

Free Writing Prospectus  
MYnd Analytics, Inc. Investor Presentation

This free writing prospectus relates to the proposed public offering of shares of common stock and warrants to purchase shares of common stock of MYnd Analytics, Inc. (the "Company"), all of which are being registered on a Registration Statement on Form S-1 (No. 333-217092) (the "Registration Statement"). This free writing prospectus should be read together with the preliminary prospectus dated June 30, 2017 included in that Registration Statement, which can be accessed through the following link:

[https://www.sec.gov/Archives/edgar/data/822370/000161577417003455/s106724\\_s1a.htm](https://www.sec.gov/Archives/edgar/data/822370/000161577417003455/s106724_s1a.htm)

The Company has filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus in that registration statement (including the risk factors described therein) and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Maxim Group LLC, Prospectus Department, 405 Lexington Ave., New York, NY, 10174; Telephone: (800) 724-0761; Email: [syndicates@maximgrp.com](mailto:syndicates@maximgrp.com).

---



*PREDICTIVE MEDICINE  
FOR MENTAL HEALTH*

*Investor Presentation  
July 2017*

---



## DISCLAIMER

---

This presentation contains “forward-looking statements” pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995 that include information relating to future events, future financial performance, strategies, expectations, competitive environment, regulation and availability of resources. These forward-looking statements include, without limitation, statements regarding: proposed new products or services; our statements concerning litigation or other matters; statements concerning projections, predictions, expectations, estimates or forecasts for our business, financial and operating results and future economic performance; statements of management’s goals and objectives; trends affecting our financial condition, results of operations or future prospects; our financing plans or growth strategies; and other similar expressions concerning matters that are not historical facts. Words such as “may,” “will,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes” and “estimates,” and similar expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, that performance or those results will be achieved. Forward-looking statements are based on information available at the time they are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission, including our most recent reports on Forms 10-K, 10-Q and 8-K, that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Factors that could cause these differences are described in our prospectus, and readers are urged to review those factors.

Forward-looking statements speak only as of the date they are made. You should not put undue reliance on any forward-looking statements. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.



## PUBLIC OFFERING SUMMARY

---

---

<b>Issuer:</b>	MYnd Analytics, Inc. (OTCQB: MYAN)
<b>Proposed Exchange / Ticker:</b>	NASDAQ Capital Market / MYND and MYND.W
<b>Securities Offered:</b>	<ul style="list-style-type: none"><li>• \$9,000,000 of common stock</li><li>• 100% warrant coverage</li></ul>
<b>Over-allotment:</b>	15% (100% primary shares)
<b>Common Stock Outstanding Before the Offering:</b>	2,539,061 shares
<b>Closing Price as of 6/29/17:</b>	\$6.50
<b>Use of Proceeds:</b>	<ul style="list-style-type: none"><li>• Advancement and commercialization of PEER product</li><li>• Financing pilot programs with payers and divisions within the military</li><li>• Clinical trials and strategic growth initiatives</li><li>• General and administrative expenses and working capital purposes</li></ul>
<b>Joint Book-Running Managers:</b>	Maxim Group LLC and Aegis Capital Corp.
<b>Co-Manager:</b>	R.F. Lafferty & Co.
<b>Anticipated Pricing:</b>	Week of July 10, 2017



## INVESTMENT HIGHLIGHTS

---

### Our Business

- MYnd Analytics is a predictive analytics company that develops decision support tools to guide personalized treatment of behavioral disorders, including depression, anxiety, bipolar disorder, and post-traumatic stress disorder (PTSD)

### Our Technology Platform

- MYnd's Psychiatric Electroencephalography Evaluation Registry ("PEER") Report uses data from electroencephalogram (EEG) tests, outcomes and machine learning to identify endophenotypic markers of drug response
- This Big Data approach has allowed MYnd to generate a large clinical registry and database of predictive algorithms; 10,200+ patients & 38,000+ outcomes

### Significant Market Opportunity

- Mental disorders have the highest worldwide disease burden, are the greatest cause of disability and one of the main reasons why people miss work
- \$21 billion is spent on mental health medications in 2015, making it the second most commonly prescribed therapeutics class

