

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

Item 1 Name and Address of Company

HAVN Life Sciences Inc. (the “**Company**”)
605 – 130 Brew Street
Port Moody, British Columbia
V3H 03

Item 2 Date of Material Change

August 29, 2023

Item 3 News Release

The Company disseminated a news release in respect of the material change described herein through the news dissemination services of EIN Presswire on August 29, 2023, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced it anticipates that it will miss the deadline (the “**Filing Deadline**”) of August 28, 2023, to file the following (collectively, the “**Documents**”):

- the Company’s audited annual financial statements for the financial year ended April 30, 2023, as required by section 4.2 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”);
- the Company’s management discussion & analysis for the corresponding financial year ended April 30, 2023, as required by section 5.1(2) of NI 51-102; and
- the CEO and CFO certificates as required by National Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings*.

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The default is related to the appointment of new auditors of the Company. Accordingly, the Company has informed staff of the British Columbia Securities Commission (“**BCSC**”) about its anticipated delay in filing the Documents and applied to the BCSC pursuant to Part 4 of National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”) for a Management Cease Trade Order (“**MCTO**”) pending the filing of the Documents. The MCTO has been granted by the BCSC and prohibits the Company’s management from trading in the securities of the Company until such time as the Documents are filed.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it anticipates that it will miss Filing Deadline to file the Documents.

The default is related to the appointment of new auditors of the Company. Accordingly, the Company has informed staff of the BCSC about its anticipated delay in filing the Documents and applied to the BCSC pursuant to Part 4 of NP 12-203 for a MCTO pending the filing of the Documents. The MCTO has been granted by the BCSC and prohibits the Company’s management from trading in the securities of the Company until such time as the Documents are filed.

The Company is working diligently and expeditiously to complete the filings of the Documents as soon as practicable, and has devoted necessary resources with the aim to do so by October 15, 2023.

During the period of default and until filing of the Documents, the Company intends to satisfy the provisions of the “alternative information guidelines” as set out in NP 12-203, including the requirement to file bi-weekly status reports in the form of news releases containing prescribed updating information. The Company anticipates and expects to file the Documents on or before October 15, 2023.

Until the Company has filed the Documents, members of the Company’s management and other insiders are subject to an insider trading black-out as per its insider trading policy. The Company confirms that, other than as disclosed in prior press releases and material change reports, there have been no material business developments since the filing of the Company’s latest interim financial report.

The Company is not currently subject to any insolvency proceedings. If the Company provides any information to any of its creditors during the period in which it is in default of filing the Documents, the Company confirms that it will also file material change reports on SEDAR containing such information as is required.

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

August 30, 2023