

**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**

April 8, 2021

**Item 3            News Release**

A news release with respect to the contents of this report was issued on April 8, 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 further to its news release dated January 26, 2021, that it has completed the acquisition of GCO Packaging and Manufacturing Ltd. (“GCO”), acquiring 100% of the outstanding shares of GCO (the “Acquisition”) in exchange for an aggregate of 6,000,000 common shares of Havn Life (the “Consideration Shares”). GCO operates a large-scale manufacturing, packaging and distribution facility (“Facility”).

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

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The Acquisition is expected to enhance three key elements to Havn Life’s retail strategy:

- Facilitate expanded product portfolio with strong revenue generation potential;
- Expand ability to enter new Natural Health Product (“NHP”) categories; and
- Reduce third party manufacturing burden.

Havn Life CEO, Tim Moore, noted, “Acquisition of this Facility represents a pivotal step forward for us, as we ramp up production of the seven natural health products we’re launching this spring in retailers such as Nesters Market. Our team continues to work towards formulating and developing new and innovative products to bring to market. Looking to the future, it will also enable us to produce a range of new products, from functional teas to other natural health product formulations.”

With over 16,000 square feet of space, the Facility features a large warehouse with multi-level inventory racking, fully-equipped and functioning production and packaging rooms, and modern, fully-furnished boardroom, laboratory, and offices. The Facility currently holds USDA Organic, Canadian Organic, and Kosher certifications, and includes a large loading area for ease of delivery-vehicle access. The 2.11-acre

freestanding Facility is strategically located in the lower mainland near several key transportation hubs, providing an excellent access point for the distribution of Havn Life's forthcoming retail product line.

### **Transaction Details**

The Company notes that 1,214,954 of the Consideration Shares will be issued to a creditor of GCO in connection with the settlement of certain outstanding indebtedness (the "Debt Settlement Shares"). The Debt Settlement Shares are subject to resale restrictions which, in respect of one-half (1/2) of such Debt Settlement Shares, expire in four (4) months, and which, in respect of the remaining Debt Settlement Shares, expire in five (5) months.

Release and delivery of the Consideration Shares to the Vendors are subject to the terms and conditions contained in the share purchase agreement between the Company and the Vendors, including an escrow arrangement whereby one-sixth (1/6) of such Consideration Shares will be released to the Vendors every three (3) months following closing, commencing three months from the closing date.

The completion of the Acquisition triggered the vesting of an aggregate of 9,000,000 outstanding performance warrants, all of which have been exercised, resulting in the issuance of 9,000,000 common shares of the Company to the holders thereof (the "Performance Warrant Shares"). One-half of the Performance Warrant Shares are subject to resale restrictions which, in respect of 50% of such Performance Warrant Shares, expire in 45 days, and which, in respect of the remaining 50% of such Performance Warrant Shares, expire in 90 days.

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**

April 8, 2021



## **Havn Life Completes Acquisition of Strategic Manufacturing & Packaging Facility for its Retail Division**

*The Facility acquisition positions Havn Life to quickly expand its product portfolio and reach additional NHP categories.*

**April 8, 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, further to its news release dated January 26, 2021, that it has completed the acquisition of GCO Packaging and Manufacturing Ltd. ("GCO"), acquiring 100% of the outstanding shares of GCO (the "Acquisition") in exchange for an aggregate of 6,000,000 common shares of Havn Life (the "Consideration Shares"). GCO operates a large-scale manufacturing, packaging and distribution facility ("Facility").

The Acquisition is expected to enhance three key elements to Havn Life's retail strategy:

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## 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 benefits of the Acquisition, the intended use and benefits of the Facility, the ability of the Facility to facilitate an expanded product portfolio with strong revenue generation potential, expand ability to enter new NHP categories and reduce third party manufacturing burden, 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 provide the Company the expected benefits, that the Facility will be utilized as intended, or at all, that the Facility will be able to facilitate an expanded product portfolio with strong revenue generation potential, expand ability to enter new NHP categories and reduce third party manufacturing burden. 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**

