



**UNIVERSAL
IBOGAINE**



CREATING THE GOLD STANDARD FOR ADDICTION TREATMENT WITH
IBOGAINE ASSISTED PSYCHOTHERAPY
MARCH 2021



Clear Sky Recovery Clinic Operating Brand.



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UNIVERSAL IBOGAINE

Building a network of holistic recovery clinics focusing on the medical, scientific and authorized application of ibogaine to treat the roots of addiction.

Born of Holistic Healing,
Backed By Science.





OUR MISSION, VISION & VALUE PROPOSITION

MISSION

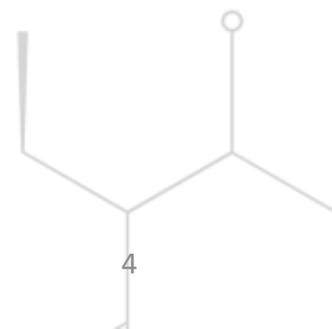
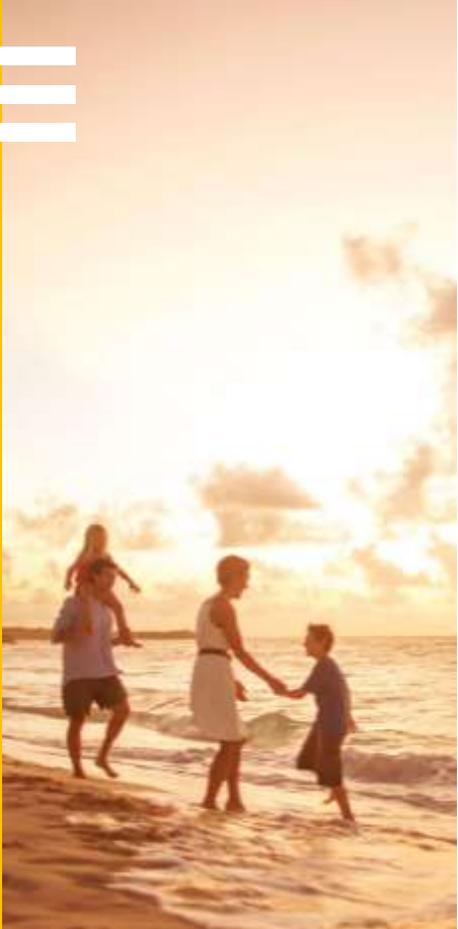
To treat the roots of addiction effectively using ibogaine and other psychedelic medicines.

VISION

Creating the gold standard for addiction treatment with ibogaine-assisted psychotherapy.

VALUE PROPOSITION

To provide those living with addiction the best possible recovery treatment - using ibogaine and other modalities - to enable them to be free from addiction and to flourish.



BACKGROUND TO THE FINANCING

Universal Ibogaine Inc. (“UI”) is a private company whose strategy involves:

- The development of a network of addiction treatment clinics, and
- applying to Health Canada to undertake clinical trials (commencing in 2021) of ibogaine for use in addiction treatment therapy.

P Squared Renewables Inc. (“PSQ”) is an arms-length Capital Pool Company listed on the TSX Venture Exchange (“TSXV”).

UI and PSQ entered into an Amalgamation Agreement in October 2020 providing for a merger of the two parties, which is intended to constitute PSQ’s “Qualifying Transaction” (the “QT”) for listing on the TSXV. The merger will result in a Reverse-Take-Over (“RTO”) of PSQ by UI and the public listing of UI.

PSQ (via a wholly owned subsidiary) is currently undertaking a private placement of up to \$6 million of Subscription Receipt Units (the “Offering”) as referenced herein.

The Offering is intended to close in conjunction with TSXV approval of the QT, which also involves the acquisition by UI of an initial addiction treatment clinic in Winnipeg.

(see PSQ’s SEDAR profile for prior News Releases and information on the proposed QT).



THE PROBLEM: ADDICTION (CLOSELY INTERTWINED WITH THE MENTAL HEALTH CRISIS)

2 HOURS

The average time that passes between deaths in Canada by illicit drug overdose.

