

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Awakn Life Sciences Corp. (the "**Company**")
217 Queen Street West, Suite 301
Toronto, Ontario M5V 0R2

2. Date of Material Change

February 22, 2025

3. News Release

A press release disclosing the material change was released on February 27, 2025, through the facilities of Newsfile Corp.

4. Summary of Material Change

On February 22, 2025, the Company entered into an arrangement agreement dated February 22, 2025 (the "**Agreement**") with Solvonis Therapeutics PLC (formerly, Graft Polymer (UK) PLC) ("**Solvonis**") setting out the basis on which the parties will cooperate to execute a transaction whereby Solvonis will acquire all of the outstanding common shares (the "**Common Shares**") in the capital of the Company, all outstanding restricted share units (the "**RSUs**") in the capital of the Company, and all outstanding deferred share units (the "**DSUs**") in the capital of the Company, pursuant to a plan of arrangement (the "**Transaction**").

5. Full Description of Material Change

Pursuant to the Agreement, each shareholder of the Company (each, an "**Awakn Shareholder**") will receive 46.67 ordinary shares (each, a "**Consideration Share**") in the capital of Solvonis (the "**Solvonis Shares**") for each one (1) Common Share held. Holders of RSUs and DSUs will receive 46.67 Solvonis Shares for each one (1) DSU and one (1) RSU, respectively. All issued and outstanding Common Share purchase warrants (each, a "**Warrant**") shall be converted into or exchanged for new Solvonis Share purchase warrants (each, a "**Solvonis Warrant**") with adjustments to: (i) the number of Solvonis Shares issued upon exercise of the Warrants; and (ii) the exercise price, such that the Warrant holder will be entitled to receive upon exercise of the Solvonis Warrants that number of Solvonis Shares at such exercise price that the holder would have been entitled to receive had it exercised the Warrants immediately prior to the closing of the Transaction. It is intended that the Company will seek consent from holders of all outstanding stock options to cancel such options.

Benefits to Awakn Shareholders

- **Premium.** Under the terms of the Agreement, the consideration payable by Solvonis to shareholders of Awakn implies a value of C\$0.146 per Common Share which represents a 53.52% premium to the closing share price of the Common Share on the Canadian Securities Exchange ("**CSE**") on December 13, 2024, the last trading day prior to the date of the announcement of the Arrangement (as defined below) and trading of the Common Shares was halted, and a 37.59% premium to the volume weighted average trading price of Common Share on the CSE over the 90 trading days ending on December 13, 2024.
- **Access to Capital.** The Arrangement (as defined below) will provide the Company, through Solvonis' listing on the London Stock Exchange (the "**LSE**"), with direct access to the London international capital markets and to a broader range of investors – including a range of institutional investors – than as offered by the CSE.
- **Future Development.** The risks and potential rewards associated with the Company continuing to execute its business and strategic plan as an independent entity, as an alternative to the Transaction, and that Solvonis will be better positioned to pursue a growth and value

maximizing strategy as compared with the Company on a standalone basis, as a result of Solvonis' larger market capitalization, increased technical expertise, asset diversification, increased financial capacity and enhanced access to capital over the long term and the likelihood of increased investor interest and access to business development opportunities due to the Solvonis' larger market presence.

Transaction Details

Upon completion of the Transaction, not including any shares issued by Solvonis pursuant to the Solvonis Financing (as defined below), existing Awakn Shareholders and Solvonis shareholders will own approximately 47.47% and 52.53% of Solvonis, respectively. There are no finders' fees payable by the Company pursuant to the Transaction.

The Transaction will be completed pursuant to a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**Arrangement**"). The consummation of the Transaction is subject to a number of conditions customary to transactions of this nature, including, among others:

- (a) the adoption of a resolution approving the Transaction at an annual general and special meeting of Awakn Shareholders (the "**Meeting**") by (i) 66 $\frac{2}{3}$ % of the votes cast by all Awakn Shareholders present in person or represented by proxy at the Meeting; and (ii) 66 $\frac{2}{3}$ % of the votes cast collectively by Awakn Shareholders, and holders of Awakn Warrants, RSUs and DSUs present in person or represented by proxy at the Meeting;
- (b) the approval of Solvonis shareholders, at a general meeting of Solvonis (to be convened), of resolutions to provide authority to the Solvonis directors to issue and allot the Consideration Shares, otherwise than on a pre-emptive basis;
- (c) immediately prior to the closing of the Transaction, Solvonis having binding commitments from investors for an equity financing (at a price and otherwise on terms acceptable to the Company) to raise sufficient working capital for the requirements of the resulting issuer for a period of at least 12 months (the "**Solvonis Financing**");
- (d) Solvonis obtaining the necessary regulatory approvals of the United Kingdom Financial Conduct Authority ("**FCA**") in relation to a prospectus which Solvonis is required to publish in order for Solvonis to issue the Consideration Shares; and
- (e) the admission of the Consideration Shares to trading on the Main Market of the London Stock Exchange and to listing on the equity shares (transition) category of the FCA's Official List.

