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**MIND CURE AND LNG ENERGY GROUP ENTER INTO ARRANGEMENT AGREEMENT WITH RESPECT TO PREVIOUSLY ANNOUNCED BUSINESS COMBINATION TRANSACTION**

VANCOUVER, BC, May 5, 2023 /CNW/ - Mind Cure Health Inc. (CSE: MCUR) (OTCQB: MCURF) (FRA: 6MH) (“**Mind Cure**”, the “**Company**” or the “**Resulting Issuer**” following the completion of the Proposed Transaction (as defined below)) and LNG Energy Group Inc. (“**LNG Energy**”) are pleased to provide an update on the previously announced binding letter of intent dated November 17, 2022. Effective as of the date hereof, Mind Cure and LNG Energy have entered into an arrangement agreement (the “**Arrangement Agreement**”), pursuant to which Mind Cure will acquire all of the issued and outstanding common share in the capital of LNG (each, an “**LNG Share**”) in exchange for the issuance of one (1) common share in the capital of the Resulting Issuer (each, a “**Resulting Issuer Share**”) for every one (1) LNG Share, by way of a plan of arrangement under the laws of British Columbia under the Supreme Court of British Columbia (the “**Proposed Transaction**”). In connection with the completion of the Proposed Transaction, the Company intends to delist from the Canadian Securities Exchange (the “**CSE**”) and list on the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”). Pursuant to the terms of the Arrangement Agreement, Mind Cure will effect a consolidation on the basis of one (1) post-consolidation common share in the capital of Mind Cure (“**Mind Cure Shares**”) for every six (6) pre-consolidation Mind Cure Shares (the “**Mind Cure Consolidation**”) as opposed to the previously announced 2.4 to one (1) consolidation.

In support of the Proposed Transaction, Mind Cure Shareholders holding 6,209,889 Mind Cure Shares (on a post-Mind Cure Consolidation basis) representing approximately 40% of the issued and outstanding Mind Cure Shares, entered into voting, lock-up and support agreements in which their Resulting Issuer Shares will be subject to the Mind Cure Lock-Up (as defined herein) and in which they have agreed to vote their Mind Cure Shares for any shareholder resolutions in connection with the Proposed Transaction. All subscribers of Mind Cure Units (as defined below) will also be subject to the Mind Cure Lock-Up.

**Mind Cure**

Mind Cure was incorporated under the laws of the Province of British Columbia on March 6, 2020, and has a head office in Vancouver, British Columbia. The Mind Cure Shares as well as certain of the common share purchase warrants of Mind Cure (the “**Mind Cure Warrants**”) are currently listed on the CSE. Mind Cure is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland.

**LNG Energy and LEC**

LNG Energy was incorporated under the laws of the Province of Ontario on September 7, 2022 under the name “LNG Energy Inc.” The articles of incorporation of LNG Energy were amended on October 2, 2022 to change the name of LNG Energy to “LNG Energy Group Inc.” LNG Energy has a head office in Toronto, Ontario. LNG Energy is a private company and no public market exists for the LNG Shares.

LNG Energy is a production, exploration and development company focused on natural gas projects in South America. Following the completion of the Proposed Transaction, LNG Energy will own the Assets (as defined below) through its wholly-owned subsidiary, Lewis Energy Colombia, Inc. (“**LEC**”) which will comprise its principal business.

Pursuant to Policy 5.2 of the TSXV, the following tables set forth selected consolidated audited financial information for LNG Energy for the period from incorporation on September 7, 2022 and ended December

31, 2022. The financial information has been prepared in accordance with International Financial Reporting Standards.

	<b>Period from incorporation on September 7, 2022 ended December 31, 2022 (audited)</b>
Revenue	\$nil
Total Expenses	\$608,943
Net loss	(\$608,943)
Total Assets	\$3,624,265
Total Liabilities	\$608,943
Shareholders' Equity	\$3,015,682

*Description of the Assets*

Upon closing of the LEC Acquisition (defined below), through its newly acquired wholly-owned subsidiary, LNG Energy will own and operate oil and gas assets in the SSJN-1 Block, the SSJN-3-1 Block, the VIM-41 Block and the VIM-42 Block, located on the north coast of Colombia. LNG Energy will also own a non-operated interest in oil and gas assets in the Perdices Block. LEC has a 50% working interest in the SSJN-1 Block, the SSJN-3-1 Block, the Perdices Block and the VIM-42 Block and a 100% working interest in the VIM-41 Block (collectively, the “Assets”). The LEC Acquisition is scheduled to close concurrently with the debt financing and the satisfaction or waiver of the Escrow Release Conditions (defined below) pertaining to the Concurrent Financing (as defined below).

