

**FORM 62-103F3**

***Required Disclosure by an Eligible Institutional Investor under Part 4***

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

*Not applicable.*

**Item 1 – Security and Reporting Issuer**

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

*This report relates to common shares (the “Common Shares”) and warrants to purchase Common Shares (“Warrants”) of Awakn Life Sciences Corp. (the “Issuer”).*

*The Issuer’s address is:*

*217 Queen Street West, Suite 301  
Toronto, Ontario, M5V 0R2, Canada*

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

*Not applicable. See Item 2.2.*

**Item 2 – Identity of the Eligible Institutional Investor**

2.1 State the name and address of the eligible institutional investor.

*OrbiMed Capital LLC is the investment manager of The Biotech Growth Trust PLC (“BIOG”). BIOG is a holder of record of Common Shares and Warrants of the Issuer. For the purposes of this report BIOG is referred to as “OrbiMed”. OrbiMed has beneficial ownership of the Common Shares over which OrbiMed Capital LLC, as investment manager, has direction and control.*

*OrbiMed Capital LLC’s address is:*

*601 Lexington Avenue, 54th Floor  
New York, NY 10022*

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

*On January 26, 2022, the date of its most recently filed alternative monthly report in respect of the Issuer, OrbiMed reported it had beneficial ownership of*

2,091,050 Common Shares, as well as beneficial ownership of 833,333 Warrants (the “**Last Report**”).

On March 21, 2022, OrbiMed participated in a non-brokered private placement of the Issuer, pursuant to which it acquired 312,500 Common Shares and 156,250 Warrants (the “**2022 Offering**”). As a result, upon closing of the 2022 Offering, OrbiMed held beneficial ownership of an aggregate of 2,403,550 Common Shares, representing in aggregate 8.93% of the Common Shares that were issued and outstanding, as well as beneficial ownership of 989,583 Warrants. As of the closing of the 2022 Offering, OrbiMed held an aggregate of 3,393,133 Common Shares, representing 12.17% of the issued and outstanding Common Shares on a partially diluted basis assuming full exercise of the Warrants beneficially owned by OrbiMed.

On April 26, 2023, the Issuer announced that it had closed the first tranche of a non-brokered private placement financing for gross proceeds of up to \$3,000,000 (the “**2023 Offering**”). OrbiMed did not participate in the first tranche of the 2023 Offering. As a result, upon closing of the first tranche of the 2023 Offering, and as of April 30, 2023, OrbiMed has beneficial ownership of an aggregate of 2,403,550 Common Shares, representing in aggregate 6.89% of the 34,869,045 Common Shares that were issued and outstanding as of April 30, 2023, as well as beneficial ownership of 989,583 Warrants.

As of the closing of the 2023 Offering, OrbiMed held an aggregate of 3,393,133 Common Shares, representing 9.46% of the 35,858,628 outstanding Common Shares on a partially diluted basis assuming full exercise of the Warrants beneficially owned by OrbiMed. As a result, OrbiMed’s securityholding percentage of Common Shares on a partially diluted basis assuming full exercise of the Warrants beneficially owned by OrbiMed has decreased to less than 10% of the 35,858,628 outstanding Common Shares on such partially diluted basis.

2.3 State the name of any joint actors.

*OrbiMed has beneficial ownership over the Common Shares and Warrants over which OrbiMed Capital LLC, as investment manager, has direction and control.*

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

*OrbiMed Capital LLC is eligible to file reports under Part 4 of NI 62-103 in respect of the Issuer.*

**Item 3 –Interest in Securities of the Reporting Issuer**

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor’s securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

*Since the Last Report, other than the 312,500 Common Shares and 156,250 Warrants it acquired in the 2022 Offering, OrbiMed has not acquired any additional Common Shares or Warrants.*

- 3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

*As of April 30, 2023, OrbiMed has beneficial ownership of an aggregate of 2,403,550 Common Shares, representing in aggregate 6.89% of the 34,869,045 Common Shares that were issued and outstanding as of April 30, 2023, as well as beneficial ownership of 989,583 Warrants.*

*OrbiMed would hold an aggregate of 3,393,133 Common Shares, representing 9.46% of the 35,858,628 outstanding Common Shares on a partially diluted basis assuming full exercise of the Warrants beneficially owned by OrbiMed.*

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

*Not applicable.*

- 3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

- (a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,

*See Item 3.2. OrbiMed has beneficial ownership of the Common Shares over which OrbiMed Capital LLC, as investment manager, has direction and control.*

- (b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and

*Not applicable.*

- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

*Not applicable.*

- 3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.

*Not applicable.*

- 3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

*Not applicable.*

- 3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

*Not applicable.*

#### **Item 4 – Purpose of the Transaction**

State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;
- (e) a material change in the reporting issuer's business or corporate structure;
- (f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;

- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (i) a solicitation of proxies from securityholders;
- (j) an action similar to any of those enumerated above.

*OrbiMed Capital LLC has acquired direction and control over the Common Shares and Warrants beneficially owned by OrbiMed for investment purposes and may, depending on market and other conditions, or as future circumstances may dictate, from time to time, on an individual or joint basis, increase or decrease its beneficial ownership, control or direction over Common Shares of the Issuer through market transactions, private agreements, treasury issuances, exercise of the Warrants, options, other convertible securities or otherwise. OrbiMed currently has no other plans or intentions that relate to, or would result in the matters listed in clauses (a) to (j), above. Depending on market conditions, general economic and industry conditions, the Issuer's business and financial condition and/or other relevant factors, OrbiMed may develop such plans or intentions in the future.*

#### **Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

*Not applicable.*

#### **Item 6 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

*Not applicable.*

## **Item 7 – Certification**

The eligible institutional investor must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

*[Signature page follows.]*

## **Certificate**

The certificate must state the following:

I, as the eligible institutional investor, certify, or I, as the agent filing this report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: May 1, 2023

***THE BIOTECH GROWTH TRUST PLC***  
***By: OrbiMed Capital LLC, solely in its***  
***capacity as Portfolio Manager***

By: "Doug Coon"

Name: Doug Coon

Title: Chief Compliance Officer