Corporation's business into new markets, demographic and market size/trends, forecasts of growth potential, the use of proceeds from the sale of the Securities, competitive analysis, projected milestones, go-forward management, go-forward capitalization, anticipated governmental and regulatory approvals and timing thereof and other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance, review and approval dates, start-up timelines and schedules and statements related to the continued overall advancement of the Corporation's business. These forward looking statements are based on a number of assumptions which may prove to be incorrect including, but not limited to: general economic, market and business conditions; the accuracy of cost estimates, ability to obtain sufficient capital on satisfactory terms; availability of capital and expertise; changes in customer demand; the successful and timely implementation of projects and the impact of changes in applicable laws and regulations. The forward-looking statements contained in this Presentation are made as of the date hereof or the dates specifically referenced in this Presentation, where applicable. Except as required by law, the Corporation undertakes no obligation to update publicly or to revise any forward-looking statements that are contained or incorporated in this presentation. All forward-looking statements contained in this Presentation are expressly qualified by this cautionary statement.



OUR MISSION, PURPOSE, AND GOAL

Our mission at The Newly Institute is improving the lives of military veterans, first responders, First Nations, and the general public suffering from PTSD, depression, addiction, and other mental health indications with psychedelic-assisted psychotherapy, care, understanding, and empathy.

We believe that mental health treatment is in drastic need of a paradigm shift and our practice was founded to provide long-lasting change within this industry, our community, and with our clients. By fusing a bio-psycho-social-spiritual treatment model with psychedelic-assisted therapies, patients can overcome deeply embedded traumas that prevent them from living fully in their everyday lives.

With locations opening in Calgary, AB, Fredericton, NB, Edmonton, AB, as well as several more Canadian cities, The Newly Institute's goal is to become Canada's largest and premier operator of psychedelic-assisted psychotherapy clinics.



MARKET SIZE

- The World Economic Forum estimates that mental disorders cost around \$2.5 trillion in global costs in 2010 and projected costs of \$6.0 trillion by 2030.
- In any given year, 1 in 5 Canadians will experience a mental health problem or illness.
- The total cost of mental health problems to the Canadian economy exceeds \$50 billion annually. ⁽¹⁾
- In 2011, mental health problems and illnesses among working adults in Canada cost employers more than \$6 billion in lost productivity. Insurance companies are motivated to fund treatments that can get people back to work.
- Veterans represent a large population of patients who suffer from PTSD and refractory mood disorders with a prevalence of 2 to 5 times that of the general Canadian population. ⁽²⁾
- Veterans have established health care insurance that covers ketamine-enhanced psychotherapy.
- The public healthcare system lacks the resources to rapidly establish treatment centres for novel and effective mental health therapies. ⁽³⁾
- Over 50% of Canadians report worsening mental health since the COVID-19 pandemic started, leading to increased disability claims in Canada with little access to support.

REFERENCES:

- (1) <https://www.mentalhealthcommission.ca/English/what-we-do/workplace#:~:text=About%2030%20per%20cent%20of,economy%20exceeds%20%2450%20billion%20annually>
- (2) *Journal of Military, Veteran and Family Health* 2(1) 2016 doi:10.3138/jmvfh.3258
- (3) <https://cmha.ca/fast-facts-about-mental-illness>

EMERGING WAVE IN THE PSYCHEDELICS SPACE

“The next five years will be an absolute golden window for the psychedelics sector”

– Tim Ferriss

The World Health Organization (“WHO”) estimates that 700 million cases of mental and neurological disorders are reported annually, accounting for 13% of the global disease burden.

Preliminary studies from world-renowned institutions including Johns Hopkins University, New York University, the University of Toronto, and the Imperial College of London suggest that psilocybin-assisted therapy could be a revolutionary treatment for depression and addiction.

1



The psychedelic drugs market is forecast to grow at a CAGR of 16.3% to reach \$6.9 billion by 2027, fueled by the growing acceptance of psychedelic-derived meds to treat mental health coupled with the rising prevalence of mental disorders like depression and anxiety.

- Data Bridge Market Research

(<https://www.prnewswire.com/news-releases/psychedelics-industry-gearing-up-for-an-even-bigger-2021-301196567.html>)

2



In the US, more than 30 million people are using psychedelic drugs. This factor has increased the research and development activities in psychedelic drugs across the US.