DeGolyer and MacNaughton prepared a report entitled “*Report as of December 31, 2022 on Reserves and Revenue and Contingent Resources and Potential Revenue of the SSJN-1 and VIM-41 Blocks in Colombia with interests attributable to Lewis Energy Colombia, S.A. Technical Report NI 51-101*” dated effective December 31, 2022, evaluating LEC’s interest in the reserves in the SSJN-1 Block and VIM-41 Block, a copy of which will be posted to the Company’s issuer profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

It is expected that the Resulting Issuer will qualify as a “Tier 1” Oil and Gas (Exploration or Producing) issuer under the policies of the TSXV upon completion of the Proposed Transaction.

**Proposed Transaction Summary**

On November 18, 2022, Mind Cure announced its intent to effect the Proposed Transaction, as described in two news releases dated November 18, 2022. The Arrangement Agreement sets out the structure of the Proposed Transaction by way of a plan of arrangement to be effected under the laws of British Columbia through the Supreme Court of British Columbia, pursuant to which, among other things, (i) Mind Cure will effect the Mind Cure Consolidation; (ii) Mind Cure shall effect a name change to such name as may be acceptable to the Exchange and LNG Energy; (iii) Mind Cure will acquire all of the issued and outstanding LNG Shares in exchange for the issuance of one (1) Resulting Issuer Share for every one (1) LNG Share, resulting in LNG Energy becoming a wholly-owned subsidiary of Mind Cure; (iv) Mind Cure shall adopt new articles of incorporation; (v) Mind Cure shall set the number of directors on its board to five; (5) and replace its current board members and officers and, following the completion of the Proposed Transaction

(vi) the Resulting Issuer shall continue into the province of Ontario; and (vii) the Resulting Issuer will carry on the businesses currently carried on by LNG Energy.

In connection with the Proposed Transaction, LNG Energy and Mind Cure are seeking to apply to the Exchange to list the Resulting Issuer Shares on the Exchange, as well as the LNG Subscription Receipt Warrants (as defined below) and will apply to delist the Mind Cure Shares and its common share purchase warrants (“**Mind Cure Warrants**”) from the CSE.

The closing of the Proposed Transaction is subject to the approval of the Exchange, and is also subject to certain other additional conditions precedent, including, but not limited to: (i) the absence of any material change or change in a material fact which might reasonably be expected to have a material adverse effect on the financial and operational conditions or the assets of each of the parties to the Arrangement Agreement; and (ii) certain other conditions typical in a transaction of this nature.

Subject to obtaining Exchange approval and the issuance of a final order by the Supreme Court of British Columbia, the Proposed Transaction will be effected pursuant to the *Business Corporations Act* (British Columbia). Pursuant to the Arrangement Agreement, Mind Cure will acquire all of the issued and outstanding LNG Shares as follows:

- (a) notwithstanding any vesting or exercise provisions to which each option of Mind Cure (each, a “**Mind Cure Option**”) and each Mind Cure Warrant might otherwise be subject, each Mind Cure Option and Mind Cure Warrant shall be cancelled for no additional consideration;
- (b) each Mind Cure Share shall be subject to an escrow arrangement or a contractual hold period and corresponding resale restrictions, in a form acceptable to Mind Cure, pursuant to which such securities may not be sold, assigned, transferred, hypothecated or otherwise disposed of in any manner whatsoever and shall be released pursuant to the following schedule:
  - (i) 25% of such Mind Cure Shares shall be released from the resale restrictions on the date of the final bulletin of the Exchange for the listing of the Resulting Issuer Shares (the “**Final Bulletin Date**”); and
  - (ii) 25% of such Mind Cure Shares shall be released from the resale restrictions on each of the days that is three, six and nine months after the Final Bulletin Date,provided that such resale restrictions shall be subject to customary exemptions;
- (c) each Mind Cure Share held by a dissenting Mind Cure shareholder shall be cancelled;
- (d) the Units (as defined below) shall be converted in accordance with their terms into LNG Shares and LNG Subscription Receipt Warrants (as defined below);
- (e) LNG Energy shareholders will receive one (1) Resulting Issuer Share for every one (1) LNG Share held by such LNG Energy shareholder immediately prior to the Proposed Transaction becoming effective;
- (f) all LNG Shares exchanged for Resulting Issuer Shares shall be cancelled without any repayment of capital in respect thereof;

