

**FORM 51-102F3  
Material Change Report**

**ITEM 1**      **Name and Address of Company**

HAVN Life Sciences Inc. (the “Company”)  
2200 – 885 West Georgia Street  
Vancouver, BC  
V6C 3E8

**ITEM 2**      **Date of Material Change**

September 4, 2020 and September 8, 2020

**ITEM 3**      **News Release**

News releases announcing the material change was disseminated on September 4, 2020 and September 8, 2020 and were subsequently filed on SEDAR.

**ITEM 4**      **Summary of Material Changes**

On September 4, 2020, the Company announced that it successfully completed its acquisition of HAVN Research Inc. (“**HAVN Research**”), acquiring 100% of the outstanding shares of HAVN Research (the “**Acquisition Transaction**”).

On September 8, 2020, the Company announced the commencement of trading on the Canadian Securities Exchange (the “**CSE**”) under the stock symbol “HAVN”.

**ITEM 5**      **Full Description of Material Change**

The Company announced it has successfully completed its Acquisition Transaction and has acquired HAVN Research, which is a biotechnology company engaged in the business of the research and development of psychopharmacological products, including the formulation of standardized psychoactive compounds derived from fungi.

Following completion of the Acquisition Transaction, the Company has 66,771,000 common shares issued and outstanding (the “**Common Shares**”). The Common Shares have been listed and posted on the CSE and commenced trading at market open on September 8, 2020 with the stock symbol “HAVN”.

**ITEM 6**      **Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7**      **Omitted Information**

No information has been omitted on the basis that it is confidential information.

**ITEM 8**      **Executive Officer**

For further information, please contact Susan Chapelle or Tim Moore, Co-Chief Executive Officers of the Company, at 604-359-0060.

**ITEM 9**      **Date of Report**

September 14, 2020

**Forward Looking Statement**

*This material change report contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the Company's business, products and future of the Company's business. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements depending on, among other things, the risks that the Company's products and plan will vary from those stated in this report and the Company may not be able to carry out its business plans as expected. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this report. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The statements in this material change report are made as of the date of this report.*