- Department of Neuroscience, Faculty of Medicine, Norwegian University of Science and Technology, Trondheim, Norway

(<https://www.ncbi.nlm.nih.gov/pmc/articles/PMC3917651/>)

3



The value of the psychedelics market is worth more than \$100 billion.

- Canaccord Genuity Group

(<https://www.baystreet.ca/stockstowatch/9311/Psychedelic-Drugs-Could-Create-a-100-Billion-Investment-Opportunity>)

4



30% of cases of depression are not responsive to standard treatments. This unmet need remains core to working towards a new standard of mental health care.

- Khalid Saad Al-Harbi, Medical College, King Saud Bin Abdulaziz University for Health Sciences, Riyadh, Kingdom of Saudi Arabia

(<https://www.ncbi.nlm.nih.gov/pmc/articles/PMC6498411/>)

- 1 With US\$17 million in private funding and a full panel of planned studies, Johns Hopkins investigators launched the Center for Psychedelic and Consciousness Research in September 2019 .
- 2 The Experimental Therapeutics Research Group at the NYU School of Medicine is conducting a study to investigate the effectiveness of psilocybin-assisted therapy for alcohol addiction.
- 3 The Psychedelic Studies Research Program (PSRP) establishes standards for the rigorous study of psychedelics while initiating fruitful collaborations with other research groups and industry partners; the PSRP has already received fundraising approval from the University of Toronto.
- 4 Imperial College London launched the world’s first Centre for Psychedelics Research in April 2019.

THE NUMBER OF CREDIBLE INSTITUTIONS CONDUCTING RESEARCH IN PSYCHEDELICS CONTINUES TO INCREASE.



TARGET MARKETS

In any given year, 1 in 5 people in Canada will personally experience a mental health problem or illness.

Military Veterans *PTSD*

71% of Veterans in receipt of disability benefits for a mental health condition have PTSD.



First Responders *Trauma*

It is estimated that over 70,000 Canadian first responders have experienced PTSD in their lifetimes.



First Nations *Addiction*

Alcohol and drug abuse were considered problems in 73% and 59% of First Nations communities, respectively.



Long-Term Disabilities *Depression*

In any given week, at least 500,000 employed Canadians are unable to work due to mental health problems.





Our Leadership Team Have Proven Track Records



Arthur H. Kwan
MBA, CFA, ICD.D
Chief Executive Officer

Arthur was the Founder, President & CEO of CannalIncome Fund, whose management contract was acquired by Balancing Rock in 2021. He was also the Co-Founder, President & CEO of Seven Leaf Ventures, which was acquired by Stem Holdings in 2020, and Vice President and Equity Partner of Westwind Partners, which was acquired by Thomas Weisel Partners Group in 2008.



Dr. Robert L. Tanguay
MD, FRCPC, CCSAM, CISAM
Chief Medical Officer

Dr. Tanguay is one of a few Psychiatrists who has completed two fellowships: one in Addiction Medicine and one in Pain Medicine. He was the Medical Lead for Addiction Education for AHS. He is the Regional Director for AB and NWT for the Canadian Society of Addiction Medicine (CSAM) and the President of the Pain Society of Alberta.



Dr. Marshall J. Ross
MD, FRCPC
Chief Scientific Officer

Dr. Ross created a new protocol that formed the basis of a province-wide program to treat opiate addiction in the emergency department and has guided treatment for over 3,000 Albertans. He is an award-winning clinician, medical researcher, and a published author on a range of topics including the efficacy of sub-dissociative dose ketamine.



Colonel (Retired) Richard F. Pucci
OMM, CD, BSc, MDS
Chief Operating Officer

Colonel (Retired) Pucci served as the Deputy Commander of the Canadian Forces Health Services, during which time he oversaw a team of approximately 6,400 active members. He also held the position of Chief of Staff of the Health Services Group, with the overall responsibility for infrastructure budget of \$600 million.



Colonel (Retired) / Dr. Rakesh Jetly
CD, OMM, MD, CCFP, FRCPC
Chief Strategy Officer

Colonel (Retired) and Dr. Jetly was appointed senior psychiatrist and mental health clinical advisor to the CF Surgeon General. He was additionally appointed "The CF Brigadier Jonathan C. Meakins, CBE, RCAMC Chair in Military Mental Health". He has published numerous articles in professional journals on such topics as PTSD.