- (g) each common share purchase warrant of LNG Energy (“**LNG Warrants**”) outstanding immediately prior to the Proposed Transaction becoming effective will become exercisable for Resulting Issuer Shares on economically equivalent terms; and
- (h) each broker warrant of LNG Energy outstanding immediately prior to the Proposed Transaction becoming effective will become exercisable for Resulting Issuer Shares on economically equivalent terms.

Upon completion of the Proposed Transaction, the Resulting Issuer shall continue from British Columbia into the province of Ontario. LNG Energy will be a wholly-owned subsidiary of the Resulting Issuer and LEC will be a wholly-owned subsidiary of LNG Energy.

The terms of the Arrangement Agreement were negotiated through arm’s length negotiations between the board of directors and management of each of Mind Cure and LNG Energy.

**Escrow and Lock-Up Arrangements**

Following the completion of the Proposed Transaction, the following Resulting Issuer Shares and LNG Warrants will be subject to resale, escrow or pooling restrictions.

Resulting Issuer Shares held by former Mind Cure Shareholders	19,477,968 <sup>(1)</sup>	25% of such Resulting Issuer Shares shall be released from lock-up on the Final Bulletin Date; 25% of such Resulting Issuer Shares shall be released from the lock-up on each of the days that is three, six and nine months after the Final Bulletin Date (the “ <b>Mind Cure Lock-Up</b> ”).
Resulting Issuer Shares issued to former LNG Shareholders	25,800,001	(a) TSXV Tier 1 Value Security Escrow, with 25% of such Resulting Issuer Shares being released from lock-up on the Final Bulletin Date and 25% of such Resulting Issuer Shares being released from the lock-up on each of the days that is six, twelve and eighteen months after the Final Bulletin Date (“ <b>TSXV Escrow</b> ”); and  (b) Lock-up restrictions expiring one (1) year after the Final Bulletin Date.
Resulting Issuer Shares issued to Lewis Energy Group in connection with the LEC Acquisition	54,292,000 <sup>(2)</sup>	(a) TSXV Escrow; and

<sup>1</sup> Assumes that: (i) 3,333,333 Mind Cure Units (on a post-Mind Cure Consolidation basis) will be issued; (ii) the Concurrent Financing was fully subscribed and that the over-allotment option was not exercised and (iii) each of the 493,581 Mind Cure DSUs currently outstanding will have been settled for Mind Cure Shares in advance of the Proposed Transaction. Figures provided for contextual purposes and remain subject to change.

<sup>2</sup> Assumes 54,292,000 Resulting Issuer Shares to be issued to Lewis Energy Group pursuant to the LEC Agreement, being U.S.\$20 million Resulting Issuer Shares issued at a price of \$0.50 per Resulting Issuer Share, calculated using the Bank of Canada daily exchange rate of U.S.\$1.00 = CDN\$1.3573.

		(b) Lock-up restrictions expiring one (1) year after the closing date of the Proposed Transaction.
Resulting Issuer Shares issued to former LNG Shareholders (excluding any Resulting Issuer Shares issued to former holders of LNG Subscription Receipts)	10,875,411	(a) Lock-up restrictions expiring one (1) year after the Final Bulletin Date; and  (b) TSXV Seed Share Resale Rules, currently to be made subject to a four-month hold with 20% released each month.
LNG Warrants (excluding any LNG Subscription Receipt Warrants)	10,875,411	Lock-up restrictions expiring one (1) year after the Final Bulletin Date of the Proposed Transaction.
Resulting Issuer Share purchase warrants held by subscribers under the Mind Cure private placement	1,666,666	Mind Cure Lock-Up.
LNG Warrants held by insiders	1,000,000	(a) TSXV Escrow; and  (b) Lock-up restrictions expiring one (1) year after the Final Bulletin Date.

