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

SCHEDULE 14A

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

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 Pursuant to §240.14a-12

Mind Medicine (MindMed) Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(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

On May 12, 2023, Mind Medicine (MindMed) Inc. (the “Company” or “MindMed”) posted the following on Reddit, Twitter and LinkedIn in connection with the Company’s 2023 Annual General Meeting of Shareholders, which also include a link to the website www.ProtectMindMed.com

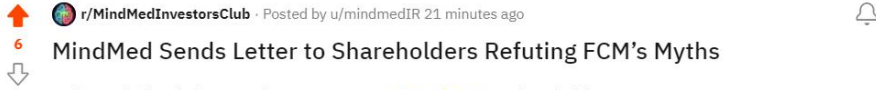
Reddit

Title: MindMed Sends Letter to Shareholders Refuting FCM’s Myths

Text: Today, MindMed (\$MNMD \$MMED €MMQ) [sent a letter](#) to shareholders.

FCM has made numerous false and misleading statements in its campaign. In our letter, we provide the facts that clearly refute FCM’s myths so that you can make an informed decision about how to vote your shares at the Company’s upcoming 2023 Annual Meeting on June 15, 2023.

To read the letter, and to learn more about why shareholders should vote on the WHITE Proxy Card for ALL six of MindMed’s nominees, please visit: www.ProtectMindMed.com

 r/MindMedInvestorsClub · Posted by u/mindmedIR 21 minutes ago

MindMed Sends Letter to Shareholders Refuting FCM’s Myths

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FCM Myth	Fact
MYTH #1: FCM and its affiliates are “aggressively buying” shares and “have invested millions of dollars in the Company” while MindMed executives have been sellers of stock	<p>FCM, its principals and its director nominees have collectively pocketed millions of dollars by selling MindMed stock over the past two years¹ – while MindMed’s director candidates and management team have not gained a single dollar from stock sales.²</p> <ul style="list-style-type: none">✓ FCM principal and nominee Scott Freeman’s economic interests don’t align with the vast majority of our current investors because his investment is not at risk. In 2021, Scott Freeman sold shares (that he received at MindMed’s founding) worth nearly \$13 million,³ locking in an enormous profit for himself while only reinvesting a fraction of the immense profits he already made back into the Company⁴✓ Following FCM’s public initiation of its campaign in August 2022, Scott Freeman dumped over 290,000 shares in December 2022 and has not invested any money since then⁵✓ FCM principals Scott Freeman and Jake Freeman both sold MindMed call options – betting against an increase in the Company’s share price⁶✓ Unlike FCM, Scott Freeman, Jake Freeman and their nominees, MindMed’s executives and directors have their economic interests squarely aligned with the future success of the Company and shareholder value creation

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u/mindmedIR · Posted by u/mindmedIR 17 minutes ago



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r/shroomstocks · Posted by u/mindmedIR 19 minutes ago



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1 Comment Share Save ...

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[\\$MNMD](#) Today, MindMed sent a letter to shareholders highlighting the facts that refute false and misleading claims made by FCM. Read the letter and find important materials here: protectmindmed.com



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Today, MindMed sent a letter to shareholders highlighting the facts that refute false and misleading claims made by FCM.

To read the letter, and to learn more about why shareholders should vote on the WHITE Proxy Card for ALL Six of MindMed's nominees ahead of the Annual Meeting on June 15, 2023, please visit: <https://lnkd.in/eZ5Smrze>
Legal Disclaimer: <https://lnkd.in/eRcnjWW3>



MindMed
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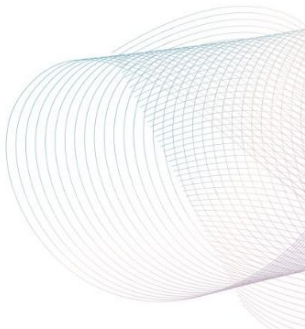
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Legal Disclaimer: <https://bit.ly/3I653Lo>



Read MindMed's Letter to Shareholders Refuting FCM's Myths

DATE
May 12, 2023



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www.ProtectMindMed.com

Protect MindMed

MindMed is successfully executing our clearly defined strategy to bring transformative therapies to market and generate sustainable, long-term shareholder value.

[OUR NOMINEES](#)

[HOW TO VOTE](#)



[Read Our Myth v. Fact Letter to Shareholders](#)

MindMed has now spent over 100 million in R&D and 2025 is planned to be the Company's highest R&D spend in its history in many ways and it has succeeded in 2024.

