

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 4, 2020

Item 3 News Release

A news release with respect to the contents of this report was issued on December 4, 2020 and was disseminated through the facilities of recognized newswire services. A copy of the news release was filed on SEDAR.

Item 4 Summary of Material Change

The Company announced it has entered into investor relations agreements with Media Relations Publishing (“MRP”) and Midam Ventures, LLC (“Midam”), respectively, pursuant to which, in exchange for payment by the Company of CAD\$500,000 to each of MRP and Midam, respectively, they will provide marketing, advertising, public relations and corporate branding services to the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has entered into investor relations agreements with Media Relations Publishing (“MRP”) and Midam Ventures, LLC (“Midam”), respectively, pursuant to which, in exchange for payment by the Company of CAD\$500,000 to each of MRP and Midam, respectively, they will provide marketing, advertising, public relations and corporate branding services to the Company.

Please see the news release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and business number of the executive officers of the Company who are knowledgeable of the material change and this report are:

Susan Chapelle or Tim Moore
Co-Chief Executive Officers
Telephone – 604-359-0060

Item 9 Date of Report

December 4, 2020

SCHEDULE "A"



Havn Life Sciences announces Investor Relations Marketing Campaigns

December 4, 2020

Vancouver, BC - Havn Life Sciences Inc. (CSE : [HAVN](#)) (FSE : [5NP](#)) (the "Company" or "Havn Life"), is pleased to announce that it has entered into investor relations agreements with Media Relations Publishing ("MRP") and Midam Ventures, LLC ("Midam"), respectively, pursuant to which, in exchange for payment by the Company of CAD\$500,000 to each of MRP and Midam, respectively, they will provide marketing, advertising, public relations and corporate branding services to the Company.

On Behalf of The Board of Directors

Tim Moore
Chief Executive Officer

About Havn Life Sciences Inc.

Havn Life Sciences is a Canadian biotechnology company pursuing standardized extraction of psychoactive compounds, the development of natural healthcare products, and innovative mental health treatment to support brain health and enhance the capabilities of the mind. Learn more at: havnlife.com and follow us on [Facebook](#), [Twitter](#) and [Instagram](#).



Contact:

Investor Relations: ir@havnlife.com 604 687 7130

Media: brittany@exvera.com 778 238 6096

Forward-Looking Information: *This news release 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, its product offerings and plans for marketing. 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. 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 news release. 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 and makes no reference to profitability based on sales reported. The statements in this news release are made as of the date of this release.*



The CSE has not reviewed, approved or disapproved the content of this press release

