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**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

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On June 8, 2023, Mind Medicine (MindMed) Inc. (the “*Company*”) issued a press release relating to the Company’s 2023 Annual General Meeting of Shareholders.

## Leading Proxy Advisory Firm Glass Lewis Recommends MindMed Shareholders Vote FOR All Six Company Nominees

*Both Leading Proxy Advisory Firms – ISS and Glass Lewis – Now Recommend Support For All MindMed’s Nominees and Concluded FCM Has Not Made a Compelling Case for Change*

*Glass Lewis Notes Company’s Director Nominees Possess the “Appropriate Experience and Qualifications” to Continue Leading MindMed*

*MindMed Encourages Shareholders to Follow ISS and Glass Lewis’s Recommendation and Vote on the **WHITE** Universal Proxy Card FOR **ALL SIX** of the Company’s Director Nominees*

NEW YORK – June 8, 2023 – Mind Medicine (MindMed) Inc. (NASDAQ: MNMD), (NEO: MMED), (the “Company” or “MindMed”) today announced that leading proxy advisory firm Glass, Lewis & Co. (“Glass Lewis”) recommends shareholders vote for the election of ALL of MindMed’s six highly qualified director nominees to the Board of Directors (the “Board”) at the upcoming Annual Meeting of Shareholders (“Annual Meeting”), scheduled for June 15, 2023. Previously, leading proxy advisory firm Institutional Shareholder Services Inc. (“ISS”) also recommended in favor of all six of the Company’s director nominees.

In its report recommending support for MindMed’s nominees, Glass Lewis notes:<sup>11</sup>

•“In our view, the incumbent leadership **appears to be executing a reasonable and logical strategy to advance development of MindMed’s most promising therapeutic candidates**, including an approach to the development of MM-120 for the treatment of GAD in a manner that has been **endorsed by a third-party FDA regulatory consultant**.”

•“(W)e find that the **Dissident has not offered a compelling strategy or actionable suggestions** to improve the Company’s financial or operating performance beyond what the incumbent leadership is already undertaking.”

•“Furthermore, we find that MindMed has generally reasonable corporate governance practices and that the **incumbent board has nominated candidates with appropriate experience and qualifications** to continue to oversee the Company.”

Previously, ISS also expressed support for MindMed’s nominees and strategy:

•“The board has also undergone a **complete refresh** of its ranks, yielding a **strong cohort of independent directors, all with industry experience**. Against this backdrop, **the dissident has not made the case for change at MindMed**.”

•“The company’s **regulatory strategy appears reasonable** and has received **third-party validation**, and the drop in the company’s share price after its September 2022 equity raise is in **line with sectoral trends**.”

Robert Barrow, Chief Executive Officer and Director of MindMed, stated: “*Glass Lewis joining ISS in recommending support for all our director nominees is validation of our strategy and the quality of our Board. As both independent proxy advisory firms concluded, MindMed’s directors possess the relevant experience and backgrounds to lead the Company through this pivotal period as we approach our first key data milestones. Notably, Glass Lewis also agreed with ISS that FCM has not put forth a superior strategy or a compelling case for change. We encourage shareholders to vote for all six of our nominees and help us maintain our forward progress to deliver on our mission for patients and shareholders.*”

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MindMed encourages all shareholders to follow the recommendation of both ISS and Glass Lewis and vote "FOR" the Company's six highly qualified director nominees using the **WHITE** universal proxy card at the upcoming Annual Meeting, scheduled for June 15, 2023.

For additional information, please visit [www.ProtectMindMed.com](http://www.ProtectMindMed.com).

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**VISIT [WWW.PROTECTMINDMED.COM](http://WWW.PROTECTMINDMED.COM) FOR MORE INFORMATION**

**Due to new U.S. federal rules requiring us to list FCM's nominees in addition to the Board's nominees, your **WHITE** proxy card this year has more names on it than the six directors to be elected. The inclusion of FCM's nominees on our **WHITE** proxy card does NOT mean the Board endorses them.**

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

**You can help reject FCM's efforts to take control of the Board by discarding any blue proxy cards and materials you may receive from FCM.**

**Shareholders will receive proxy materials directly via the preferred method, hard copy or email, specific to each shareholder's account. If you have any questions, or need assistance voting your shares, please contact the firm assisting us in the solicitation of proxies:**

Morrow Sodali LLC  
509 Madison Avenue, Suite 1206  
New York, NY 10022  
Banks and Brokers Call: (203) 658-9400  
Shareholders Call Toll Free: (800) 662-5200  
Email: [MNMD@investor.morrowsodali.com](mailto:MNMD@investor.morrowsodali.com)

**Shareholders that do not receive proxy materials should contact your broker and request the **WHITE** voting control number or contact Morrow Sodali.**

**About MindMed**

MindMed is a clinical stage biopharmaceutical company developing novel product candidates to treat brain health disorders. Our mission is to be the global leader in the development and delivery of treatments that unlock new opportunities to improve patient outcomes. We are developing a pipeline of innovative product candidates, with and without acute perceptual effects, targeting neurotransmitter pathways that play key roles in brain health disorders.

MindMed trades on NASDAQ under the symbol MNMD and on the Canadian NEO Exchange under the symbol MMED.

**Cautionary Notes and Forward-Looking Statements**

Certain statements in this press release 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 this press release 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

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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 and the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023 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](http://www.sedar.com) and with the U.S. Securities and Exchange Commission ("SEC") on EDGAR at [www.sec.gov](http://www.sec.gov). Except as required by law, the Company undertakes no duty or obligation to update any forward-looking statements contained in this press release 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. This press release is 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](http://www.sec.gov) or through the Company's profile on SEDAR at [www.sedar.com](http://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](http://www.mindmed.co).

#### **Participants in the Solicitation**

This press release is 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](http://www.sec.gov) and either through the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or updated filings on SEDI at [www.sedi.ca](http://www.sedi.ca).

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<sup>11</sup>Permission to quote ISS and Glass Lewis was neither sought nor obtained. Emphases added.

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