

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

Item 1 Name and Address of Corporation

Havn Life Sciences Inc. (“**Havn**” or the “**Corporation**”)
3800 Westbrook Mall
Vancouver, British Columbia
V6S 2L9

Item 2 Date of Material Change

January 7, 2021

Item 3 News Release

News release dated January 7, 2021 was disseminated and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On January 7, 2021, the Corporation announced further to its news release dated December 15, 2020, the Corporation has completed its previously announced bought deal public offering of 10,747,900 units (the “**Units**”), including 1,401,900 Units issued pursuant to the Underwriter’s (as defined below) over-allotment option which was exercised in full, at a price of \$1.07 per Unit (the “**Offering Price**”), for aggregate gross proceeds of \$11,500,253 (the “**Offering**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On January 7, 2021, the Corporation announced further to its news release dated December 15, 2020, the Corporation has completed its previously announced bought deal public offering of 10,747,900 Units, including 1,401,900 Units issued pursuant to the Underwriter’s over-allotment option which was exercised in full, at a price of \$1.07 per Unit, for aggregate gross proceeds of \$11,500,253. Eight Capital acted as underwriter in respect of the Offering (the “**Underwriter**”).

Each Unit consists of one common share in the capital of the Corporation (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one additional Share at an exercise price of \$1.34 for a period of 36 months from the date of issuance.

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 following senior officer of the Corporation is knowledgeable about the material change and this report:

Eli Dusenbury, Chief Financial Officer
3800 Westbrook Mall
Vancouver, British Columbia
V6S 2L9
Phone: 778-953-4191

Item 9 Date of Report

January 7, 2021