Nadine Weller
CA, CPA, FEA
Chief Financial Officer

Nadine has been working in accounting since 2007 and currently holds her CPA and FEA designations. She was formerly with MNP and has over 14 years of accounting, auditing, and taxation experience. Nadine also volunteers in the community, acting as a Treasurer for two private schools and working with the CPA volunteer tax program.



Marney Riendeau
BScN, RN
VP, Clinical Operations

Marney has over 30 years of clinical, nursing, and management experience. She was the Program Manager for the Operational Stress Injury ("OSI") Clinic, operated by Carewest Innovative Health Care. She built the Calgary OSI clinic from eight to 40 employees to be one of the largest in the country.



Graeme Dick
BMgt
VP, Capital Markets

Graeme has more than 20 years of experience providing investor relations and capital markets guidance to both private and public Canadian companies. His capital markets relationships include retail brokers, high net worth private investors, and institutional and investment banking contacts throughout North America.



Our Medical Advisory Board Spans Across Canada, are Leaders in Their Fields, and Have Won Accolades and Awards for Their Work



Dr. Marie Claire Bourque
MD, MSc, FRCPC
Psychiatrist (Toronto)

Dr. MC is a sports psychiatrist leading mental health and peak performance for the Toronto Maple Leafs. Dr. MC is the Past President of Foothills Medical Staff Association and Founder of Limbus Movement. Dr. MC is a mental health expert and specializes in mental and physical fitness. She is also a Clinical Assistant Professor at the UoC.



Dr. Kaitlin Chivers-Wilson
MD, MSc, FRCPC
Psychiatrist (Calgary)

Dr. Kaitlin Chivers-Wilson is the Medical Director at the Carewest OSI Clinic, serving Canadian Forces veterans and RCMP officers, with expertise in trauma-informed psychotherapy and psychopharmacology treatments. Dr. Chivers-Wilson has additional training in a variety of psychotherapy modalities including ART, PET, and ISTDP.



Dr. Atul Khullar
MD, MSc, FRCPC, DAPBN
Psychiatrist (Edmonton)

Dr. Khullar is a psychiatrist who specializes in the integrative management of sleep, mood / anxiety, and attention deficit disorders. Dr. Khullar is also a consultant for organizations such as the Grey Nuns Hospital, Edmonton Oilers, Canadian Winter Olympic team, and MedSleep, a Canada-wide network of sleep clinics.



Dr. Wiplove Lamba
MD, FRCPC, ISAM, DABAM
Psychiatrist (Toronto)

Dr. Lamba is an addiction psychiatrist and the physician lead of the Concurrent Disorders Program at Ontario Shores Centre for Mental Health Sciences. He was previously the education lead of the Addiction Program at St. Michael's Hospital. He has served as the regional director of Ontario for the CSAM.



Dr. Annabel Mead
MD, MBBS, FChAM, DABAM
Physician - Addiction (Vancouver)

Dr. Mead is an addiction physician with special interests in concurrent psychiatric disorders. She is a Fellow of the Australasian Chapter of Addiction Medicine, a diplomate of the American Board of Addiction Medicine, and Clinical Assistant Professor at UBC. She was also the past Director of the BCCSU Addiction Medicine Fellowship program.



Dr. Eric McGillis
MD, FRCPC
Toxicologist (Calgary)

Dr. McGillis is a medical toxicologist consultant and is a clinical lecturer at the Department of Emergency Medicine, University of Calgary. As well he is an Attending Physician, Emergency Medicine at the Rockyview General Hospital. He has extensive knowledge and experience in clinical pharmacology and toxicology.



Dr. Adrian Norbash
CD, BSc, MD, CCFP, FRCPC
Psychiatrist (Edmonton)

Dr. Norbash is a serving member of the Canadian Armed Forces. He is a medical specialist officer serving in the Royal Canadian Medical Service. He is currently the Chief Psychiatrist, Canadian Forces, Western Area. He also is a Staff Psychiatrist for the Calgary Police Service and for the Alberta Health Services, Calgary Zone.



Dr. Jennifer Swainson
MD, FRCPC
Psychiatrist (Edmonton)

Dr. Swainson has a focus on treatment resistant depression and has particular interest and expertise in the use of ketamine in this area. She has co-led the development of one of the original IV ketamine programs in Canada and is a key contributor to the CANMAT task force update on use of ketamine for depression.