1 IN 5

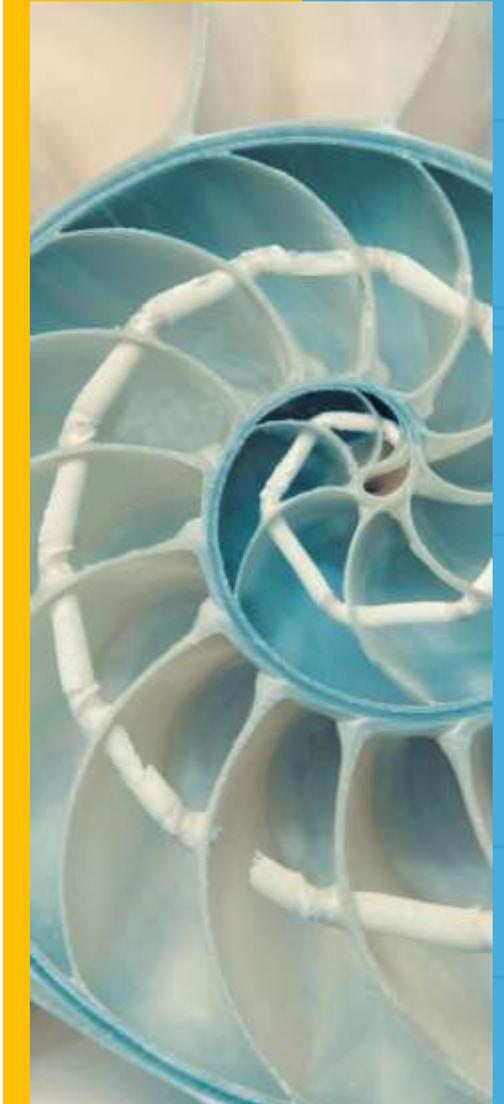
The number of Canadians who suffer from addiction in any given year.

50%

of Canadians will be affected by mental health issues by the age of 40 (many of these will have addiction issues).

93%

increase in overdose deaths amongst First Nations communities in BC (2019-2020).





THERAPEUTIC RESPONSES TO ADDICTION REMAIN INADEQUATE

Typical treatments are temporary,
Have low effectiveness and high relapse rates.

Current reliance on substitution therapies, with addictive properties. Lifelong recovery is possible. Psychedelic medicinal alternatives and therapeutic healing modalities make recovery enduring and sustainable.



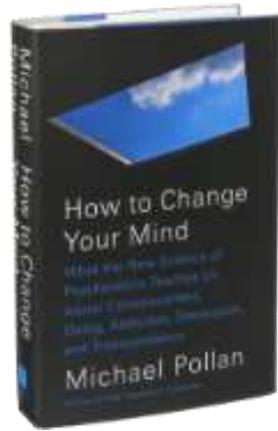
Example: Suboxone

> 90% failure rate

Rate of unsuccessful outcomes
(after Suboxone taper after a 12-week treatment)

“If we’re just substituting one opioid for another, we’re not moving the dial much”

