

FORM 51-102F3
Material Change Report

ITEM 1 **Name and Address of Company**

HAVN Life Sciences Inc. (the “Company”)
Unit 100 – 22071 Fraserwood Way,
Richmond, BC V6W 1J5

ITEM 2 **Date of Material Change**

October 1, 2021

ITEM 3 **News Release**

News release announcing the material change was disseminated on October 1, 2021 and was subsequently filed on SEDAR.

ITEM 4 **Summary of Material Changes**

On October 1, 2021, the Company provided an update on the operations of its HAVN Labs and HAVN Retail divisions.

ITEM 5 **Full Description of Material Change**

On October 1, 2021, the Company announced an update on its operations.

HAVN Labs

On August 3, 2021, the Company announced it had harvested its first crop of psilocybin-containing mushrooms (the “Products”) from its operations in Jamaica, and that the Company would be exporting the harvested psilocybin to Canada for safety and quality control testing by its lab partner, Delic Labs. The Company notes that the anticipated importation of the Products to Canada is intended to occur during Q4 2021 or Q1 2022, and that such importation requires a Health Canada license which the Company does not currently possess. The Company has a pending application for such license but there can be no assurance that it will be received by Q4 2021, or at all.

On September 17, 2021, the Company entered into a memorandum of understanding with Mycrodose Therapeutics, the holder of a Controlled Substance Registration Certificate for psilocybin from the United States Department of Justice – Drug Enforcement Administration, pursuant to which the Company and Mycrodose Therapeutics aim to negotiate a definitive arrangement to permit the importation of the Company’s Products into the United States of America. The Company notes that it is in negotiations for similar definitive arrangements for the importation of Products into Canada, though to date no such arrangements have been finalized.

The Company notes that aside from Canada and the United States, it is also focused on the United Kingdom as a potential market for its Products. However, as with Canada and the United States, importation of the Products into the United Kingdom is highly-regulated and requires licenses and permits which the Company does not currently possess. At this time, the Company is not actively considering any other export market.

HAVN Retail

On July 29, 2021, the Company announced that it received a “Fulfillment by Amazon” designation from Amazon.ca for the Company’s line of natural health products, allowing for the distribution of such products on Amazon’s platform within Canada.

On September 21, 2021, the Company announced that it secured a partnership with Horizon Grocery + Wellness, Western Canada’s leading distributor of organic and natural health products, and a partnership with Well.ca, one of the largest online natural health retailers in Canada.

On September 28, 2021, the Company acquired patented natural health formulations from Bennett’s Choice, adding to its existing line of natural health products, in consideration for a cash payment of \$200,000 and the issuance of 2,707,275 common shares in the capital of the Company (such common shares being subject to a 36-month escrow, with 1/6th of such common shares being released every six months).

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

Not applicable.

ITEM 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

ITEM 8 **Executive Officer**

For further information, please contact Tim Moore, Chief Executive Officer of the Company, at 604-359-0060.

ITEM 9 **Date of Report**

October 1, 2021

Forward-Looking Information: This material change report contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the anticipated importation of Products into Canada, the United States of America and the United Kingdom, the Company’s ability to

secure the necessary approvals, permits and licenses for such anticipated importation of Products into Canada, the United States of America and the United Kingdom, the negotiation of definitive arrangements for the importation of Products into the United States of America, Canada and the United Kingdom, 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 risk that the Company will not be able to secure the necessary approvals, permits or licenses for the importation of Products into Canada, the United States of America or the United Kingdom, risks that the Company will not be able reach definitive arrangements with third-party license holders for the importation of Products into the United States of America, Canada or the United Kingdom as anticipated, or at all, risks that the Company's products, including the Products, and plans will vary from those stated in this report 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 report. 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 report are made as of the date of this report.