

## FORM 11

### **NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: HAVN LIFE SCIENCES INC. (the "Issuer").

Trading Symbol: HAVN

Date: December 17, 2020

#### **1. New Options Granted:**

Date of Grant: October 18, 2020

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company)</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exerci se Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Susan Chapelle*	Officer	Yes	39,130	-	-	0

\*This Participant (as defined in the Issuer's equity incentive plan dated June 4, 2020) was granted restricted share rights ("RSRs").

Total Number of optioned shares proposed for acceptance: 0 (39,130 including RSRs).

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Eli Dusenbury	250,000	\$0.25	June 4, 2020	June 4, 2025
Tim Moore	500,000	\$0.25	June 4, 2020	June 4, 2025
Eli Dusenbury*	150,000	-	June 4, 2020	-
Tim Moore*	500,000	-	June 4, 2020	-
Return 2 Rain Holdings Ltd.	200,000	\$0.25	September 4, 2020	September 4, 2022
Ivan Casselman	1,000,000	\$0.25	September 4, 2020	September 4, 2022
David Mokler	100,000	\$0.25	September 4, 2020	September 4, 2022
Alex Samuelsson	100,000	\$0.25	September 4, 2020	September 4, 2022
Sheila Cops	200,000	\$0.25	September 4, 2020	September 4, 2022
Return 2 Rain Holdings Ltd.*	100,000	-	September 4, 2020	-
Vic Neufeld	250,000	\$0.65	September 10, 2020	September 10, 2025
1428 Investments Inc.	166,666	\$0.65	September 10, 2020	September 10, 2025
1196016 B.C. Ltd.	166,667	\$0.65	September 10, 2020	September 10, 2025
Barinder Rasode	250,000	\$0.65	September 10, 2020	September 10, 2025
Blackstone Consulting Inc.	50,000	\$0.65	September 10, 2020	September 10, 2025
CIFC Capital Corp.	10,000	\$0.65	September 10, 2020	September 10, 2025
Janet Francis	25,000	\$0.65	September 10, 2020	September 10, 2025
Ricky Brar	250,000	\$0.65	September 10, 2020	September 10, 2025
Robert Nygren	250,000	\$0.65	September 10, 2020	September 10, 2025
RSK Holdings Ltd.	50,000	\$0.65	September 10, 2020	September 10, 2025

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Skanderberg Capital Advisors Inc.	166,667	\$0.65	September 10, 2020	September 10, 2025
Tim Laidler	250,000	\$0.65	September 10, 2020	September 10, 2025
Tim Moore	250,000	\$0.65	September 10, 2020	September 10, 2025
Debbie Spair*	200,000	-	September 10, 2020	-
Dace Marsh*	100,000	-	September 10, 2020	-
Victoria Neufeld*	200,000	-	September 10, 2020	-
Vic Neufeld	1,000,000	\$0.79	October 4, 2020	October 5, 2025
Ricky Brar	750,000	\$0.79	October 4, 2020	October 5, 2025
Vic Neufeld*	50,000	-	October 4, 2020	-
Vic Neufeld*	2,000,000	-	October 4, 2020	-
Ricky Brar*	40,000	-	October 4, 2020	-
Ricky Brar*	1,000,000	-	October 4, 2020	-
Tim Laidler*	50,000	-	October 11, 2020	-
Barinder Rasode*	200,000	-	October 11, 2020	-

\*This Participant (as defined in the Issuer's equity incentive plan dated June 4, 2020) was granted RSRs.

(1) Set out number of optioned shares for each grant with different terms.

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### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A.

- (b) State the date of the news release announcing the grant of options.

N/A.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

109,915,130 Common Shares on a fully diluted basis.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

5.7% on a fully diluted basis.

9.9% on a fully diluted basis including RSRs.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

21,983,026 Common Shares on a fully diluted basis.

21,943,896 Common Shares on a fully diluted basis including RSRs.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A.

#### 4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated December 17, 2020.

Eli Dusenbury  
Name of Director or Senior Officer

/s/ Eli Dusenbury  
Signature

Chief Financial Officer  
Official Capacity