Our Board's six highly qualified nominees have the right mix of experience and expertise to oversee the execution of MindMed's strategy and position the Company for sustained value creation.

FCM is working to prevent you from voting on the Company despite only a superficial knowledge of our outstanding shares and failing to provide you with the strategy and facts for MindMed.

FCM's conduct has left the opportunity to elect to your share and if elected would harm your return on investment and the overall performance of the Company.



VOTE ON THE WHITE PROXY CARD TODAY FOR ALL OF THE COMPANY'S NOMINEES AND WITHHOLD ON FCM'S NOMINEES TO PROTECT MINDMED.

[VOTE YOUR MINDMED NOMINEES](#)

MY MINDMED

Despite FCM's misguided statements, the facts are clear:



MindMed is Successfully Executing on Our Strategy to Develop Our Diversified Pipeline of Clinical Programs

Over the last 12 months, MindMed has successfully advanced our pipeline of programs to the clinic, including the launch of our first commercial program, MINDMED-001.



MindMed Has a Proven Track Record of Proactive Director Refreshment

Our slate of director nominees is 100% independent, with 40% of our slate being newly elected to the Board.



Our Board has the Right Mix of Experience and Backgrounds to Lead MindMed

Our Board's highly experienced and diverse members have a proven track record of overseeing MindMed's strategic growth and operational excellence, and are well-positioned to lead the Company's continued success.



FCM Does Not Understand the Business

FCM's lack of understanding of the Company's business and its pipeline of programs is evident from its misstatements and its failure to provide you with the information you need to make an informed decision about your shares.



FCM Has Not Made a Case for Representation on the Board, Let Alone Control

FCM's ownership stake in the Company is less than 1% and it does not have the right mix of experience and background to lead the Company. FCM's lack of understanding of the Company's business and its pipeline of programs is evident from its misstatements and its failure to provide you with the information you need to make an informed decision about your shares.



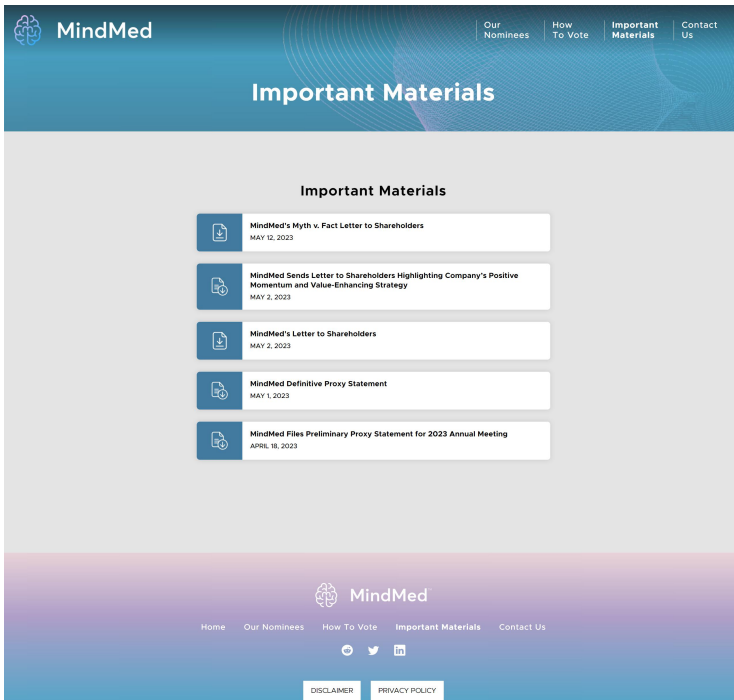
FCM's Nominees Do Not Have Additive Backgrounds or Experience

FCM's nominees lack the right mix of experience and background to lead the Company. FCM's lack of understanding of the Company's business and its pipeline of programs is evident from its misstatements and its failure to provide you with the information you need to make an informed decision about your shares.



Vote TODAY on the WHITE proxy card FOR all six of the Board's nominees. FOR the other proposals recommended by MindMed, and WITHHOLD on FCM's nominees.