### Comprehensive Solution

- MYnd has shown that when physicians utilize the PEER Report, there is a decrease in suicidality in patients that have served in the military, where there is a need for intervention
- Same day reports improve outcomes and reduce costs for patients

### Coverage Continue to Expand

- Federal Mental Health Parity Act (2008)
- Expansion Benefits for Medicare (2008)
- Affordable care Act further coverage expansion (2010)
- 21<sup>st</sup> Century Cures (2016)





## EXPERIENCED LEADERSHIP

### Management Team

#### **George C. Carpenter – President & CEO**

- Over 25 years of experience in healthcare technology and business development
- MBA in Finance from the University of Chicago, BA from Dartmouth College

#### **Brian MacDonald – Chief Technology Officer**

- Responsible for machine learning algorithms that form the core of the PEER reports
- MBA from the University of Pennsylvania, BS from the University of Alabama

#### **Don D'Ambrosio – Chief Financial Officer**

- Over 25 years of C-level public company experience
- BA from Temple University

### Board of Directors

#### **Robin L. Smith, MD, MBA - Chairman**

Former CEO of Neostem (now Caladrius)

#### **Robert J. Follman\***

President and CEO of R.A Industries

President and CEO of Markall Inc.

#### **Geoffrey E. Harris**

Portfolio manager at c7 Advisors

#### **John Pappajohn**

Served as Director of 40+ companies in healthcare industry

#### **Thomas Tierney\***

Chairman & CEO of Beehive.com

#### **Michal Votruba**

Director of the Gradus/RSJ Life Sciences Fund

\* Expected to rotate off of the board upon raise



## MENTAL HEALTH - INCIDENCE & COST



- Globally, an estimated 300 million people suffer from depression and 60 million have Bipolar affective disorder<sup>(1)</sup>
- Anxiety disorders are the most common mental illness in the U.S. affecting 40 million adults<sup>(2)</sup>
- It is estimated that 129 million children globally have Attention-deficit/hyperactivity disorder (ADHD), representing 7.2% of the world's child population<sup>(3)</sup>
- Eating disorders affect up to 24 million people in the U.S. (6.5 million U.S. adults suffer from binge eating) and 70 million people globally<sup>(4)</sup>
- \$147 billion is spent in the U.S. treating mental health, while \$2.5 trillion are spent globally, with nearly 2/3 in indirect costs. The global cost is expected to increase to \$6 trillion by 2030<sup>(5)(6)</sup>

(1) World Health Organization: <http://www.who.int/mediacentre/factsheets/fs396/en/>

(2) Anxiety and Depression Association of America: <https://www.adaa.org/about-adaa/press-room/facts-statistics>

(3) CHADD: The National Resource on ADHD: <http://www.chadd.org/Understanding-ADHD/About-ADHD/Data-and-Statistics/General-Prevalence.aspx>

(4) The Renfrew Center Foundation for Eating Disorders, "Eating Disorders 101 Guide: A Summary of Issues, Statistics and Resources," published September 2002, revised October 2003: [https://www.ndsu.edu/fileadmin/counseling/Eating\\_Disorder\\_Statistics.pdf](https://www.ndsu.edu/fileadmin/counseling/Eating_Disorder_Statistics.pdf)