### **Concurrent Financing**

Pursuant to the terms of an engagement letter dated April 3, 2023, between LNG Energy and Canaccord Genuity Corp. (the “**Canaccord**”), LNG Energy has launched a brokered private placement of subscription receipts of LNG Energy (the “**Subscription Receipts**”) for aggregate gross proceeds of at least \$25,000,000 (the “**Offering**”). Canaccord, Eight Capital (“**Eight**”) and Haywood Securities Inc. are acting together as agents (the “**Agents**”) for the Concurrent Financing who will enter into an agency agreement with LNG Energy (the “**Agency Agreement**”). Canaccord, together with Eight, will act as co-lead and co-bookrunner for the Concurrent Financing as will be set out in the Agency Agreement.

Pursuant to the Concurrent Financing, LNG Energy will issue an aggregate of at least 50,000,000 Subscription Receipts at a price of \$0.50 per Subscription Receipt. Each Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, for one unit (each, a “**Unit**”), each comprised of one LNG Share and one common share purchase warrant (each, an “**LNG Subscription Receipt Warrant**”) to be issued pursuant to a warrant indenture to be entered into between LNG Energy and Computershare Investor Services Inc. (“**Computershare**”) (the “**Warrant Indenture**”), subject to adjustment in certain events, immediately upon the satisfaction or waiver of the escrow release conditions set forth in the subscription receipt agreement (the “**Subscription Receipt Agreement**”) to be entered into among Computershare, LNG Energy, Mind Cure and Canaccord (the “**Escrow Release Conditions**”). Each LNG Subscription Receipt Warrant underlying the Subscription Receipts will be exercisable at \$0.60 per warrant for a period of three (3) years following the date on which the Escrow Release Conditions are satisfied.

If, following the completion of the Proposed Transaction, the closing price of the Resulting Issuer Shares on the Exchange is higher than \$1.50 on each of twenty (20) trading days within any thirty (30) day trading period, the Resulting Issuer may, by notice to holders of the LNG Subscription Receipt Warrants (the “**Acceleration Notice**”) accelerate the expiry date of all of the LNG Subscription Receipt Warrants to not earlier than the date that is thirty (30) days following the delivery of such Acceleration Notice. Provided

that it is not prohibited by the rules and policies of the Exchange or any other stock exchange upon which the Resulting Issuer Shares are then listed, the Resulting Issuer may also require (as may be set out in the Acceleration Notice) that any LNG Subscription Receipt Warrants exercised following the delivery of the Acceleration Notice are to be exercised by means of Cashless Exercise (as defined herein).

Upon exercise of the LNG Subscription Receipt Warrants, and in all instances of an exercise of any LNG Subscription Receipt Warrants following the Resulting Issuer requiring so under the Acceleration Notice (subject to the below provisions), the holder of an LNG Subscription Receipt Warrant being exercised shall be entitled to receive that number of Resulting Issuer Shares that is the equal to the quotient obtained by dividing:

- A. the product of the number of LNG Subscription Receipt Warrants being exercised multiplied by the difference between the VWAP (as defined below) of the Resulting Issuer Shares and the exercise price of the LNG Subscription Receipt Warrants; by
- B. the VWAP of the Resulting Issuer Shares (the result of such calculation being the “**Cashless Exercise**”),

provided that, in all instances of an exercise of any LNG Subscription Receipt Warrants following the Resulting Issuer requiring so under the Acceleration Notice, the calculation in (A) above will be the product of the number of LNG Subscription Receipt Warrants being exercised multiplied by the difference between the lower of \$1.50 and the VWAP (subject to the applicable maximum discount permitted pursuant to Exchange policies) of the Resulting Issuer Shares and the exercise price of the LNG Subscription Receipt Warrants.

“**VWAP**” means the volume weighted average trading price of the Resulting Issuer Shares on the Exchange calculated by dividing the total value by the total volume of such securities traded for the twenty (20) trading days immediately preceding the exercise of a Resulting Issuer.

LNG Energy also provided the Agents with an option exercisable at any time up to forty-eight (48) hours prior to the closing time of the Concurrent Financing, to sell at a price of \$0.50 per Subscription Receipt up to such number of additional Subscription Receipts as is equal to 15% of the number of Subscription Receipts sold under the Concurrent Financing.