Our Corporate Advisory Board is Comprised of Leaders in Veteran Affairs, Indigenous Affairs, Psychotherapy, Pharmacology, and Various Stakeholder Groups



Trevor Berard
CCAC, RCAS, ACD
Advisor, Indigenous Affairs

Over the past 25 years, Trevor's focus has been doing humanitarian work in helping communities deal with mental health and addictions issues. He is an Indigenous Addictions Specialist and has mostly worked with First Nations. Trevor received a National Award from the Canadian Addiction Counselors Certification Federation.



Colleen E. Clark
MSW, RSW
National Director, Psychotherapy

Colleen is a leader in Canada in trauma therapy and in training others to provide trauma therapy. She is Canada's Certified Trainer for Accelerated Resolution Therapy. Ms. Clark is a Diplomat with the American Academy of Experts in Traumatic Stress, Board Certified in Bereavement Trauma, and Board Certified in Sexual Abuse.



Joan Hollihan
BComm
Advisor, Benefits

Joan built her 36 year career with Aon and Mercer where she consulted to clients regarding their employee benefit programs. Joan worked closely with group insurance companies and benefit providers in the areas of disability claims and financial management, as claims and the related costs continue to increase significantly each year.



Carl MacAulay
BA
Advisor, First Responders

Carl retired from the Royal Canadian Mounted Police (RCMP) after 25 years of service. He obtained extensive training in criminal investigations, suspect interrogations, and public relations. Carl spent 10 years in Burnaby, BC at one of Canada's largest and busiest RCMP Detachments.



Sat Parhar
M.O.M.
Advisor, First Responders

Deputy Chief (retired) Parhar joined the Calgary Police Service in 1991 and retired after 29 years of service. Deputy Parhar is a recipient of the Queen's Diamond Jubilee Medal, Calgary Police Service Distinguished Service Medal, Police Exemplary Service Medal, the Life Saving Award, and is a Member of the Order of Merit Police Forces, CPS.



Arron Victory
Task Force 1-07
Advisor, Veteran Affairs

Arron joined the Canadian Armed Forces where he served for over 13 years in an infantry unit spending a large portion of that time in Recce/Sniper platoons including a 6-month combat mission to Afghanistan with Task Force 1-07, as well as a deployment to Haiti in support of OP Halo in 2004.