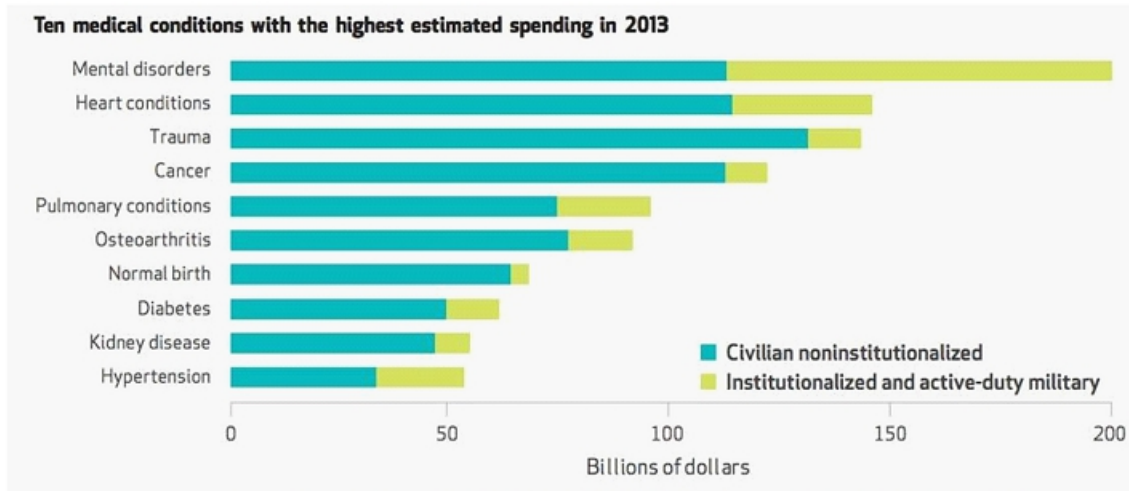
(5) Eating Disorder HOPE: <https://www.eatingdisorderhope.com/information/statistics-studies>

(6) National Institute of Mental Health: <https://www.nimh.nih.gov/about/directors/thomas-insel/blog/2015/mental-health-awareness-month-by-the-numbers.shtml>



## MENTAL HEALTH & SUBSTANCE USE DISORDERS (MHSUD) U.S. SPENDING

- Mental disorders, including substance abuse, have the highest estimated annual health spending in the U.S.
- In 2013, healthcare spending on mental disorders reached \$201 Billion<sup>(1)</sup>



Source: "Mental Disorders Top The List Of The Most Costly Conditions In The United States: \$201 Billion," Charles Roehrig, Health Affairs, May 2016.





## IMPACT OF MHSUD ON COMMON HIGH COST MEDICAL CONDITIONS IN 2012

---

Population	% with Behavioral Health (BH) Diagnosis	Per-member per-month (PMPM) cost without BH Diagnosis	PMPM with BH Diagnosis	Increase in Total PMPM with BH Diagnosis
Commercial	15%	\$340	\$941	276%
Medicare	9%	\$582	\$1429	245%
Medicaid	20%	\$381	\$1301	341%
All Insurers	14%	\$397	\$1085	273%

*Source: Melek S., Norris D., Paulus J.: Economic Impact of Integrated Medical-Behavioral Healthcare: Implications for Psychiatry. Prepared for APA; 2014, pp.1-39.*



## MENTAL HEALTH MEDICATIONS ARE SECOND MOST PRESCRIBED THERAPEUTIC CLASS

Dispensed Prescriptions					
(in millions)	2011	2012	2013	2014	2015
US Market	4,014	4,155	4,236	4,325	4,368
Antihypertensives	649	691	701	705	706
<b>Mental Health</b>	<b>495</b>	<b>511</b>	<b>523</b>	<b>537</b>	<b>547</b>
Pain	472	484	481	483	470

Source: IMS Health, National Prescription Audit, Dec. 2015.

**\$21.2 billion**

Annual U.S. drug spending for mental health in 2015

**Millions of**

Americans have failed two or more therapeutics for mental illness and are considered resistant to treatment...



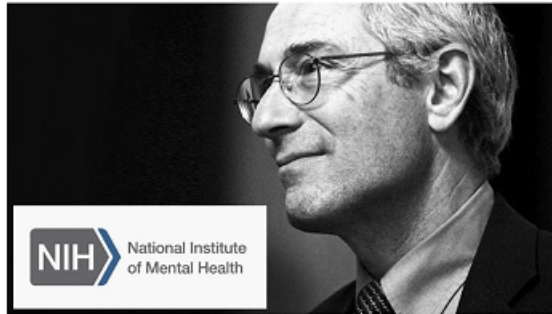
**\$8,500**

...and their excess healthcare costs are \$8,500 higher per year



## TRIAL AND ERROR PHARMACOTHERAPY

---



*"Current medications are not sufficient for most patients... We still do not know who will respond to a specific treatment. Even for the fraction of patients who ultimately respond, clinicians often must resort to trial and error before finding a regimen that works, subjecting patients to potentially life-threatening delays, ineffective treatment, or adverse side effects."*