- Tom Price, Former U.S. Secretary of HHS

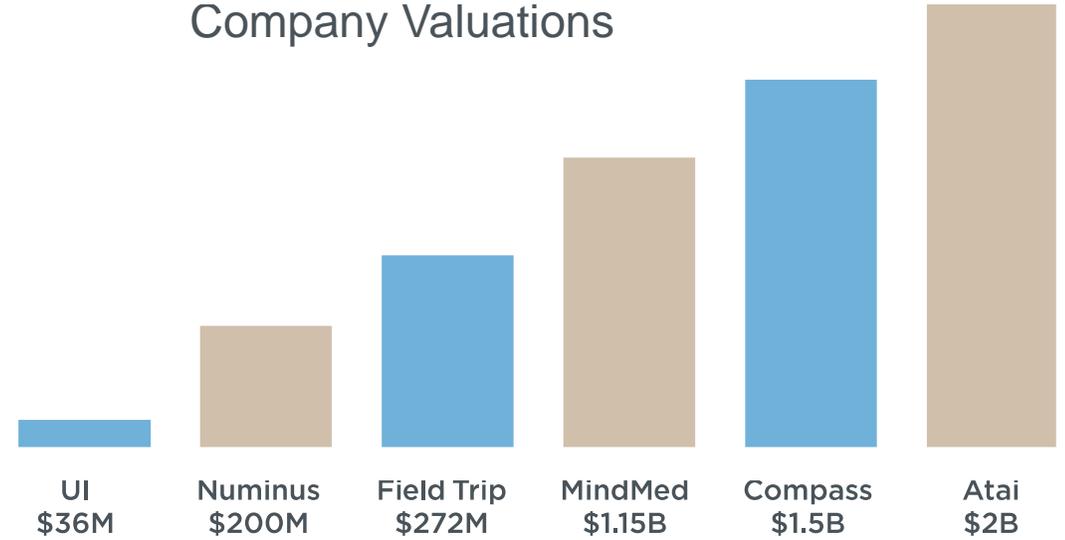


Widespread acknowledgement that psychedelics enhance treatment approaches to:

- Opioid Addiction
- Mental Illness
- Spiritual Development

Increasing awareness of psychedelics as an alternative to traditional medicinal approaches.

Company Valuations



Increased investment fueling the “next generation” of psychedelic medicines.



IBOGAINE: EFFICACY IN ADDICTION TREATMENT

- Ibogaine is a naturally-occurring molecule originally derived from the root bark of a shrub found in the Congo Basin.
- Powerful addiction-interrupting psychedelic.
- Regulates dopamine re-uptake and many other neurotransmitter systems.
- Metabolizes into Noribogaine, a serotonin re-uptake inhibitor that remains in the body for 1-4 months, eliminating addictive cravings.
- On path to medicalize globally this decade (currently on the Prescription Drug List in Canada).





IBOGAINE: SAFETY CONSIDERATION REQUIRING EXPERIENCED MANAGEMENT

- Clear Sky Cancun was founded in 2003 with more than 3500 treatments to date.
- Our licensing agreement with Clear Sky Cancun gives us exclusive rights to their safety protocol.
- Dr Alberto Sola has treated more people with ibogaine than anyone else in the world and sits on the Universal Ibogaine board.
- Clear Sky Cancun patient data will bolster the clinical development program.
- Clear Sky Cancun's track record supports the safety of ibogaine if administered by healthcare professionals in a medical setting.





OUR PATHWAY TO IBOGAIN

Universal Ibogaine

(Public Holding Company)

Clear Sky Recovery

(Brand and IP Ownership)

TRACK 1:

- Clinical Trials Approval in Canada.
- Clinical Trial Application leading to Phase 1-3 clinical trials in Canada.

TRACK 2:

Develop Holistic Psychotherapy Retreats in Canada & overseas.

- Canadian holistic retreats
- Exploring Ibogaine treatment centres in jurisdictions overseas (subject to legal considerations and securities regulatory approval)



HOLISTIC RECOVERY CLINICS: NEAR TERM IN CANADA

- Residential suburban/rural recovery centres
- Innovative non-psychedelic detox methods
- Residential aftercare post treatment
- Holistic treatment programs
- Revenue in year 1





IBOGAINE CLINICAL TRIALS

We are preparing our Clinical Trials Application which:

- Should be informed by the Clear Sky Cancun data and treatment protocol (more than 3,500 treatments to date).
- Is intended to be the basis for authorizing its medical use in Canada and ultimately other G7 countries.
- Will be led by a distinguished medical team and facilitated by experienced Clinical Research Organizations.
- Begins with Phase I: safety data in healthy adults.

Eight-year data protection period in Canada for innovative drugs; similar in other G7 countries.



FROM PRIVATE TO PUBLIC

Why go public now? To enable public participation in an ibogaine-focused company incorporating:

- Clinical trials for ibogaine in Canada toward medicalization.
- Innovative, pre-ibogaine, addiction treatment in Canada and potentially other G-7 jurisdictions.
- Exploration of potential for near-term ibogaine-based addiction treatments in jurisdictions which authorize such use.

