



## **MIND MEDICINE (MINDMED) INC.**

### **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

**(Approved by the Board of Directors on February 27, 2020)**

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#### **A. PURPOSE**

- (i) Mind Medicine (MindMed) Inc. (together with its subsidiaries and joint ventures, if any, “**Mind Medicine**” or the “**Corporation**”) is committed to conducting our business in accordance with all applicable laws, rules, and regulations and the highest ethical standards, and this commitment is embodied in the Code of Business Conduct and Ethics.
- (ii) This purpose of this Anti-Bribery and Anti-Corruption Policy (the “**Policy**”) is to reiterate Mind Medicine’s commitment to full compliance by the Corporation, its subsidiaries and affiliates, and its officers, directors, employees, and agents with Canada’s Corruption of Foreign Public Officials Act (“**CFPOA**”) and the United States (“**U.S.**”) Foreign Corrupt Practices Act (“**FCPA**”), and any local anti-bribery or anti-corruption laws that may be applicable. This Policy supplements the Code of Business Conduct and Ethics and all applicable laws and provides guidelines for compliance with the CFPOA, FCPA, and Corporation policies applicable to Mind Medicine operations world-wide.
- (iii) For the purposes of this Policy, a “contractor” or “supplier” is defined as a third-party entity or individual who provides, and receives payment for, services or goods related to any aspect of a Mind Medicine operation, and includes consultants and subcontractors. A “non-supplier vendor” is defined as a third-party individual, company, organization, or Government or Government-related entity that will receive payment from Mind Medicine but will not provide goods or services in return.

#### **B. SCOPE**

- (i) This Policy is applicable to every employee of Mind Medicine, including senior executive and financial officers, and to members of the Mind Medicine Board of Directors. The reporting requirement of this Policy is also applicable to Mind Medicine’s contractors and suppliers. This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

#### **C. DEFINITION**

- (i) Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:
  - Cash payments;

- Phony jobs or “consulting” relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses.

#### **D. POLICY REQUIREMENTS**

(i) Mind Medicine personnel and agents are strictly prohibited from offering, paying, promising, or authorizing:

- Any payment or other thing of value,
- To any person,
- Directly or indirectly through or to a third party,
- For the purpose of:
  - Causing the person to act or fail to act in violation of a legal duty,
  - Causing the person to abuse or misuse their position, or
  - Securing an improper advantage, contract or concession,
- For Mind Medicine or any other party.

**(“Improper Payment Activity”)**

(ii) To promote compliance with anti-corruption laws in Canada, the United States, and other applicable jurisdictions, no Mind Medicine personnel shall undertake any Improper Payment Activity in respect of a foreign official, a domestic official, or a person doing business in the private sector.

(iii) In addition, Mind Medicine’s books and records must correctly record both the amount and a written description of any transaction. Mind Medicine personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Corporation’s books and records.

(iv) It is contemplated that Mind Medicine will institute detailed procedures and standards related to training, due diligence, the recording of transactions, and other areas, to implement the terms of this Policy. In particular, Mind Medicine will institute standards and procedures for:

- Sponsoring travel of government or government officials;
- Direct and in-kind support for government or government officials;
- Security support for public law enforcement;
- Per diems for government officials;
- Agreements with government-affiliated third parties, including those who may interact with the government on Mind Medicine’s behalf or benefit;
- Contracting with state-owned entities;
- Meals, gifts, and entertainment for government officials;
- Charitable and cultural donations to government or government officials, or to those parties affiliated with them; and
- Political contributions.

**E. AUDITS**

- (i) Audits of Mind Medicine sites, operating units, and contractors may be conducted periodically to ensure that that requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by Mind Medicine, or externally by retained third parties. Audit documentation shall include performance improvement action plans.

**F. INTERACTION WITH OTHER CORPORATE POLICIES**

- (i) Other Mind Medicine policies impacted by, and which should be construed consistent with this Policy, include [the Code of Business Conduct and Ethics, the Whistleblower Policy, and the Policy Relating to Anti-Money Laundering and Anti-Terrorist Financing.

**G. WAIVER**

- (i) There is no permitted deviation or waiver from this Policy.

**H. DISCIPLINCE**

- (i) Any employee who violates the terms of the Policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Corporation management will be subject to disciplinary actions. Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to Mind Medicine management potential violations of this Policy, or who misleads investigators inquiring into potential violations of this Policy will be subject to disciplinary action, including termination of services.

**I. REFERENCES**

- (i) For reference:
- The CFPOA can be found at: <http://laws-lois.justice.gc.ca/eng/acts/c-45.2/index.html>
  - The FCPA can be found at: <http://www.justice.gov/criminal/fraud/fcpa/>