The Agreement includes mutual covenants typical for transactions of this nature, including non-solicitation covenants and the completion of the Solvonis Financing. The Agreement provides for a \$1,000,000 termination fee payable by either the Company or Solvonis in certain circumstances.

The Transaction has been unanimously approved by the respective boards of the Company and Solvonis, with Anthony Tennyson recused from voting. The board of directors of the Company (the "**Awakn Board**") formed a special committee (the "**Special Committee**") comprised of independent directors to, among other things, oversee the negotiations of the terms of the Transaction. The Special Committee, following its review of the terms and conditions of the Agreement and consideration of a number of factors and after receiving advice from its advisors, including an opinion from Evans & Evans, Inc. that the consideration to be received by the securityholders of the Company pursuant to the Transaction is fair, from a financial point of view, to such securityholders, unanimously recommended that the Awakn Board approve the Transaction. After receiving the recommendation of the Special Committee and advice from its advisors, the Awakn Board has, with Anthony Tennyson

recused from voting, unanimously determined that the Transaction is in the best interests of the Company and recommends that securityholders of the Company vote in favour of the Transaction.

Awakn Shareholders representing an aggregate of over 50.69% of the outstanding Common Shares, and the Company's securityholders representing an aggregate of over 50.58% of the outstanding Company voting securities have entered into voting support agreements with Solvonis, pursuant to which such holders have agreed to vote in favour of the Transaction at the Meeting. Full details of the Transaction will be included in the management information circular of the Company describing the matters to be considered at the Meeting, which is expected to be mailed to the securityholders of the Company in April 2025. Copies of the management information circular and the Agreement will be made available on SEDAR+ (www.sedarplus.ca) under the profile of the Company.

The Transaction is expected to close during the second calendar quarter of 2025, subject to the satisfaction (or waiver) of a number of conditions precedent, including approval by the Supreme Court of British Columbia. Following completion of the Transaction, the Common Shares will be delisted from the CSE and the Company will apply to cease to be a reporting issuer in Canada.

In addition, the Company will complete settle an aggregate of CAD\$160,000 owed to the members of the Special Committee through the issuance of 1,000,000 Common Shares at a price of CAD\$0.16 per Common Share (the "**Debt Settlement**"). The Company intends to issue the Common Shares on or about March 6, 2025. The Common Shares issued pursuant to the Debt Settlement shall be subject to a four-month hold period.

Finally, on March 6, 2025, the Company shall issue 260,000 Common Shares, at a deemed price of \$0.16 per Common Share, to Equasy Entreprises Inc., a company controlled by Professor Daid Nutt, the Chief Research Officer of the Company, in satisfaction of obligations under an Intellectual Property Transfer Agreement dated March 8, 2021, as amended April 23, 2021. (the "**Equasy Issuance**"). The Common Shares issued pursuant to the Equasy Issuance shall be subject to a four-month hold period.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**").

(a) a description of the transaction and its material terms:

In connection with the Debt Settlement, 1,000,000 Common Shares will be issued to insiders (the "**Insiders**") of the Company and Prof. Nutt is an officer of the Company and will receive 260,000 Common Shares in connection with the Equasy Issuance.

(b) the purpose and business reasons for the transaction:

As the Company is in financial difficulty and the Debt Settlement was designed to improve the financial position of the Company.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Debt Settlement is designed to improve the financial position of the Company.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

The following chart sets out the Common Shares being issued to interested or related parties of the Company:

Related Party	Number of Common Shares Being Issued	Price Per Common Share
George Scorsis – Director	250,000	\$0.16
John Papastergiou – Director	250,000	\$0.16
Stephen Page – Director	250,000	\$0.16
Paul Carter – Director	250,000	\$0.16
Prof. David Nutt (Equasy Enterprises Inc.) – Officer	260,000	\$0.16
TOTAL:	1,260,000	

- (ii) **the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (I) for which there would be a material change in that percentage:**

Prior to the completion of the Debt Settlement, Mr. George Scorsis held, directly or indirectly, 1,130,725 Common Shares, 49,500 DSUs, 200,000 stock options 100,500 RSUs, representing approximately 2.71% of the issued and outstanding Common Shares on an undiluted and 3.52% on a partially diluted basis. Upon completion of the Debt Settlement, Mr. Scorsis will beneficially own and control, directly or indirectly, an aggregate of 1,380,725 Common Shares, 49,500 DSUs, 200,000 stock options and 100,500 RSUs, representing approximately 3.22% of the issued and outstanding Common Shares on an undiluted and 3.98% on a partially diluted basis.