Thomas R. Insel, MD 2009-2010



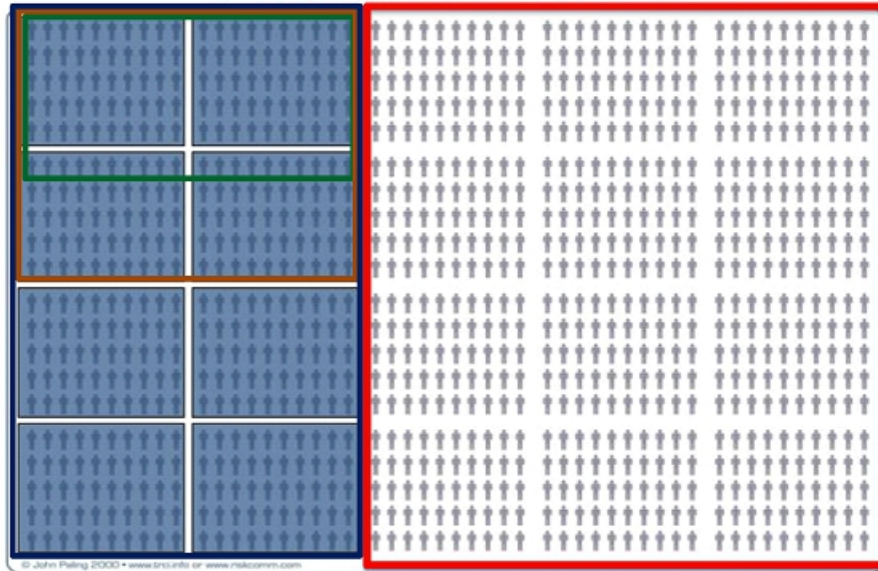
# MENTAL HEALTH MARKET: SIGNIFICANT UNMET NEED



Of all people living with mental disorders

- 12% are treated by a psychiatrist
- 20% are treated by a mental health physician
- 40% are treated by a healthcare professional
- **60% get no formal treatment**

