

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>McElvany Christopher</u>  (Last) (First) (Middle) C/O LUCY SCIENTIFIC DISCOVERY, INC. 301-1321 BLANSHARD STREET  (Street) VICTORIA A1 V8W 0B6  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lucy Scientific Discovery, Inc. [ LSDI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/13/2023		J <sup>(1)</sup>		118,403	A	\$2.4	118,403	I	By Supercritical Labs, LLC <sup>(2)</sup>
Common Shares	02/13/2023		C		366,187 <sup>(3)</sup>	A	\$2.4	366,187	I	By Downwind Investments, LLC <sup>(4)</sup>
Common Shares								990,741	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
8% Convertible Promissory Note	\$2.4	02/13/2023		C		500,000 <sup>(5)</sup>		02/25/2021	<sup>(6)</sup>	Common Shares	366,187	\$0	0	I	By: Downwind Investments, LLC <sup>(4)</sup>

**Explanation of Responses:**

- These common shares were issued Supercritical Labs, LLC ("Supercritical") pursuant to a debt settlement with the Issuer in satisfaction of approximately \$284,167 due to Supercritical in consulting fees
- The securities are held by Supercritical Labs, LLC ("Supercritical"). The reporting person is the sole member of Supercritical. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- The common shares acquired in this transaction resulted from the conversion of a convertible note in the principal amount of \$500,000, plus accrued and unpaid interest.
- The securities are held by Downwind Investments, LLC ("Downwind Investments"). The reporting person and his spouse are the sole members of Downwind Investments. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein
- Represents the principal amount of the convertible note and excludes accrued and unpaid interest.
- The outstanding principal amount and accrued and unpaid interest of the convertible note was converted into common shares upon the closing of the issuer's initial public offering.

/s/ Brian Zasitko, Attorney-in-Fact 02/15/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.