How?

Planned go-public listing on TSXV by mid 2021 via RTO with P Squared Renewables (PSQ).

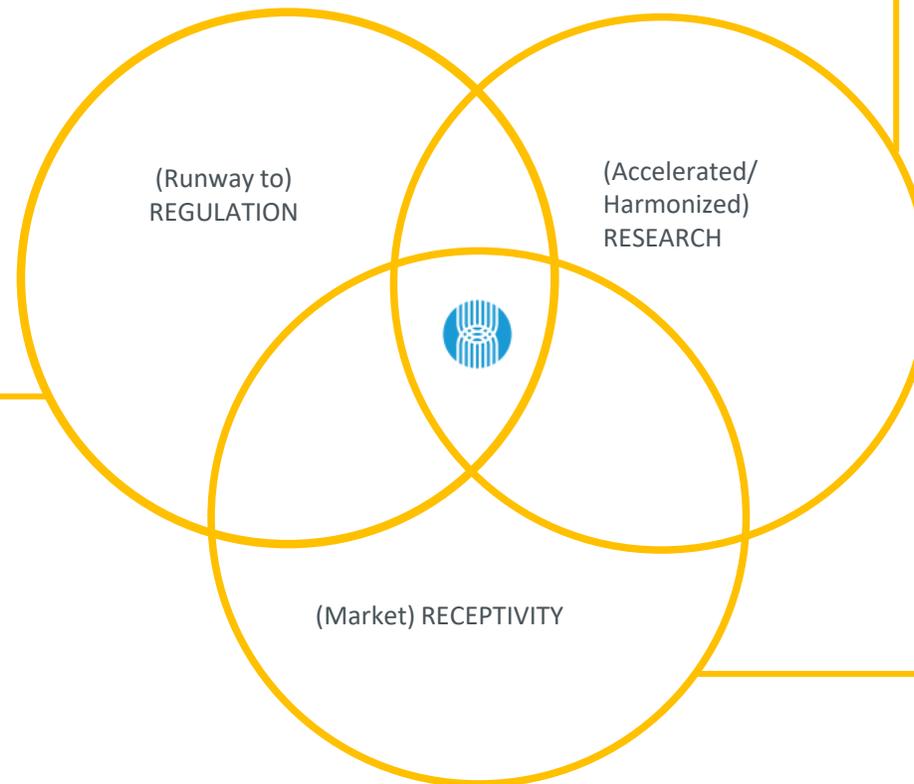




THE CANADA ADVANTAGE

Medicalized Ibogaine G7 country entry through Canada is driven by:

Faster potential runway to commercialization than the USA.



Canadian clinical trial infrastructure accessible to Universal Ibogaine and inspired by real world data amassed at Clear Sky.

Receptive environment for psychoactive product inclusion (cannabis medicalized earlier).



OUR ADDRESSABLE CANADIAN MARKET

Not just “junkies”...

1 IN 5

Canadians live with addiction each year.