In connection with the Concurrent Financing, the Agents will receive a cash commission equal to 6.0% of the aggregate gross proceeds raised in the Concurrent Financing and such number of Broker Warrants as is equal to 6.0% of the total number of Subscription Receipts issued under the Concurrent Financing, provided that the Agents’ cash commission is to be reduced to 3.0% of the aggregate gross proceeds and the Broker Warrants is to be reduced to 3.0% of the total number of LNG Subscription Receipts in respect of certain president’s list purchasers designated by LNG Energy. Each Broker Warrant is exercisable at a price of \$0.50 per LNG Share to acquire one LNG Share and one LNG Subscription Receipt Warrant for a period of twenty-four (24) months following the date on which the Escrow Release Conditions are satisfied.

LNG Energy intends to apply the proceeds of the Concurrent Financing to the LEC Acquisition (as defined below) and for general corporate purposes of the Resulting Issuer.

The Concurrent Financing is expected to close on or about May 23, 2023.

### **LEC Acquisition**

In connection with the Proposed Transaction, LNG Energy entered into an agreement with Lewis Energy Group, L.P. (“**Lewis Energy Group**”) whereby LNG Energy agreed to acquire all of the issued and

outstanding shares in the capital of LEC (the “**LEC Acquisition**”). LEC holds the beneficial title to certain oil and gas interests as described in the Reserves Report (the “**Assets**”).

Pursuant to the terms of the LEC Agreement, LNG Energy and its founding shareholders entered into a voting agreement with certain shareholders of the Resulting Issuer (the “**Voting Agreement**”). Pursuant to the Voting Agreement, LNG Energy shall nominate and all shareholders who are party to the Voting Agreement shall vote in favour of (i) Lewis Energy Group’s two director nominees for so long as Lewis Energy Group owns or controls any Resulting Issuer Shares and (ii) two director nominees nominated by the founding shareholders of LNG Energy for so long as such founding shareholders own or control LNG Shares. Following Closing, Lewis Energy Group will own approximately 34% of the issued and outstanding LNG Shares on a non-diluted basis.

### **Debt Financing**

LNG Energy, or a wholly-owned subsidiary thereof, intends to enter into a credit agreement in respect of a five-year senior secured credit facility in aggregate principal amount of U.S.\$70,000,000 (the “**Credit Agreement**”).

### **Capitalization of the Resulting Issuer**

As at the date hereof:

- Mind Cure has 15,651,054 Mind Cure Shares, 750,000 Mind Cure Options, 3,194,091 Mind Cure Warrants listed on the CSE, 341,673 compensation warrants and 493,581 Mind Cure DSUs (each, on a post-Mind Cure Consolidation basis), issued and outstanding; and
- LNG Energy has 36,675,412 LNG Shares and 11,875,411 LNG Warrants issued and outstanding.

Upon completion of the Proposed Transaction, the LEC Acquisition and the Concurrent Financing, it is anticipated that there will be an aggregate of up to 160,445,380<sup>(1)</sup> Resulting Issuer Shares issued and outstanding and additional securities convertible into or exercisable to acquire 69,542,077 Resulting Issuer Shares. The foregoing capitalization is subject to revision based upon the final size of any financing of the Resulting Issuer.

### **Sponsorship**

Canaccord, as co-lead agent under the Concurrent Financing, has agreed to act as sponsor in connection with the Proposed Transaction, subject to completion of satisfactory due diligence. An agreement to sponsor should not be construed as any assurance with respect to the merits of the Proposed Transaction or the likelihood of completion thereof.

### **Shareholder Information**

Each of Mind Cure and LNG Energy will also obtain approval of its shareholders authorizing the Proposed Transaction and ancillary corporate matters by way of shareholder resolutions approved at a meeting of shareholders, in the case of Mind Cure, and unanimous shareholder approval, in the case of LNG Energy. The Proposed Transaction will have a deemed price of \$0.50 per Resulting Issuer Share.

The Proposed Transaction should not be considered to be a Related Party Transaction as defined in the policies of the TSXV or a Related Party Transaction within the meaning of National Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

### **Filing Statement**

In connection with the Proposed Transaction and pursuant to the requirements of the TSXV, Mind Cure and LNG Energy will file a filing statement on Mind Cure's issuer profile on SEDAR ([www.sedar.com](http://www.sedar.com)), which will contain details regarding the Proposed Transaction, the Concurrent Financing, Mind Cure, LNG Energy and the Resulting Issuer. Additionally, a copy of the Arrangement Agreement will be available for review under Mind Cure's issuer profile on SEDAR.