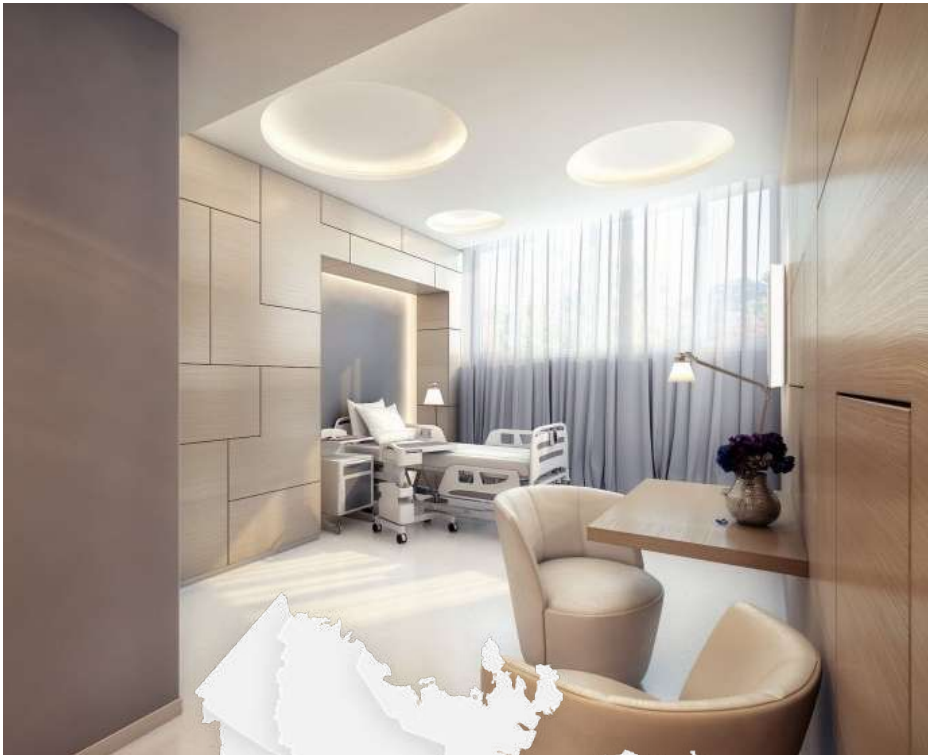
Ray Yue
RPharm
Advisor, Pharmacology

Ray is a Clinical Pharmacist. Ray is a Co-Founder and Director of Canndara. He is also the Chairman and Co-Founder of Imagine Health and FEMME | HOMME Medical. Ray is a member of YPO, a City of Edmonton Top 40 under 40 Alumni and was selected as Canada's Top 40 Canadian Entrepreneurs by Ivey Business.

**BOARD OF DIRECTORS
and
LEGAL COUNSEL**

Arthur H. Kwan – CEO, The Newly Institute
Martin Cheyne – CEO, Boulder Energy
David Isaak – CEO, Boaz Pharmaceuticals

Michael J. Saliken, LLB – Partner, BLG
Corporate Secretary
David Wood, PhD, LLB – GC, PsyGen Labs
Advisor, Regulatory and IP



PHASE I – 2021E / 2022E

Calgary / Edmonton

The Newly Institute aims to be Canada's largest provider of evidence based, medically supervised, psychedelic assisted and supported psychotherapy clinics dedicated to helping both veterans and civilians suffering from PTSD, addiction, depression, and other mental health conditions.

Fredericton / Ottawa

Located in New Brunswick, 5th Canadian Division Support Base Gagetown ("5 CDSB Gagetown") is the second largest public sector employer in the province. The base and its lodger units provide full-time employment to approximately 6,500 military members, including the Reserve Force, and 1,000 civilians.

Victoria / Toronto

Canadian Forces Base Esquimalt ("CFB Esquimalt") is Canada's Pacific Coast naval base and home port to Maritime Forces Pacific and Joint Task Force Pacific Headquarters. As of 2018, 4,411 military personnel and 2,762 civilians work at CFB Esquimalt.



WE EXPECT TO BE IN REVENUE IN THE SUMMER OF 2021.

RESEARCH

The Newly Institute will be ideally positioned to contribute to Phase III Trials by providing psychedelic supported psychotherapy to patients enrolled in randomized controlled trials being conducted by pharmaceutical companies and research institutions.



1

Since termination of a period of research from the 1950s to the early 1970s, most psychedelic substances have been classified as “drugs of abuse” with no recognized medical value.

2

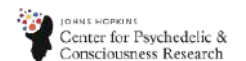
In clinical research settings around the world, renewed investigations are taking place on the use of psychedelic substances for treating illnesses such as addiction, depression, anxiety, and PTSD.

3

Controlled clinical studies have recently been conducted to assess the basic psychopharmacological properties and therapeutic efficacy of these drugs as adjuncts to existing psychotherapeutic approaches.

4

The Newly Institute is committed to conducting research to both validate our internal protocols and contribute to the scientific literature surrounding psychedelic supported psychotherapy for the treatment of mental health conditions.





TELE-HEALTH – HOMECOMING APP



The Newly Institute is in discussions with Homecoming to on-board a tele-health platform. Homecoming is an online platform for lasting, scalable, and accessible behavioral integration of psychedelic experiences.

Note: The proposed product development is subject to ongoing negotiations and discussions and may be subject to change.



A digital health product that introduces tech-assisted economies of scale into the integration process



Leveraging AI-powered group therapy, personalized content, product strategy, and brief teletherapy interventions



Companion physical practices are further leveraged for lasting integration outcomes