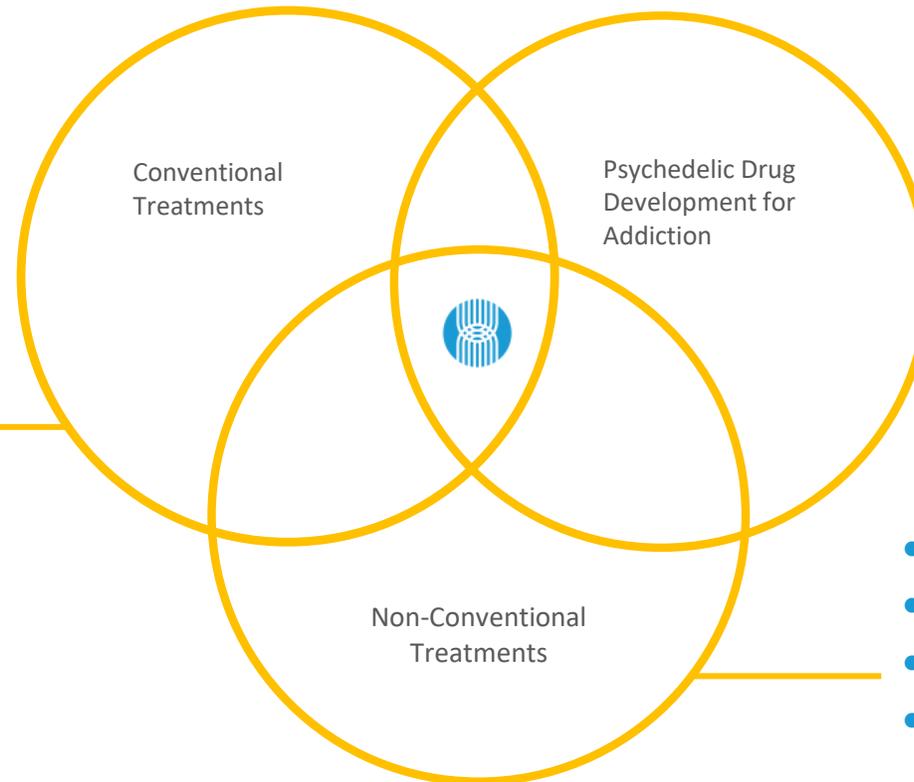


OUR COMPETITIVE EDGE

Clear Sky Recovery:

The leading brand combining the best of available addiction know-how with medicalized ibogaine.

- Atai/Compass Pathways
- Gilgamesh
- MindMed



- Sunshine Coast HC
- GreenStone
- Canadian Centre for Addictions
- Ledgehill

- Wholeness Clinic
- Field Trip
- Native Healing
- Numinus



OPERATIONAL BUILD OUT

2021

- Initial Clinic Acquisition (Manitoba).
- Phase 1 Clinical Trial Application.
- Clinics build-out in Canada.

2023

- Phase 2 Clinical Trial concluded.
- Clinics build-out in Canada, other G-7 and overseas.
- Phase 3 Clinical Program commencement.

2025

- Ibogaine medicalization in Canada.
- Roll-out into built-out clinics.
- Other G-7 country considerations.

2022

- Phase 1 Clinical Trial concluded.
- Phase 2 Clinical Trial Application.
- Clinics build-out in other G-7 and overseas.

2024

- Phase 3 Clinical Trials ongoing.
- Clinic build-out and model franchising in Canada, other G-7 and overseas.

CAPITAL RAISE AND PROPOSED USE OF FUNDS



<u>\$0.25 Units - Subscription Receipt Financing</u>	<u>Total</u>
\$ 6 million Unit offering - # of common share Units	24,000,000
	<i>(Dollars)</i>
Raise proceeds - maximum	6,000,000
Brokerage, legal & other costs	(730,000)
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Total net	5,270,000
Intended use of net proceeds	
Acquisition of initial clinic in Manitoba (including upgrades)	1,000,000
Clinical Development Program	2,000,000
Working capital	2,270,000
<hr/>	<hr/>
	5,270,000

UI is undertaking an RTO merger with P Squared Renewables Inc. ("PSQ") a TSXV listed company) by way of a Subscription Receipt Financing (\$2 million has been raised to date and is held in Escrow by PSQ).

CAPITAL STRUCTURE - SHARES ISSUED



		UI	PSQ	Pro Forma Total
Shares issued and outstanding	note 1)	128.9	12.1	141.0
Issuable on Liquidity Event under 2018 financing	note 2)	12.0		-
Proposed Subscription Receipt Financing (\$6 million)			24.0	12.0
Acquisition of Kelburn clinic (Manitoba)	note 3)	9.6		24.0
Pro forma totals		150.5	36.1	186.6

Notes:

- 1) includes 30 million shares issued to Clear Sky, 90% of which will be subject to future performance milestones.
- 2) estimated total for RTO closing by May 31, 2021.
- 3) acquisition to close with RTO approval.