[HOW TO VOTE](#)



Cautionary Notes and Forward-Looking Statements

Certain statements in the above materials related to the Company constitute “forward-looking information” within the meaning of applicable securities laws and are prospective in nature. Forward-looking information is not based on historical facts, but rather on current expectations and projections about future events and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “will”, “may”, “should”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe”, “potential” or “continue”, or the negative thereof or similar variations. Undue reliance should not be placed on forward-looking information, which are inherently uncertain, are based on estimates and assumptions, and are subject to known and unknown risks and uncertainties (both general and specific) that contribute to the possibility that the future events or circumstances contemplated by the forward-looking statements will not occur. There can be no assurance that the plans, intentions or expectations upon which forward-looking statements are based will in fact be realized. Forward-looking information in the above materials includes, but is not limited to, statements regarding the potential benefits and development of the Company’s product candidates, trials, studies and programs; the strengths and benefits of the Company’s strategic plan; the Company’s business plans and objectives; the ability of MindMed to achieve success consistent with management’s expectations; and the expected impact and results of the Company’s corporate governance practices, including of the Company Board’s director nominees.

Forward-looking information is based on the opinions and estimates of management of the Company at the date the statements are made, as well as a number of assumptions made by, and information currently available to, the Company concerning, among other things, anticipated performance of its product candidates and programs, business prospects, strategies, regulatory developments, the development of its product candidates into effective products, the ability to produce products if approved, the approval by regulators of any products that are developed, and the non-occurrence of the risks and uncertainties outlined below or other significant events occurring outside of MindMed’s normal course of business. Although management of the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

There are numerous risks and uncertainties that could cause actual results and the Company’s plans and objectives to differ materially from those expressed in the forward-looking information, including history of negative cash flows; limited operating history; incurrence of future losses; availability of additional capital; changes in market conditions; lack of product revenue; compliance with laws and regulations; changes in government policy; difficulty associated with research and development; risks associated with

clinical trials or studies; heightened regulatory scrutiny; early stage product development; clinical trial risks; regulatory approval processes; novelty of the psychedelic inspired medicines industry; as well as those risk factors discussed or referred to herein and the risks described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 under headings such as "Special Note Regarding Forward-Looking Statements," and "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other filings and furnishings made by the Company with the securities regulatory authorities in all provinces and territories of Canada which are available under the Company's profile on SEDAR at www.sedar.com and with the U.S. Securities and Exchange Commission ("SEC") on EDGAR at www.sec.gov. Except as required by law, the Company undertakes no duty or obligation to update any forward-looking statements contained in the above materials as a result of new information, future events, changes in expectations or otherwise.

Additional Information and Where to Find It

MindMed has filed with the SEC and Canadian securities regulatory authorities on May 1, 2023 a definitive proxy statement on Schedule 14A (the "proxy statement"), containing a form of WHITE universal proxy card, with respect to its solicitation of proxies for the annual general meeting of shareholders of MindMed on June 15, 2023 (the "Annual Meeting"). Details concerning the nominees of MindMed's Board for election at MindMed's Annual Meeting are included in the proxy statement. The above materials are not a substitute for the proxy statement or other document that MindMed has filed or may file with the SEC and Canadian securities regulatory authorities in connection with any solicitation by MindMed.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO AND THE ACCOMPANYING WHITE UNIVERSAL PROXY CARD) FILED BY MINDMED AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AND CANADIAN SECURITIES REGULATORS WHEN THEY BECOME AVAILABLE CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MINDMED AND ANY SOLICITATION. Investors and security holders may obtain copies of these documents and other documents filed with the SEC and Canadian securities regulatory authorities by MindMed free of charge through the website maintained by the SEC at www.sec.gov or through the Company's profile on SEDAR at www.sedar.com. Copies of the documents filed by MindMed are also available free of charge by accessing MindMed's website at www.mindmed.co.

Participants in the Solicitation

The above materials are neither a solicitation of a proxy or consent nor a substitute for any proxy statement or other filings that may be made with the SEC and Canadian securities regulatory authorities. Nonetheless, MindMed, its directors and executive officers and other members of management and employees may be deemed under U.S. securities laws and Canadian securities laws to be participants in the solicitation of proxies with respect to a solicitation by MindMed. Information about MindMed's executive officers and directors and other participants in the solicitation, including their respective interests, by security holders or otherwise, is available in the proxy statement. To the extent holdings of MindMed securities reported in the proxy statement for the Annual Meeting have changed, such changes have been or will be reflected on Statements of Change in Ownership on Forms 3, 4 or 5 filed with the SEC and if applicable, on the System for Electronic Disclosure by Insiders (SEDI) in accordance with insider reporting requirements of Canadian securities laws. These documents are or will be available free of charge at the SEC's website at www.sec.gov and either through the Company's profile on SEDAR at www.sedar.com or updated filings on SEDI at www.sedi.ca.