STRATEGIC COLLABORATIONS

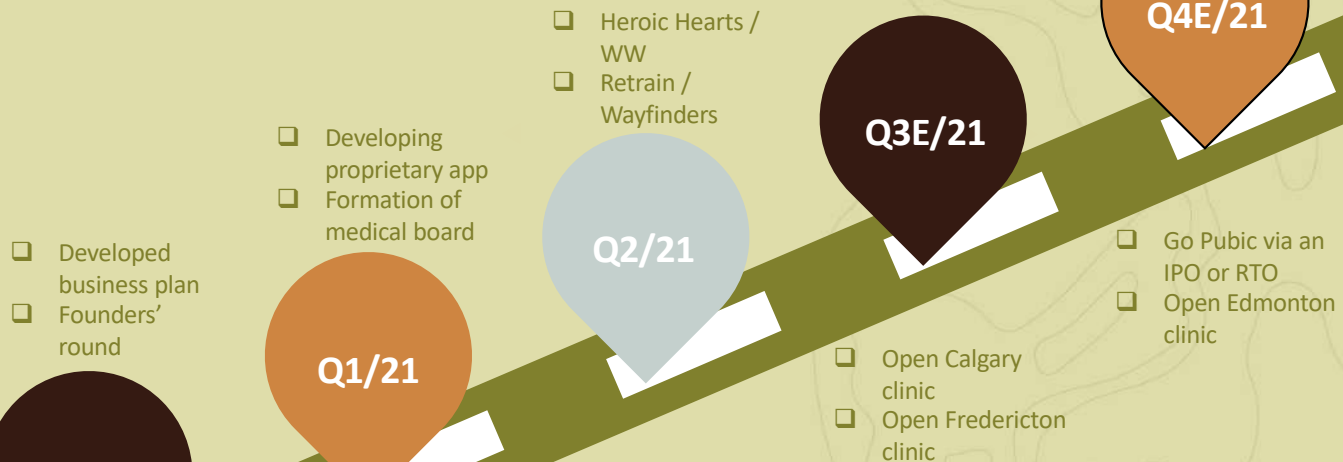
The Newly Institute is forming collaborations with strategic parties to help veterans, first responders, and First Nations across Canada.





MILESTONES

The Newly Institute is forming collaborations with strategic parties to help veterans, first responders, and First Nations across Canada.

