

**Eun Ah Choi**

Senior Vice President

U.S. Listing Qualifications & Market Surveillance

January 25, 2024

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on January 25, 2024 The Nasdaq Stock Market (the "Exchange") received from Psyence Biomedical Ltd. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Shares, each without par value

Warrants, each whole warrant exercisable for one Common Share

at an exercise price of \$11.50 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