### **Directors and Officers**

Subject to applicable shareholder and TSXV approval, it is anticipated that the Resulting Issuer's board of directors will be reconstituted to include Messrs. Pablo Navarro, Michael Galego, Stan Jumper, Al Holcomb and Jeff Agosta who will remain until the next annual general meeting of the Resulting Issuer. Management of the Resulting Issuer will consist of Pablo Navarro, Chief Executive Officer, Angel Roa, Chief Financial Officer, Nicolas Ziperovich, Chief Operating Officer and Michael Galego, Chief Legal Officer.

#### **Pablo Navarro – Chief Executive Officer and Director**

Mr. Pablo Navarro is an experienced deal maker in the energy sector, having executed over U.S.\$150 billion in capital markets and mergers & acquisitions (M&A) transactions, across North America, South America, Africa and Europe.

Mr. Navarro began his career in the energy sector with BP and subsequently worked with Citigroup's Global Energy Investment Banking Group and Bank of America Securities, where he was the Global Head of Oilfield Services and Latin America Energy Investment Banking until August of 2022. He is currently a Senior Advisor with BDA Partners, a global investment banking advisor for Asia.

Mr. Navarro has an MBA degree from NYU's Stern School of Business and a BSc in Economics from the Universidad Catolica Andres Bello in Venezuela.

#### **Michael Galego – Chief Legal Officer, Corporate Secretary and Director**

Mr. Galego is an executive, lawyer and corporate director with extensive M&A and corporate finance experience. Mr. Galego is currently CEO of Apolo Capital Advisory Corp. and sits on the board of directors of several public and private companies. Mr. Galego has been the co-founder of several businesses, including ICC Labs, Terrace Global and several other TSXV listed companies. Mr. Galego was previously the CEO of the Stronach Group, Agricultural Division and an advisor to Mr. Frank Stronach. Mr. Galego was named to Lexpert's Top 40 Under 40 and is a member of the Institute of Corporate Directors and the TSXV Ontario Local Advisory Committee.

#### **Angel Roa – Chief Financial Officer**

Mr. Angel Roa is an economic and finance expert with international experience in Strategic Planning, Business Development, Start Ups, Innovation, M&A, Accounting, Performance Management and Control.

He has led important projects for clients, investor or as an entrepreneur in several start up and joint venture projects in Mexico, Colombia and Venezuela in areas such as Energy, Technology and Consumer Markets.

Prior, Mr. Roa worked as the Chief Financial Officer for British Petroleum Americas in the Downstream business, Commercial Manager for BP's Upstream Projects in Venezuela, International consultant for Latin

America projects for Louis Berger International in Washington DC, Senior Planner and Financial Advisor for Massport in Boston Mass. and Portfolio Manager for State Street Bank in its early career.

Mr. Roa has a Bachelor in Finance and Management from UMASS, a Marketing degree from Newbury College, Boston and courses in portfolio management and strategy at Harvard.

**Nicolas Ziperovich – Chief Operating Officer**

Mr. Nicolas Ziperovich is an energy enthusiast with more than twenty years of experience throughout the oil and gas industry. He has a unique combination of field and technical experience, business development, and strategic planning. He started his career in Repsol-YPF in Argentina in 2000, and held a number of technical positions in Venezuela. He subsequently joined Pluspetrol in 2004 until 2020 when he left to pursue a MBA at Stanford. Mr. Ziperovich turned around an environmentally and socially complex business in Peru being the GM of Pluspetrol's oil assets. He created the first portfolio of assets and strategic plan of the company.

Mr. Ziperovich is a Sloan Fellow at Stanford GSB and has a Master's Degree in Oil and Gas technology plus a degree in Petroleum engineering that complement his strong background in international business development and M&A. International work experience in projects in North Africa, South, and North America.

**Stan Jumper – Independent Director**

Mr. Jumper has been the Vice President, Exploration and Development at Lewis Energy Group for more than 30 years. In that role, he presides over geological well location approvals, prospect development and new exploration ventures. Mr. Jumper holds an MBA (Executive Management Studies) from Southern Methodist University, a MS (Geology) from The University of Texas at Arlington and a BS (Geology) from Texas A&M University.

