

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under § 240.14a-12

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MIND MEDICINE (MINDMED) INC.  
(Name of Registrant as Specified In Its Charter)

FCM MM HOLDINGS, LLC  
JAKE S. FREEMAN  
CHAD BOULANGER  
DR. SCOTT FREEMAN  
DR. FARZIN FARZANEH  
VIVEK JAIN  
ALEXANDER J. WODKA

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(Name of Persons(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

FCM MM Holdings, LLC, a Wyoming limited liability company, together with the other participants in its solicitation (collectively, "FCM"), has filed a definitive proxy statement and accompanying **BLUE** proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2023 annual general meeting of shareholders of Mind Medicine (MindMed) Inc., a British Columbia corporation.

Item 1: On June 6, 2023, FCM posted the following materials on various social media platforms:

u/troopnow Promoted

Upcoming Shareholder Meeting— Click to find out what's up for vote. 🗳️

**Vote Your MindMed Stock**

Last day to vote your SMNMD shares digitally is June 12th, 2023

troop.com [Learn More](#)

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u/troopnow Promoted

Upcoming Shareholder Meeting— Click to find out what's up for vote. 🗳️

## Vote Your MindMed Shares

Last day to vote your \$MNMD shares digitally is June 12th, 2023

troop.com

Learn More

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u/troopnow Promoted

Upcoming Shareholder Meeting— Click to find out what's up for vote. 🗳️

## Upcoming MindMed Shareholder Meeting

Last day to vote your \$MNMD shares digitally is June 12th, 2023

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# MindMed activist slams proxy advisor as blind to patient safety

 Mind Medicine Inc



Details

 Discussion

**FCM MM Holdings LLC** is an activist investment group with a 3.5% stake in **Mind Medicine Inc.**, a psychedelic pharmaceutical company.

## What Happened

FCM defended its board nominees and strategic plan in a statement today attacking the proxy advisor Institutional Shareholder Services. ISS has recommended that MindMed shareholders vote for all six of the company's own director candidates, rather than FCM's nominees.

## What to Know

FCM, led by MindMed's co-founder and former chief medical officer, is urging shareholders that board changes are necessary for the company to safely and efficiently bring novel mental health treatments to market. The activist group has criticized current management for the dosing of trial patients at levels deemed unsafe by the FDA, among other reasons.

ISS' recommendation "ignore(s) the Board's failed clinical strategy that continues to destroy shareholder value" and "turns a blind eye to ... actions that we believe jeopardized patient safety," the group writes. FCM argues that without new leadership MindMed will run out of money in 2024 and inevitably dilute shareholders' outstanding stock to fill the holes.

Read FCM's response to ISS' recommendation [here](#). This is not a solicitation.



**FCM vs. MindMed**

3 campaign updates

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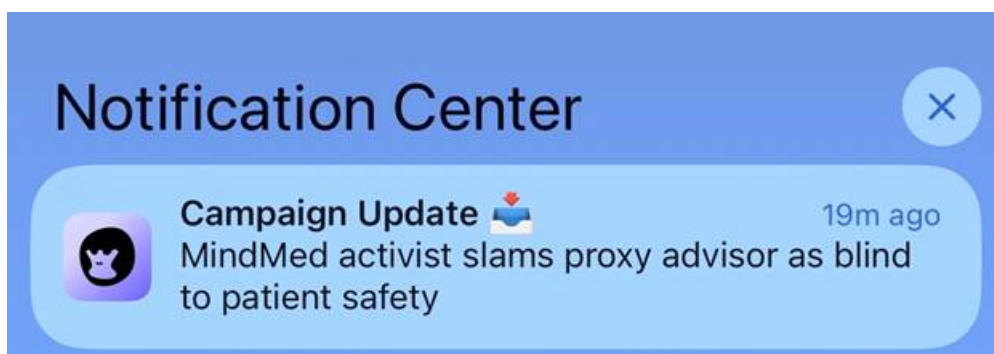


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[MNMD troop.com/posts/rfqda878ho?...](https://www.facebook.com/MNMD.troop.com/posts/rfqda878ho?...)