**Most get no formal treatment**

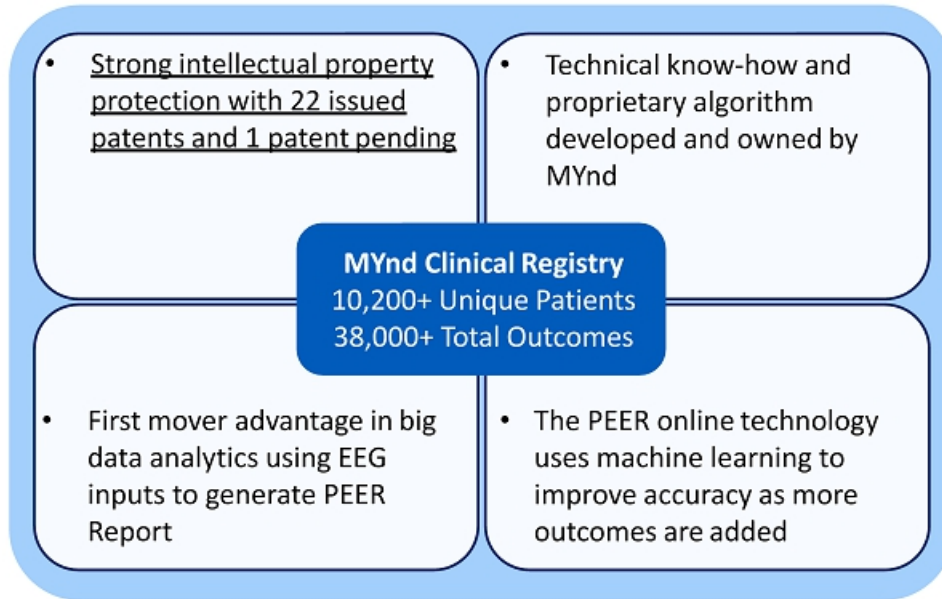


Copyright © 2017 University of Washington



## PROPRIETARY OUTCOMES REGISTRY

---





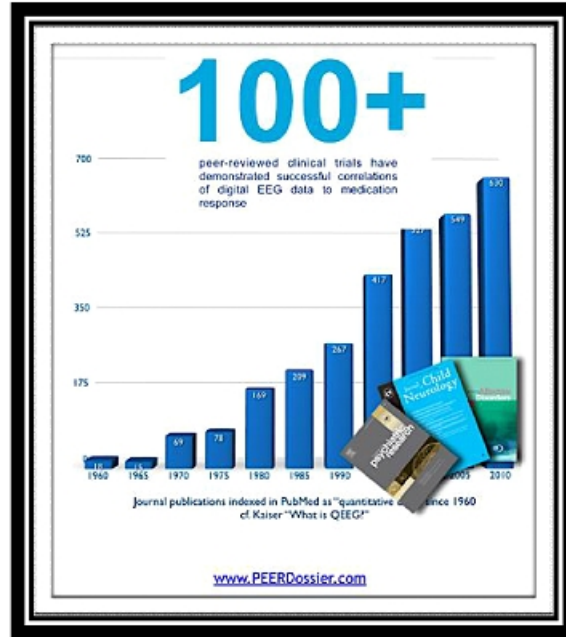
## GROWING EVIDENCE

*“EEG recording and analysis is currently experiencing a renaissance in interest and in both range and depth of applications, particularly in the search for endo-phenotypes and biomarkers for etiologic factors, individual diagnosis, risk for disorder, and treatment response.”*

*Use of EEG Biomarkers in Child Psychiatry Research by S. Loo, A. Lenartowicz, S. Makeig June 23, 2015*

*“Predicting non-responders with an easy, relatively inexpensive, predictive, objective office procedure that builds upon clinical judgment to guide antidepressant choice.”*

*Charles DeBattista, MD  
Stanford University School of Medicine*





## CAN TECHNOLOGY REDUCE TRIAL AND ERROR?

---



*"Technology CAN make a difference for mental health care. Digital phenotyping, like what PEER does with EEG, or with wearables or smartphone technology, can capture precise, continuous, objective measures of behavior... that's a game changer for Psychiatry, and actually for the whole field of mental health."*

*Thomas R. Insel, MD, Former Director, Mental Health, Verily Life Sciences in April 2016*



## CURRENT TECHNOLOGIES USED TO GUIDE TREATMENT

---

Category	Clinical Practice Application	Examples
Functional imaging	Identifies brain regions associated with cognitive impairments, hyper/hypoactivation; no regulatory clearance for MH	Amen Clinics
Pharmacogenomic (PGx) testing	CLIA Lab Developed Tests show activity of enzymes which impact drug metabolism (CYP450) and genetic anomalies;	Assurex Health, Genomind, Pathway Genomics
EEG	<b>Informatics that use output from existing tests combined with large patient registries to predict treatment outcomes</b>	<b>MYND Analytics</b>





## THE PROCESS

1



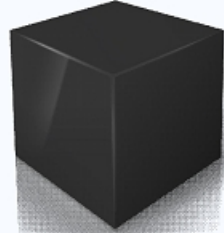
Patient and Doctor agree PEER is needed (can be a Psychiatrist or Primary Care Physician)

2



An EEG test measures the patient's unique brain patterns. The test is non-invasive, inexpensive, widely available and has a reimbursement code

3



Patient's EEG is compared to PEER database, which improves with each patient through machine learning

4

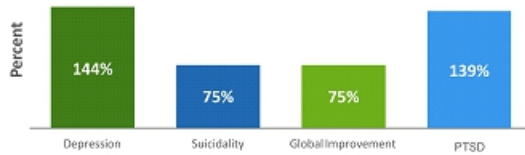


PEER Report is delivered to physician as a tool to select the most appropriate treatment for a particular patient based on their brain wave pattern