**Al Holcomb – Independent Director**

Mr. Holcomb has been the Vice President of Acquisition and Divestitures at Lewis Energy Group for 18 years. Prior to that role, Mr. Holcomb was a partner at Schoenbaum, Curphy & Scanlan where he practiced law in the fields of tax, estate planning, energy and general corporate matters. Mr. Holcomb holds a Masters of Law (Taxation) from New York University, a J.D. from St. Mary's University School of Law and a B.A. (Finance) from the University of Texas at Austin.

**Jeff Agosta – Independent Director**

Mr. Agosta is the Co-Chief Investment Officer at 1852 Capital. Previously, Mr. Agosta was the CFO of Tug Hill Operating, the CFO of Ascent Resources, the CFO of Devon Energy and started his career at KPMG LLP as an accountant. Mr. Agosta is a CPA and obtained his Bachelors Degree in Accounting from the University of Oklahoma.

**Principals**

It is not anticipated that any person will own of record or beneficially, directly or indirectly, or exercise control or direction over, more than 10% of the Resulting Issuer Shares following the completion of the Transactions other than Lewis Energy Group, a Cayman Islands entity, pursuant to the LEC Acquisition.

### **Auditor**

Following the completion of the Proposed Transaction, the auditors of the Resulting Issuer will be MNP LLP, Chartered Professional Accountants.

### **Trading in Mind Cure Securities**

Trading in the Mind Cure Shares and Mind Cure Warrants has been halted since November 18, 2022 in compliance with the policies of the CSE. Trading in the Mind Cure Shares and Mind Cure Warrants will remain halted pending the review of the Proposed Transaction by the TSXV and satisfaction of the conditions of the TSXV for listing. It is likely that trading in the Mind Cure Shares and Mind Cure Warrants will not resume prior to the closing of the Proposed Transaction.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

Cassels Brock & Blackwell LLP acts as Canadian legal counsel to LNG Energy. Farris LLP acts as legal counsel to Mind Cure. The Agents are being represented by Wildeboer Dellelce LLP.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable, disinterested shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of both Mind Cure and LNG Energy should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

### **Mind Cure Private Placement**

Mind Cure also announced that it closed the first tranche of its previously announced non-brokered private placement of units (each, a “**Mind Cure Unit**”) at price of \$0.30 per unit (on a post-Mind Cure Consolidation basis). The Company issued 3,100,000 Mind Cure Units for gross proceeds of \$930,000. Each Mind Cure Unit consists of one Mind Cure Share and one-half of one share purchase warrant, with each whole share purchase warrant entitling the holder to acquire an additional Mind Cure Share at a price of \$0.42 (on a post-Mind Cure Consolidation basis) per share for a period of five years from closing. All securities issued pursuant to this offering will be subject to a statutory hold period of four months and a day hold from the date of closing and a contractually agreed hold period pursuant to which 25% of such securities will be released upon the issuance of the Final Exchange Bulletin, and another 25% of such securities will be released on the third, sixth and nine month anniversary thereof.

### **About LNG Energy Group Inc.**

LNG Energy is a private company focused on the acquisition of natural gas production and exploration assets in Latin America. For more information, please visit [www.lngenergygroup.com](http://www.lngenergygroup.com).

## **About Mind Cure Health Inc.**

Mind Cure was historically a life sciences company focused on innovating and commercializing new ways to promote healing and improve mental health.

On Behalf of the Board of Directors  
Philip Tapley, CEO  
Phone: 1-888-593-8995

*The CSE has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Regulation Service Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

## **Forward-Looking Information**

This news release contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Mind Cure and LNG Energy with respect to future business activities and operating performance. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions and includes information regarding: (i) expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, or the timing for completing the Proposed Transaction, and (ii) expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Mind Cure and LNG Energy’s respective management’s expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Mind Cure and LNG Energy believe that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Resulting Issuer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Proposed Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; applicable parties entering into lock-up and resale restriction arrangements on the terms disclosed herein; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; and the diversion of management time on the Proposed Transaction. This forward-looking information may be affected by risks and uncertainties in the business of Mind Cure and LNG Energy and market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Mind Cure and LNG Energy have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Mind Cure and LNG Energy do not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

All information contained in this news release with respect to Mind Cure and LNG Energy (or Lewis Energy Group) was supplied by the Mind Cure or LNG Energy respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.