Prior to the completion of the Debt Settlement, Mr. John Papastergiou held, directly or indirectly, 39,250 Common Shares, 36,300 DSUs 135,000 stock options, and 73,700 RSUs, representing approximately 0.09% of the issued and outstanding Common Shares on an undiluted and 0.68% on a partially diluted basis. Upon completion of the Debt Settlement, Mr. Papastergiou will beneficially own and control, directly or indirectly, an aggregate of 289,250 Common Shares, 36,300 DSUs, 135,000 stock options, and 73,700 RSUs representing approximately 0.67% of the issued and outstanding Common Shares on an undiluted and 1.23% on a partially diluted basis.

Prior to the completion of the Debt Settlement, Mr. Stephen Page held, directly or indirectly, 68,000 Common Shares, 36,300 DSUs, 135,000 stock options and 73,700 RSUs, representing approximately 0.16% of the issued and outstanding Common Shares on an undiluted and 0.75% on a partially diluted basis. Upon completion of the Debt Settlement, Mr. Page will beneficially own and control, directly or indirectly, an aggregate of 318,000 Common Shares, 36,300 DSUs, 135,000 stock options and 73,700 RSUs, representing approximately 0.74% of the issued and outstanding Common Shares on an undiluted and 1.30% on a partially diluted basis.

Prior to the completion of the Debt Settlement, Mr. Paul Carter held, directly or indirectly, 71,472 DSUs, 99,828 stock options and 73,700 RSUs, representing approximately Nil% of the issued and outstanding Common Shares on an undiluted and 0.58% on a partially diluted basis. Upon completion of the Debt Settlement, Mr. Carter will beneficially own and control, directly or indirectly, an aggregate of 250,000 Common Shares, 71,472 DSUs, 99,828 stock options and 73,700 RSUs, representing approximately 0.58% of the issued and outstanding Common Shares on an undiluted and 1.14% on a partially diluted basis.

Prior to the completion of the Equasy Issuance, Prof. David Nutt held, directly or indirectly, 391,250 Common Shares, 120,000 stock options, 107,200 RSUs, 52,800 DSUs, and 195,750 Warrants, representing approximately 0.94% of the issued and outstanding Common Shares on an undiluted and 2.06% on a partially diluted basis. Upon completion of the Equasy Issuance, Prof. Nutt will beneficially owe and control, directly or indirectly, an aggregate of 651,250 Common Shares, 60,000 stock options, 107,200 RSUs, 52,800 DSUs, and 195,750 Warrants, representing approximately 1.52% of the issued and outstanding Common Shares on an undiluted and 2.58% of the issued and outstanding Common Shares on a partially diluted basis.

- (e) **unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

The Debt Settlement was approved by the members of the board of directors of the Company who are independent for the purposes of the Debt Settlement, being all directors other than Messrs. Scrosis, Papapstergiou, Carter and Page. No special committee was established in connection with the Debt Settlement, and no materially contrary view or abstention was expressed or made by any director of the Company in relation thereto.

- (f) **A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) **the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than the debt settlement agreements entered into for the Debt Settlement, the Company did not enter into any agreement with an interest party or a joint actor with an interested party in connection with the Debt Settlement. To the Company's knowledge, no related party to the Company entered into any agreement with an interest party or a joint actor with an interested party, in connection with the Debt Settlement.

- (i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Debt Settlement constituted a "related party transaction" as defined in MI 61-101, as insiders of the Company will receive an aggregate of 1,000,000 Common Shares. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and neither the debt or the fair market value of the Common Shares to be issued pursuant to the Debt Settlement exceeds 25% of the Company's market capitalization, as calculated in accordance with MI 61-101.

The Equasy Issuance constituted a "related party transaction" as defined in MI 61-101, as an insider of the Company will receive an aggregate of 260,000 Common Shares. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and neither the debt or the fair market value of the Common Shares to be issued pursuant to the Equasy Issuance exceeds 25% of the Company's market capitalization, as calculated in accordance with MI 61-101.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Jonathan Held, Chief Financial Officer of the Company at (416) 270-9566.

9. **Date of Report**

This report is dated at Toronto, this 28th day of February, 2025.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this material change report constitute forward-looking information under applicable Canadian, United States and other applicable securities laws, rules and regulations, including, without limitation, statements with respect to the completion of the Transaction, the conditions to the completion of the Transaction that must be fulfilled and the anticipated benefits and advantages of the Transaction. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current beliefs or assumptions as to the outcome and timing of such future events. There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in these forward-looking statements. Factors that could cause actual results and future events to differ materially from those anticipated in these forward-looking statements include the risks, uncertainties and other factors and assumptions made with regard to the Company's ability to complete the proposed Transaction; and the Company's ability to secure the necessary securityholder, legal and regulatory approvals required to complete the Transaction. Important factors that could cause actual results to differ materially from the Company's expectations include risks associated with the business of Solvonis and the Company; risks

related to the satisfaction or waiver of certain conditions to the closing of the Transaction; non-completion of the Transaction; fluctuations in currency exchange rates; and other risk factors as detailed from time to time and additional risks identified in the Company's filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. The forward-looking information contained in this material change report is made as of the date hereof and the Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.