

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**

October 15, 2020

ITEM 3 **News Release**

A news release announcing the material change was disseminated on October 19, 2020 and subsequently filed on SEDAR.

ITEM 4 **Summary of Material Changes**

On October 19, 2020, the Company announced the appointment of Mr. Dennis Staudt as a director of the Company, as well as certain changes to management structure.

ITEM 5 **Full Description of Material Change**

On October 19, 2020, the Company announced the appointment of Mr. Dennis Staudt as a director of the Company. Mr. Staudt has over 35 years’ experience providing sophisticated business advice, having spent most of his career with PricewaterhouseCoopers LLP (“PwC”), including 22 years as a partner in PwC’s Audit and Assurance Group. Following his retirement from PwC in 2012, Mr. Staudt joined the board of directors of Aphria Inc., where he served from July 2014 to September 2018. Mr. Staudt is currently the Vice-President of Staudt Farms Limited, a family-owned farming operation in Leamington, Ontario.

Mr. Staudt graduated from the University of Windsor in 1977 with a Bachelor of Commerce Degree. He obtained his Chartered Accountant (Ontario) designation in 1979 and his Certified Public Accountant (Illinois) designation in 1999. Mr. Staudt is also an Advisory Board Member at the University of Windsor Centre for Executive and Professional Education, and the former Chair of the Leamington District Memorial Hospital Foundation, the Art Gallery of Windsor and the Art Gallery of Windsor Foundation. He has also previously served on the Board of Governors of the University of Windsor and has taught as a Sessional Lecturer in Accounting.

The Company also announced the reorganization of its senior management structure, with Tim Moore being appointed Chief Executive Officer, Barinder Rasode being appointed President and Susan Chapelle being appointed Executive Vice-President, Research and Development.

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 Tim Moore, Chief Executive Officers of the Company, at 604-359-0060.

ITEM 9 **Date of Report**

October 26, 2020