

TERM SHEET

NUMINUS WELLNESS INC.

Bought Public Offering of Units (the “Offering”)

A final short form base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the Provinces of Canada, other than Quebec.

Copies of the final short form base shelf prospectus may be obtained from Eight Capital at ecm@viitcapital.com.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final short form base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer:	Numinus Wellness Inc. (the “ Company ”)
Issue:	Treasury offering of 50,000,000 units (the “ Units ”). Each Unit shall be comprised of one common share of the Company (a “ Share ”), and one common share purchase warrant (a “ Warrant ”). Each Warrant shall entitle the holder thereof to purchase one Share at an exercise price of \$0.18, for a period of 24 months following the closing of the Offering.
Issue Price:	\$0.12 per Unit (“ Issue Price ”)
Issue Size:	\$6,000,000
Underwriters’ Option:	The Company has granted Eight Capital an option to purchase up to an additional 15% of the Units and/or the components thereof, at the Issue Price, exercisable in whole or in part at any time for a period of 30 days after and including the Closing Date.
Use of Proceeds:	The net proceeds of the Offering will be used for working capital and general corporate purposes.
Form of Underwriting:	Bought deal, subject to “material adverse change” out, “disaster” out, and “breach” out termination clauses.
Form of Offering:	Public offering in all provinces of Canada, excluding Quebec, by way of supplement to the Company’s base shelf prospectus. Private placement in the United States pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended. The Offering will also be made available to offshore investors pursuant to relevant prospectus or registration exemptions in accordance with applicable laws.
Listing:	The Company’s Shares trade on the Toronto Stock Exchange (the “ Exchange ”) under the symbol “NUMI”. The Company will use reasonable efforts to obtain the necessary approvals to list the Shares on the Exchange, which listing shall be a condition of closing.

- Eligibility:** The Units will be qualified investments under the *Income Tax Act (Canada)* for registered accounts.
- Underwriters:** Eight Capital and Stifel GMP, on behalf of a syndicate of underwriters
- Commission:** 6% cash commission and that number of compensation warrants equal to 6% of the number of Units sold pursuant to the Offering. Each compensation warrant will be exercisable into one Unit at the Issue Price for a period of 24 months following the Closing Date
- Closing Date:** On or about February 7, 2024