CAPITAL STRUCTURE - ADDITIONAL SHARES RESERVED FOR ISSUE

<i>in # millions</i>	exercise price	post RTO term	UI	PSQ	\$6 million RTO Financing	Pro Forma Total
Options	\$ 0.10	most 2 years	3.8	1.1	-	4.9
Performance shares - Directors (time based vesting over 3 years)	n/a	n/a	2.4	-	-	2.4
Advisors warrants	\$ 0.25	Dec 31, 2024	10.0	-	-	10.0
Warrants issued with Units	note 1)	5 years	15.6	-	24.0	39.6
Warrants issuable on acquisition of Kelburn Clinic	note 1)	5 years	9.6	-	-	9.6
Warrants - broker (8%)					1.9	1.9
Pro Forma total			41.4	1.1	25.9	68.4

Notes:

1) exercise price of \$0.50 in year 1, escalating by \$0.25 per year to \$1.50 if exercised in year 5.



OUR LEADERSHIP TEAM

Dr Rami Batal - CEO

Dr. Rami Batal is a seasoned biopharmaceutical industry executive and a healthcare professional who has a passion for, and expertise and experience in, neuropsychiatry and mental health/behavioral health illnesses, including substance use disorders.

Greg Leavens - CFO

Greg Leavens, CPA CA - a Calgary based financial executive (past CFO and Controller roles) with 30 years experience in public accounting and industry, including the oil & gas exploration / production and service sectors. Greg started his career with KPMG, and has extensive experience in leadership, strategic planning, due diligence reviews, financing, forecasting, financial reporting, treasury and risk management, and regulatory compliance.

Richard Avis - Director of Operations

Richard Avis is a senior management executive with a 30-year strong background in start-up management and franchising. He most recently operated a Vancouver-based advisory firm specializing in the growth & profitability of franchise operations, including leadership mentoring, brand management and general marketing.



Shayne Nyquvest - Exec Chair & Founder

Shayne Nyquvest is the former Executive Vice President of Mackie Research Capital and a founding member of the Canaccord Genuity Group. Nyquvest can personally vouch for the transformational effects of ibogaine and aims to see this treatment adopted by the mainstream medical community as an answer to the opioid epidemic.



Chief Ian Campbell - Director

Chief Ian Campbell is a hereditary chief of the Squamish Nation located in Vancouver, British Columbia. He has served as an elected member of council since 2005, and was appointed as a Political Spokesperson in 2008. Since 1999 he has been the Cultural Ambassador and Negotiator for the Intergovernmental Relations Department of the Squamish Nation, advancing Aboriginal rights and title, while invigorating substantive economic opportunities through negotiations, collaboration, and partnerships.



Alberto Sola, MD - Co-Founder & President

Clear Sky Addiction Solution's President, Dr Sola is a thought leader in entheogenic treatment. He has the distinction of having treated more patients with ibogaine than any other person in the world and is head of operations at Clear Sky Recovery. Dr. Sola graduated from Universidad Anahuac. As the Medical Director of Amerimed, he opened four emergency hospitals for tourists in Puerto Vallarta, Cancun, and Cabo San



Robert Turner - Director

Mr. Turner is President of his own incorporated consulting firm and a Principal within Western Management Consultants (WMC). His consulting focus is providing guidance to Boards on their governance including proper CEO oversight. Mr. Turner brings experience as a CHRO in both the private and public sectors. Subsequently, he joined Mercer Canada as a Partner focused on consulting within Canadian health care. Robert has served on Universal Ibogaine's Advisory Board since December 2018. Robert has an ICD.D certification from Rotman Business School, an MBA from the Ivey Business School and a BSc (Biochemistry) from the University of Toronto. He serves on the Boards of two other corporations – one private and one not-for-profit.



Shabir Premji - Incoming Director

Shabir Premji is the Chairman and CEO of P Squared Renewables Inc., a TSXV listed company through which Universal Ibogaine will go public. He was Executive Chairman of Alberta Oilsands, a TSXV listed company that raised nearly a \$100 million in the capital markets and successfully found over 300 barrels of bitumen reserves, merged its Kenya mineral rights in Kenya into Africa Oil Inc., which successfully raised nearly \$1 billion and found major oil reserves in Kenya. He was a Senior Manager with KPMG prior to moving into managing commercial enterprises.



