

SCHEDULE 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Corporation

DEVONIAN HEALTH GROUP INC. (the “**Corporation**”)
360, rue des Entrepreneurs
Montmagny QC G5V 4T1

2. Date of Material Change

June 6, 2023

3. News Release

A news release, in French and English versions, was issued on June 6, 2023, through Business Wire and filed on SEDAR.

4. Summary of Material Change

On June 6, 2023, the Corporation Announced Closing of a Private Placement of \$1.2 Million.

5. Full Description of Material Change

5.1 Full Description of Material Change

On June 6, 2023, the Corporation announced that it has closed its non-brokered previously announced private placement for aggregate gross proceeds of \$1,199,664.75 (the “**Offering**”). The Offering consisted of the issuance of 7,997,765 units of the Corporation (the “**Units**”) at a price of \$0.15 per Unit. Each Unit consists of one subordinate voting share of the Corporation (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Share at an exercise price of \$0.20 per Share for a period of 24 months from the date of issuance thereof.

The proceeds of the Offering will mainly be used to finance the preparation of clinical study programs for Thykamine™ in particular the phase 2/3 program in pediatric atopic dermatitis, the phase 2 programs in radiodermatitis associated with radiotherapy and in Hand and Foot Syndrome and associated with chemotherapy and also for working capital relating to the general and administrative expenses of the Corporation.

No finder’s fees were paid in connection with this Offering. The Shares and the Warrants issued pursuant to this Offering are subject to a restricted hold period of four months and one day, ending on October 7, 2023, under applicable Canadian securities laws. The Offering remains subject to the final approval of the TSX Venture Exchange.

Under the Offering, insiders of the Corporation, more specifically directors and officers of the Corporation, collectively subscribed for a total of 800,000 Units for a total consideration of \$120,000 which constitutes a “related party transaction” within the meaning of Regulation 61-101 *respecting Protection of Minority Security Holders in Special Transactions* (“**Regulation 61-101**”) and TSXV Policy 5.9 – *Protection of Minority Security Holders in Special Transaction*. However, the directors of the Corporation who voted in favour of the Offering have determined, based on advice from counsel and management, that the exemptions from formal valuation and minority approval requirements provided for respectively under subsections 5.5(a) and 5.7(1)(a) of Regulation 61-101 can be relied on as neither the fair market value of the Units issued to insiders nor the fair market value of the consideration paid exceed 25% of the Corporation’s market capitalization. None of the Corporation’s directors has expressed any contrary views or disagreements with respect to the foregoing. The Corporation did not file a material change report at least 21 days before the anticipated closing of the Offering due to the fact that the terms of the participation of each of the non-related parties and the related parties in the Offering were not confirmed and that this abbreviated period was reasonable and necessary in the circumstances.

The following table presents the effect of the Offering on the ownership percentage of the outstanding and issued Shares for each insider who subscribed in the Offering.

Name of the Insider	Ownership percentage before the closing of the Offering – on a non-diluted basis	Units subscribed under the Offering	Ownership percentage after the closing of the Offering – on a non-diluted basis	Ownership percentage after the closing of the Offering – on a partially diluted basis
Jean Forcione	0.00%	666,667 Units	0.46%	0.92%
Pierre Montanaro	0.12%	133,333 Units	0.21%	0.30%

Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For all additional information, please contact:

Mr. Pierre Montanaro
President and Chief Executive Officer
Telephone: (450) 434-9709

9. Date of Report

June 9, 2023