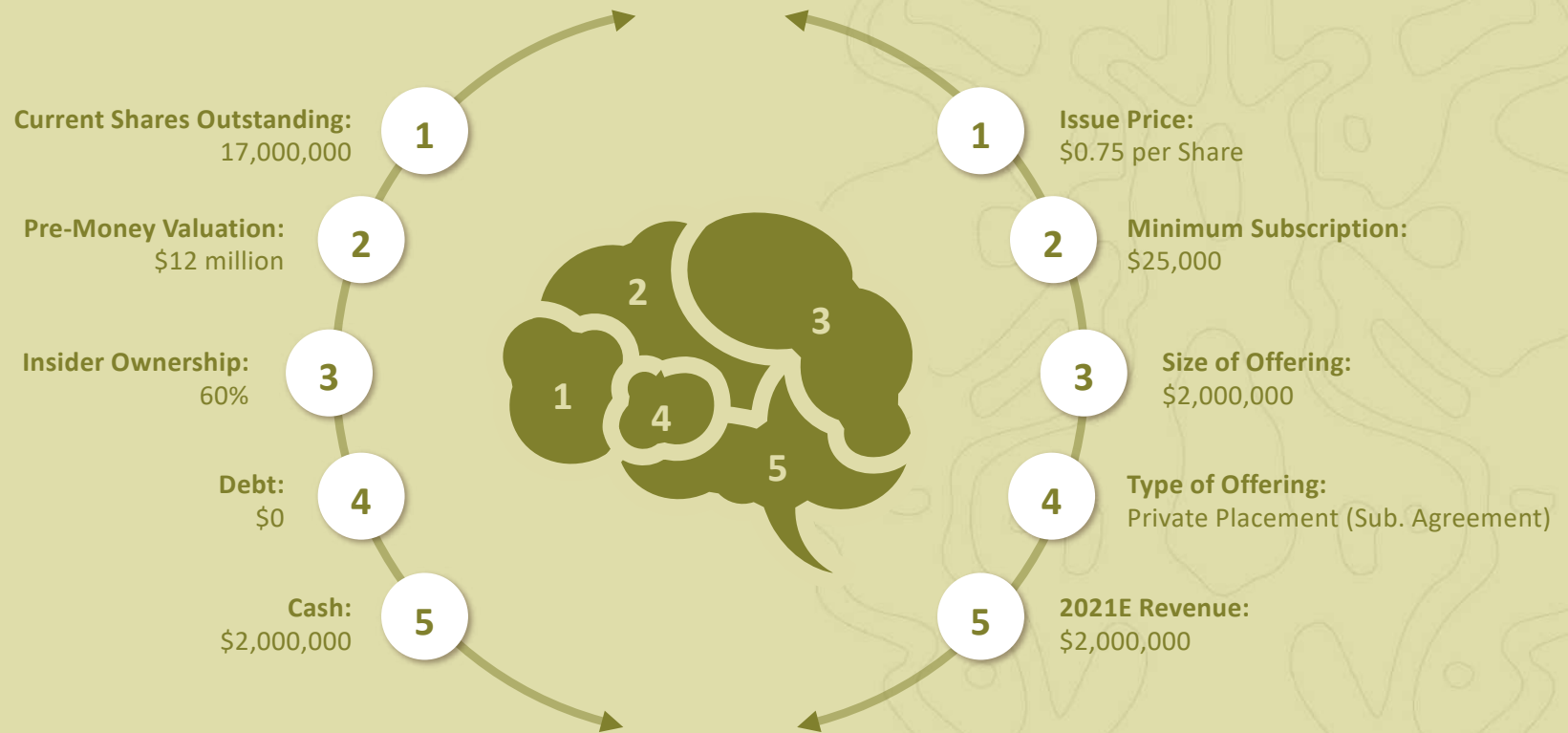


THE NEWLY INSTITUTE HAS ACHIEVED MANY SIGNIFICANT MILESTONES IN A SHORT PERIOD OF TIME.



CAPITAL, FINANCIAL, VALUATION INFORMATION

\$2,000,000 Private Placement Offering of Common Shares





USE OF PROCEEDS

This private placement will enable us to further develop at least two additional clinics.

ITEM	ALLOCATION
Clinics - Edmonton and Ottawa	\$1,250,000
First Nations Strategic Initiative	\$150,000
Clinical Trials Strategic Initiative	\$150,000
Pain Treatment Strategic Initiative	\$150,000
Offering Costs	\$100,000
Working Capital	\$200,000



DEEP VALUE

The Newly Institute's pre-money valuation is extremely compelling relative to its peer group.

Competitors				
Stock Symbol	FTRP	NM	NUMI	IPO - Q4/21
Intensive Outpatient Program	No	No	No	Yes
Clinic Locations	Tor / USA / Net	USA	Van / Mtl	Cgy / Frd / Edm Ott / Tor / Hal ⁽¹⁾
Market Capitalization	\$210 million	\$55 million	\$199 million	\$12 million

Note: (1) anticipated clinic openings in 2022E



WHY INVEST?

These are a few reasons why we are different.



Best-in-Class Team

Each doctor have won accolades and awards in their respective fields.



First Mover Advantage

We are poised to become Canada's largest operator of psychedelic-assisted clinics.



Valuable IP

We are developing our own app to aggregate data on veterans.



Short Term Liquidity

We are targeting to go public in Q4 2021 via an IPO or RTO.



Low Valuation

The \$12 million pre-money valuation is deeply discounted.



Multiple Revenue Streams

Veterans, First Responders, First Nations, Long-Term Disability



Strategic Partnerships

We have formed collaborations with several strategic groups.



Significant Growth

The proceeds from the IPO will be geared towards expansion into the US.



STATUTORY AND CONTRACTUAL RIGHTS OF ACTION

Securities legislation in certain of the provinces of Canada may deem this Presentation to be an offering memorandum and accordingly provide purchasers with statutory rights of rescission or damages, or both, in the event this Presentation contains a misrepresentation. A “misrepresentation” is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made. These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal advisor.

The following is a summary of the statutory rights of rescission or damages, or both, under securities legislation in certain of the provinces of Canada where that is required to be disclosed under the relevant securities legislation, and as such, is subject to the express provisions of the legislation and the related regulations and rules. The rights described below are in addition to, and without derogation from, any other right or remedy available at law to purchasers of the Securities.

Ontario Purchasers

Ontario securities legislation provides that where an offering memorandum is delivered to a purchaser and contains a misrepresentation, the purchaser will be deemed to have relied upon the misrepresentation and will, except as provided below, have a statutory right of action for damages or for rescission against the issuer and a selling security holder on whose behalf the distribution is made; if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. No such action shall be commenced more than, in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or, in the case of any action other than an action for rescission, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action. The Ontario legislation provides a number of limitations and defences to such actions, including: (a) the issuer or any selling security holder is not liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation; (b) in an action for damages, the issuer shall not be liable for all or any portion of the damages that the issuer or any selling security holder proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the securities were offered.