Item 2: On June 6, 2023, FCM posted a video on Facebook, Instagram, TikTok and YouTube concerning the Company. A transcript of the video is pasted below.

#### Dr. Scott Freeman's Plans For Mind Medicine, SMNMD

This is not solicitation.

This company could have the first FDA approved psychedelic medicine available to the public, but a group of shareholders are not happy with the current leadership.

Mind Medicine is a medical research company that develops psychedelic therapies to address addiction and mental illness.

The company's stock drastically fell, and a group of shareholders are dissatisfied with overall performance.

Now, the activist group, FCM, who has over a 5.6% ownership of the company, has launched a battle to take over Mind Medicine.

FCM is claiming that the current leadership of Mind Medicine is hurting the chances of taking these treatments for anxiety and addiction to-market.



They're arguing that the leader of FCM, Dr. Scott Freeman, and co-founder and former CMO, should be elected onto the board of directors, as well as proposing a slate of new directors.

FCM argues the current leadership caused over a billion dollars in shareholder value lost as the stock plunged 95%.

To fix this, FCM wants to reduce executive pay, because Mind Med leadership pay was tripled while the stock value was declining.

What do you think of FCM's involvement at Mind Medicine?


For information on how to vote your \$MNMD shares, call Okapi Partners: (855) 305-0856 (toll free), or email [info@okapipartners.com](mailto:info@okapipartners.com)

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Item 3: On June 5, 2023, FCM sent the following materials via e-mail to certain shareholders of the Company:



## Shareholder Alert: MindMed Proxy Vote

Presented by  troop

Participate in the upcoming MindMed (MNMD) annual meeting.

The following message is from Troop, a community platform for shareholder activism:

### Quick context:

- The FDA has [signaled support](#) for the use of psychedelic substances to treat generalized anxiety disorders.
- Activist investors are pushing for leadership changes at MindMed that they say will better position the company for this opportunity, and rein in executive compensation.

### Why it matters:

- Activist investors (FCM holdings) believe MindMed's Board requires deeper experience in the clinical trial process for complex drugs in order to improve the company's speed-to-market and avail the opportunities that come with the ability to treat generalized anxiety disorders.
  - The proposal includes bringing back MindMed's original co-founder, Dr. Scott Freeman.
- MindMed's current Board is advocating for keeping the 6 current board members as is.

**What it means for you:**

- As a shareholder in MNMD, you can participate in the upcoming proxy vote and have a say in the future direction of the company.
- **Vote "FOR" the four FCM Holdings nominees, or with the current Board, on your proxy ballot.**

**How to vote:****The deadline to vote digitally is Weds., June 14th.**

You should have received an email and/or physical letter from ProxyVote with your unique control number. If you're having trouble finding this, search your inbox for [id@proxyvote.com](mailto:id@proxyvote.com).

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**Online**

1. Locate the control number on your Voting Instruction Form.
2. If your control number is 16 digits: log on to [www.proxyvote.com](http://www.proxyvote.com), OR if your control number is 12 digits: log on to [www.proxypush.com](http://www.proxypush.com)
3. Enter your control number to vote by Weds. 6/14

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**Telephone**

1. Locate the control number on your Voting Instruction Form.
2. If your control number is 16 digits, dial **1-800-454-8683** toll-free, OR if your control number is 12 digits, dial toll-free **1-866-586-3109**.
3. Enter your control number on your phone keypad to vote.

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**Mail**

Mark, sign, and date your proxy card or voting instruction form and return it in the postage-paid envelope provided. Paper ballots must be received by Monday, 6/12.

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[Learn more](#)

**Activist investing for all**

Troop is a community app for shareholders to unite and change companies, like MindMed, for good. Discover campaigns, launch new ones, and stay updated on shareholder votes and tips that matter in your portfolio.

[Join Troop](#)

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