



DIVISION OF  
CORPORATION FINANCE

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

November 2, 2022

Adi Zuloff-Shani  
Chief Executive Officer  
Clearmind Medicine Inc.  
101 – 1220 West 6th Avenue  
Vancouver, British Columbia V6H1A5

**Re: Clearmind Medicine Inc.**  
**Amendment No. 6 to Registration Statement on Form F-1**  
**Filed November 2, 2022**  
**File No. 333-265900**

Dear Adi Zuloff-Shani:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our October 31, 2022 letter.

Amendment No. 6 to Form F-1 filed on November 2, 2022

Capitalization, page 72

1. Refer to your response to comment 1. Please revise the Capitalization table and throughout the filing, as necessary, to be consistent with the reclassification from Share Capital to Warrant Reserve in Shareholders' Equity.

Adi Zuloff-Shani  
Clearmind Medicine Inc.  
November 2, 2022  
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You may contact Christie Wong at 202-551-3684 or Mary Mast at 202-551-3613 if you have questions regarding comments on the financial statements and related matters. Please contact Margaret Schwartz at 202-551-7153 or Joe McCann at 202-551-6262 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: David Huberman, Esq.