Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Aeterna Zentaris Inc. (the "**Company**")
c/o Norton Rose Fulbright Canada LLP
222 Bay Street, Suite 3000
Toronto, Ontario M5K 1E7

Item 2 Date of Material Change

November 16, 2020

Item 3 News Release

A news release with respect to the material change was disseminated by the Corporation on November 16, 2020 through GlobeNewswire news service and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 16, 2020, the Company announced it has entered into an amendment (the "**Amendment**") of its existing License Agreement with Novo Nordisk Biopharm Limited (**NNBL**) related to the development and commercialization of macimorelin.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

On November 16, 2020, the Company announced it has entered into an amendment (the "**Amendment**") of its existing License Agreement with Novo Nordisk Biopharm Limited (**NNBL**) related to the development and commercialization of macimorelin.

Under the terms of the original License Agreement, Novo Nordisk was granted the exclusive right to commercialize macimorelin in the United States ("U.S.") and Canada. Novo Nordisk is currently marketing macimorelin in the U.S. under the tradename Macrilen™ for the diagnosis of adult growth hormone deficiency ("AGHD"). Aeterna, in collaboration with Novo Nordisk, is currently developing the expanded use of macimorelin for the diagnosis of childhood-onset growth hormone deficiency ("CGHD"), an area of significant unmet need. Aeterna has entered into the start-up phase for the clinical safety and efficacy study, Study P02, evaluating macimorelin for the diagnosis of CGHD, which is expected to be initiated in Q1 of 2021.

Under the Amendment, Aeterna continues to retain all rights to macimorelin outside of the U.S. and Canada but, in demonstration of Novo Nordisk's continued commitment to macimorelin, Novo Nordisk has agreed to make an immediate upfront payment to Aeterna of €5 million, which accelerates and replaces the U.S.$5 million later stage regulatory approval milestone that Novo Nordisk would have been required to pay only upon successful achievement of regulatory approval of macimorelin in the U.S. for the diagnosis of CGHD. Under the Amendment, all other future potential commercialization milestone payments remain unchanged. In addition, under the Amendment, Novo Nordisk and Aeterna have agreed that solely Aeterna will conduct the pivotal Study P02 in partnership with a contract research organization. Given the full transfer of

development activities to Aeterna, Novo Nordisk is then adjusting the percentage of Study P02 clinical trial costs that Novo Nordisk is required to reimburse to Aeterna from 70% to 100% of costs up to €9 million, and includes reimbursement of Aeterna's budgeted internal labor costs. Any additional external jointly approved Study P02 trial costs incurred over €9 million will be shared equally between Novo Nordisk and Aeterna. To reflect Novo Nordisk's additional and earlier investment in macimorelin, the royalty payment Aeterna receives on sales in the U.S. and Canada will be reduced from 15% to 8.5% for annual net sales up to U.S.$40 million and returns to 15% or more for annual net sales of macimorelin over U.S.$40 million.

Under the Amendment, both companies will continue to closely coordinate the activities related to the development and commercialization of macimorelin in the U.S. and Canada through a joint steering committee, with each party having decision rights in certain areas. Novo Nordisk will also receive co-ownership of the U.S. and Canadian patents and trademarks owned by Aeterna on macimorelin but will be required to transfer coownership in those patents back to Aeterna on the occurrence of certain termination events.

In addition, upon regulatory approval of macimorelin in the U.S. for the diagnosis of CGHD, if Novo Nordisk determines not to commercialize macimorelin in Canada, then Aeterna has the option to exclusively license rights to macimorelin in Canada (but not in U.S.) to a third party. The Amendment also confirms that Aeterna has the right to use the results from Study P02, if successful, to support Aeterna seeking regulatory approval and ongoing efforts to seek partnering opportunities for macimorelin in Europe and other regions outside of the two countries licensed to Novo Nordisk, the U.S. and Canada.

"We are pleased with our continued partnership with Novo Nordisk and the work we are doing to advance the expanded use of macimorelin for the diagnosis of CGHD after successfully completing the dose range finding Study P01," commented Dr. Klaus Paulini, Chief Executive Officer of Aeterna Zentaris. "The Amendment of the License Agreement with Novo Nordisk puts a significant emphasis on the importance of our pediatric codevelopment of macimorelin and Novo Nordisk's commitment to the continued commercialization and expansion of macimorelin. The Amendment lowers not only our financial obligation for conducting Study P02, but also provides us with the benefit of an upfront non-dilutive payment of €5 million."

The Amendment will be filed on SEDAR at www.sedar.com. The foregoing description of the terms of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

Item 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**

Further information regarding the matters described in this report may be obtained from Leslie Auld, Chief Financial Officer, at (843) 900-3201 or IR@AEZSinc.com.

Item 9 **Date of Report**

November 18, 2020.