These rights are not available for a purchaser that is: (a) a Canadian financial institution, meaning either: (i) an association governed by the Cooperative Credit Associations Act (Canada) or a central cooperative credit society for which an order has been made under section 473(1) of that Act; or (ii) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a province or territory of Canada to carry on business in Canada or a province or territory of Canada; (b) a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the Bank Act (Canada); (c) the Business Development Bank of Canada incorporated under the Business Development Bank

Saskatchewan Purchasers

Saskatchewan securities legislation provides that in the event that an offering memorandum, together with any amendments thereto, or advertising and sales literature disseminated in connection with an offering of securities contains a misrepresentation, a purchaser who purchases such securities has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against: (a) the issuer and the selling security holder on whose behalf the distribution is made; (b) every promoter and director of the issuer or the selling security holder, as the case may be, at the time the offering memorandum or any amendment to it was sent or delivered; (c) every person or company whose consent has been filed respecting the offering, but only with respect to reports, opinions or statements that have been made by them; (d) every person who or company that, in addition to the persons or companies mentioned in clauses (a) to (c), signed the offering memorandum or the amendment to the offering memorandum; and (e) every person who or company that sells securities on behalf of the issuer and the selling security holder under the offering memorandum or amendment to the offering memorandum. If such purchaser elects to exercise a statutory right of rescission against the issuer or selling security holder, it shall have no right of action for damages against that person or company. No such action for rescission or damages shall be commenced more than, in the case of a right of rescission, 180 days after the date of the transaction that gave rise to the cause of action or, in the case of any action, other than an action for rescission, before the earlier of (i) one year after the plaintiff first had knowledge of the facts giving rise to the cause of action, and (ii) six years after the date of the transaction that gave rise to the cause of action.

The Saskatchewan legislation provides a number of limitations and defences, including: (a) no person or company will be liable if the person or company proves that the purchaser purchased the securities with knowledge of the misrepresentation; (b) in the case of an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation; and (c) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

No person or company, other than the issuer, will be liable if the person or company proves that: (a) the offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company gave reasonable general notice that it was so sent or delivered; (b) after the filing of the offering memorandum or any amendment to it and before the purchase of securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum or any amendment to it, the person or company withdrew the person's or company's consent to it and gave reasonable general notice of the person's or company's withdrawal and the reason for it; (c) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that (i) there had been a misrepresentation, or (ii) the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert or was not a fair copy of, or an extract from, the report, opinion or statement of the expert; (d) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the person's or company's own authority as an expert or purporting to be a copy of or an extract from the person's or company's own report, opinion or statement as an expert that contains a misrepresentation attributable to failure to represent fairly his, her or its report, opinion or statement as an expert, (i) the person or company had, after reasonable investigation, reasonable grounds to believe, and did believe, that the part of the offering memorandum or any amendment to it fairly represented the person's or company's report, opinion or statement, or (ii) on becoming aware that the part of the offering memorandum or any amendment to it did not fairly represent the person's or company's report, opinion or statement as an expert, the person or company immediately advised the Financial and Consumer Affairs Authority of Saskatchewan and gave reasonable general notice that such use had been made of it and that the person or company would not be responsible for that part of the offering memorandum or of the amendment to it; or (e) with respect to a false statement purporting to be a statement made by an official person or contained in what purports to be a copy of or extract from a public official document, the statement was a correct and fair representation of the statement or copy of or extract from the document and the person or company had reasonable grounds to believe, and did believe, that the statement was true.

The Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser is deemed to have relied on the misrepresentation, if it was a misrepresentation at the time of purchase, and has a right of action for damages against the individual who made the verbal statement.

The Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan. The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation.

The Saskatchewan legislation also provides that a purchaser who has received an amended offering memorandum that was amended and delivered in accordance with such legislation has a right to withdraw from the agreement to purchase the securities by delivering a notice to the person who or company that is selling the securities, indicating the purchaser's intention not to be bound by the purchase agreement, provided such notice is delivered by the purchaser within two business days of receiving the amended offering memorandum.

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