# INTERIM FINDINGS FROM THE 4<sup>TH</sup> CLINICAL TRIAL WALTER REED PEER TRIAL

## Improvement Over Standard of Care <sup>(1)</sup>



- 144% more improvement in QIDS-SR16 depression scores
- 75% greater improvement in CHRT-7S scores for suicidal ideation
- 139% greater improvement in PCL scores for PTSD

## Median Treatment Visits Over 6 Month Trial



- Patients had a median of 5 visits compared to 2 visits for patients whose physicians used PEER as compared to those that did not follow PEER

*Patients whose physicians followed PEER had more statistically significant improvement than physicians who followed standard of care treatment based on VA/DOD Treatment Guidelines.*

*Neuropsychiatric Disease and Treatment, August 2016.*

(1) VA/DOD Clinical Practice Guideline for Management of Major Depressive Disorder



# COMMERCIALIZATION STRATEGY

<b>Managed Care</b>  Payers and health systems seeking to improve clinical outcomes and lower health care costs	<b>VA/Military</b>  Where suicide rates are high and need for innovative and effective mental health care is high	<b>Provider Direct</b>  Multi-practitioner provider groups seeking to provide value-based care and cutting edge objective measurement tools that are reimbursed
<b>Patient Direct</b>  Refer patients from social media to MYND providers	<b>Global</b>  International – single payer countries	

**Billing CPT Codes: 95816, 95957, 99090**



## MILESTONES OVER NEXT 12 MONTHS

---

1	Establish <u>paid pilot program(s)</u> with managed care companies and health systems seeking to improve clinical outcomes and lower health care costs
2	Show <u>pharmacoeconomic benefits</u> when providers use the PEER report on-line tool
3	<u>Penetrate VA and Military</u> where suicide rates are high and need for innovative, improved access and effective mental health care is high
4	<u>Grow patient direct sales</u> through digital media buys continuing to scale and roll out PEER products in the United States
5	<u>Enhance services</u> through strategic transactions such as, genomics, telepsychiatry and drug discovery
6	Continue to <u>enroll patients in Canadian military trial</u> providing value-based care and cutting edge objective measurement tools in single payer system
7	Up-list and increase liquidity



## ADDITIONAL SERVICE LINES

---

### Problem

#### Looming crisis in access to care

- Psychiatrist shortage
- Waiting lists are high
- 70% of mental health is treated by PCPs
- Waste due to low attendance and adherence to treatment (avg = 2 visits)

#### Impact:

- Over half of patients never seek treatment
- Treatments themselves are marked by low efficacy, low adherence



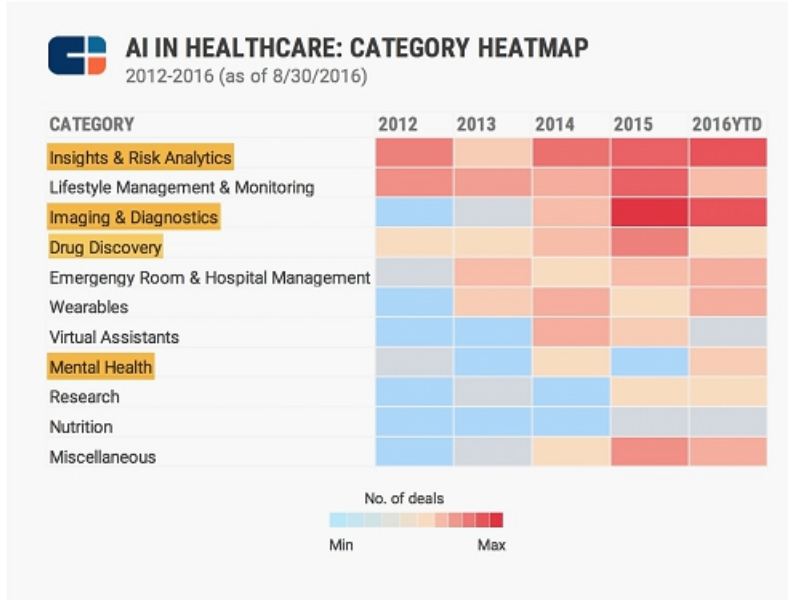
### Solution

- ✓ *Telepsychiatry:* MYND has a strategic investment to deploying multistate network for large insurers where access is diminished
- ✓ *Advancement:* MYND improves care by providing physicians with objective data



# DIGITAL HEALTH CARE: INVESTMENTS

MYND is in one of the hottest areas of AI/digital health care



**DIAGNOSTICS AND RISK ANALYTICS DRAW MOST DEALS IN 2016**

Imaging & diagnostics dominated 2015, and is at par with insights & risk analytics so far this year.

