

**NATIONAL INSTRUMENT 44-101  
SHORT FORM PROSPECTUS DISTRIBUTIONS**

**NOTICE DECLARING INTENTION  
TO BE QUALIFIED UNDER  
NATIONAL INSTRUMENT 44-101  
*SHORT FORM PROSPECTUS DISTRIBUTIONS*  
("NI 44-101")**

Dated: June 1, 2020

To: Alberta Securities Commission

And to: British Columbia Securities Commission  
Ontario Securities Commission

Willow Biosciences Inc. (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

**WILLOW BIOSCIENCES INC.**

By: (signed) "Trevor Peters"  
Name: Trevor Peters  
Title: President and Chief Executive  
Officer