

**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

January 22, 2022

Item 3 News Release

A news release with respect to the contents of this report was issued on January 22, 2021 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 granted 250,000 incentive stock options at an exercise price of \$0.85 per common share for a period of five years. The company also granted 50,000 restricted share rights (the “RSRs”) with one-eighth of the RSRs to vest every three months beginning April 21, 2021. In addition, the Company issued an aggregate of 384,86 common shares (the “Common Shares”) at a deemed price of \$0.96 per Common Shares to certain consultants of the Company for past services rendered to the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has granted 250,000 incentive stock options (the “Options”) at an exercise price of \$0.85 per common share for a five year term.

Further, the Company has granted 50,000 restricted share rights (the “RSRs”) with a one-eighth (1/8th) of the RSRs to vest every three months beginning April 21, 2021.

The Options and RSRs were granted to a director of the Company under the Company’s Equity Incentive Plan.

The Company also announces that it has issued an aggregate of 384,896 common shares (the “Common Shares”) at a deemed price of \$0.96 per Common Share in the capital of the Company to certain consultants of the Company for past services rendered 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:

Tim Moore
Chief Executive Officers
Telephone – 604-359-0060

Item 9 Date of Report

January 25, 2021



Havn Life Grants Stock Options and Restricted Share Rights

January 22, 2021

Vancouver, BC - Havn Life Sciences Inc. (CSE: [HAVN](#)) (OTC: [HAVLF](#)) (FSE: [5NP](#)) (the "Company" or "Havn Life") announces that it has granted 250,000 incentive stock options (the "Options") at an exercise price of \$0.85 per common share for a five year term.

Further, the Company has granted 50,000 restricted share rights (the "RSRs") with a one-eight (1/8th) of the RSRs to vest every three months beginning April 21, 2021.

The Options and RSRs were granted to a director of the Company under the Company's Equity Incentive Plan.

The Company also announces that it has issued an aggregate of 384,896 common shares (the "Common Shares") at a deemed price of \$0.96 per Common Share in the capital of the Company to certain consultants of the Company for past services rendered 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 biotechnology company on a mission to unlock human potential using evidence-informed research. The Company is focused on standardized, quality-controlled extraction of psychoactive compounds from plants and fungi, and the development of natural health care products from non-regulated compounds. Learn more at: havnlife.com and follow us on [Facebook](#), [Twitter](#), [Instagram](#), and [Youtube](#)



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Cautionary Note Regarding Forward-Looking Statements

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. 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 news release 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 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. 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