Deals to lifestyle management & monitoring picked up in 2015.

Virtual assistants, and AI startups in mental health still have room for further investment activity.





## FINANCIAL SUMMARY AND CAPITALIZATION

<i>(U.S. dollars)</i>	<b>As of March 31, 2017</b>
<b>Cash and cash equivalents</b>	\$1,754,400
<b>Total assets</b>	2,430,100
<b>Total liabilities</b>	1,903,300
<b>Shareholders' equity</b>	526,800
<b>Total Debt</b>	0

	<b>Number Outstanding<sup>(1)</sup></b>	<b>% Outstanding</b>
<b>Common shares</b>	2,528,061	46.7%
<b>Options</b>	348,095	6.4%
<b>Warrants<sup>(2)</sup></b>	2,534,956	46.9%
<b>Fully-diluted shares outstanding</b>	5,411,112	100.0%

(1) Capitalization as of March 31, 2017

(2) Gives effect to a proposed warrant dividend the board intends to declare to shareholders of record prior to the effective date of the offering, subject to adjustments.



## DIGITAL HEALTH CARE

In 2016 the 10 largest acquisitions brought in over \$11B for shareholders

Target	Acquired By	Acquisition Amount
Change Healthcare	McKesson	\$3.0B
Truven Analytics	IBM	\$2.6B
eResearchTechnology	Nordic Capital*	\$1.8B
Netsmart Technologies	Allscripts	\$950M
Brightree	Resmed	\$800M
Imprivata	Thoma Bravo*	\$544M
Assurex	Myriad Genetics	\$410M
Cardon Outreach	MedData	\$400M
Sequenom	Laboratory Corp	\$371M
Valence Health	Evolent Health	\$219M

Source: RockHealth, 2016

<https://rockhealth.com/reports/digital-health-exits-2016-ytd-112-digital-health-acquisitions-and-two-ipo/>





## KEY INVESTMENT THESIS

---

- **CLINICAL NEED:** Mental disorders are the greatest cause of disability and number one reason why people miss work
- **MARKET OPPORTUNITY:** \$21 billion are spent annually on mental health medications making them the second most commonly prescribed therapeutic class behind anti-hypertensives even though their efficacy is low
- **PRODUCT:** MYND Analytics provides a same day report to help physicians improve clinical outcomes and reduce costs for patients with mental health needs using non-invasive measure and has been shown to reduce suicidality
- **REIMBURSEMENT:** Coverage for mental health continues to expand and CPT codes exist for reimbursement
- **PROTECTION:** MYND Analytics has a robust clinical registry with a large database of predictive algorithms of drug response in mental health which has taken years to build and has 22 issued patents and 1 pending
- **INFRASTRUCTURE LIGHT:** Partnerships allow rapid scaling without significant infrastructure investment with historical low cash burn under \$350k/month
- **EXPANSION:** Can expand offerings to clients such as genomics and telepsychiatry using existing platform



## CONTACT

---



*Robin L. Smith, MD, MBA,  
Chairman of the Board  
tel: 917-691-7409  
email: [robin@robinlsmith.com](mailto:robin@robinlsmith.com)*

*George C. Carpenter IV,  
President and Chief Executive Officer  
tel: 949-697-2161  
email: [gcarpenter@myndanalytics.com](mailto:gcarpenter@myndanalytics.com)*

*Don D'Ambrosio  
Chief Financial Officer  
tel: 949-420-4402  
email: [ddambrosio@myndanalytics.com](mailto:ddambrosio@myndanalytics.com)*