Securities legislation in certain of the provinces of Canada provides purchasers with rights of rescission or damages, or both, where an offering memorandum or any amendment to it 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 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. Each purchaser should refer to the provisions of the applicable securities legislation for the particulars of these rights or consult with a legal advisor. The following rights will only apply to a purchaser of securities of 1266855 B.C. Ltd. (a wholly owned subsidiary of P Squared Renewables Inc.)[] in the event that this corporate presentation is deemed to be an offering memorandum pursuant to applicable securities legislation in certain provinces of Canada and are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors: Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.



These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defenses upon which an issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Alberta and British Columbia and Québec Investors: By purchasing securities of the Company, purchasers in Alberta and British Columbia are not entitled to the statutory rights described above. [In consideration of their purchase of securities of the Company and upon accepting a purchase confirmation in respect thereof, such purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase securities of the Company.]

Ontario, New Brunswick, Nova Scotia and Saskatchewan Investors: The following is a summary of rights of rescission or damages, or both, available to purchasers resident in the province of Ontario, New Brunswick, Nova Scotia and Saskatchewan. If there is a misrepresentation herein and you are a purchaser under securities legislation in Ontario, New Brunswick, Nova Scotia and Saskatchewan you have, without regard to whether you relied upon the misrepresentation, a statutory right of action for damages, or while still the owner of the securities, for rescission against the Company, and in New Brunswick, Nova Scotia and Saskatchewan, a statutory right of action for damages against the directors of the Company. In Ontario, statutory rights of rescission or damages are not available if the purchaser is: (a) 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; (b) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services corporation, or league that, in each case, is authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction in Canada; (c) a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the Bank Act (Canada); (d) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada); or (e) a subsidiary of any person referred to in paragraphs (a), (b), (c) or (d), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of the subsidiary.

This statutory right of action is subject to the following: (a) if you elect to exercise the right of action for rescission, you will have no right of action for damages against the Company; (b) except with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission after 180 days from the date of the transaction that gave rise to the cause of action; (c) no action shall be commenced to enforce a right of action for damages after the earlier of (i) 180 days (with respect to purchasers resident in Ontario) or one year (with respect to purchasers resident in Saskatchewan and New Brunswick) after you first had knowledge of the facts giving rise to the cause of action and (ii) three years (with respect to purchasers resident in Ontario) or six years (with respect to purchasers resident in Saskatchewan and New Brunswick) after the date of the transaction that gave rise to the cause of action; (d) with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission or damages after 120 days from the date on which payment for the securities was made by you; (e) the Company will not be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (f) in the case of an action for damages, the Company will not 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 misrepresentations; and (g) in no case will the amount recoverable in such action exceed the price at which the securities were sold to you. The foregoing is a summary only and is subject to the express provisions of the Securities Act (Ontario), the Securities Act (New Brunswick), the Securities Act (Nova Scotia) and the Securities Act (Saskatchewan), and the rules, regulations and other instruments thereunder, and reference is made to the complete text of such provisions contained therein. Such provisions may contain limitations and statutory defences on which the Company may rely.

Manitoba, Newfoundland and Labrador, PEI, Yukon, Nunavut, and Northwest Territories Investors: In Manitoba, the Securities Act (Manitoba), in Newfoundland and Labrador the Securities Act (Newfoundland and Labrador), in Prince Edward Island the Securities Act (PEI), in Yukon, the Securities Act (Yukon), in Nunavut, the Securities Act (Nunavut) and in the Northwest Territories, the Securities Act (Northwest Territories) provide a statutory right of action for damages or rescission to purchasers resident in Manitoba, Newfoundland, PEI, Yukon, Nunavut and Northwest Territories, respectively, in circumstances where this presentation or an amendment hereto contains a misrepresentation, which rights are similar, but not identical, to the rights available to Ontario purchasers.

The statutory right of action described above is in addition to and without derogation from any other right or remedy at law.



Freedom From Addiction Is Possible



THANK YOU

www.ibogaineinc.com

Contact:
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