

**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**

February 22, 2021

**Item 3            News Release**

A news release with respect to the contents of this report was issued on February 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 that its common shares are now eligible for electronic clearing and settlement through the Depository Trust Company ("DTC") in the United States. The Company's common shares are quoted in the United States on the OTC Venture Market under the symbol "HAVLF".

DTC is a subsidiary of the Depository Trust & Clearing Corporation, a United States company that manages the electronic clearing and settlement of publicly-traded companies. Securities that are eligible to be electronically cleared and settled through DTC are considered "DTC eligible." This electronic method of clearing securities speeds up the receipt of stock and cash and thus accelerates the settlement process for investors and brokers, enabling the stock to be traded over a much wider selection of brokerage firms.

In addition to trading in the United States on the OTC Venture Market, the Company's common shares will continue to trade on the Canadian Securities Exchange (CSE) under the symbol "HAVN" and the Frankfurt Stock Exchange under the symbol "5NP."

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

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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 Officer  
Telephone – 604-359-0060

**Item 9 Date of Report**

February 22, 2021



## Havn Life announces DTC Eligibility of Its Common Shares in the United States

**February 22, 2021**

**Vancouver, BC - Havn Life Sciences Inc. (CSE: [HAVN](#)) (OTC: [HAVLF](#)) (FSE: [5NP](#))** (the "Company" or "Havn Life"), a biotechnology company pursuing standardized extraction of psychoactive compounds and the development of natural healthcare products, is pleased to announce today that its common shares are now eligible for electronic clearing and settlement through the Depository Trust Company ("DTC") in the United States. The Company's common shares are quoted in the United States on the OTC Venture Market under the symbol "HAVLF"

DTC is a subsidiary of the Depository Trust & Clearing Corporation, a United States company that manages the electronic clearing and settlement of publicly-traded companies. Securities that are eligible to be electronically cleared and settled through DTC are considered "DTC eligible." This electronic method of clearing securities speeds up the receipt of stock and cash and thus accelerates the settlement process for investors and brokers, enabling the stock to be traded over a much wider selection of brokerage firms.

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"Executing on our milestone of obtaining DTC eligibility demonstrates Havn Lifes' commitment to increased visibility and accessibility for shareholders moving into 2021," said Chief Executive Officer, Tim Moore. "We believe this DTC eligibility will expand our exposure to a larger portion of the investment community, while providing a lower-cost and more seamless trading process that gives investors the ability to transfer shares between U.S. brokerage accounts."

### **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](http://havnlife.com) and follow us on [Facebook](#), [Twitter](#), [Instagram](#), and [Youtube](#)



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**Cautionary Note Regarding Forward-Looking Statements**

Certain statements contained in this news release, including statements which may contain words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, or similar expressions, and statements related to matters which are not historical facts, such as statements regarding the contemplated completion of the Acquisition, are forward-looking information within the meaning of applicable securities laws. Such forward-looking statements reflect management’s expectations and are based on certain factors and assumptions and involve known and unknown risks and uncertainties which may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements contained in this news release are reasonable, but no assurance can be given that these expectations will prove to be correct, nor that the Acquisition will be completed as contemplated, or at all. The Company undertakes no obligation to release publicly any future revisions to forward-looking statements to reflect events or circumstances after the date of this news or to reflect the occurrence of unanticipated events, except as expressly required by law.

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

