

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

HAVN Life Sciences Inc. (the “**Company**”)
1480 - 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Item 2 Date of Material Change

September 20, 2022

Item 3 News Release

The Company disseminated a news release in respect of the material change described herein through the news dissemination services of Cision (CNW) on September 20, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that the board of directors of the Company (the “**Board**”), on the advice of the Company's Chief Financial Officer, has determined that the Company is no longer a going concern as it is unable to meet its financial obligations as they come due.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the board of directors of the Company (the “**Board**”), on the advice of the Company's Chief Financial Officer, has determined that the Company is no longer a going concern as it is unable to meet its financial obligations as they come due.

A restructuring plan is being put together by the Board and the Company is actively pursuing financing. There is no assurance that the restructuring will be successful or that the Company will be able to secure a new source of financing.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

For further information, please contact Tim Moore, Chief Executive Officer and Director of the Company, at telephone number 604-687-7130 or via email to tim@havnlife.com.

Item 9 Date of Report

September 29, 2022