



PRESS RELEASE

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DEVONIAN ANNOUNCES THE CLOSING OF A \$315,000 PRIVATE PLACEMENT AND AN ADDITIONAL LOAN OF \$500,000

QUEBEC, Québec – August 21, 2019 – Devonian Health Group Inc. (“**Devonian**” or the “**Corporation**”) (TSXV: GSD) is pleased to announce the closing of a non-brokered private placement (the “**Offering**”) of 1,260,000 units of the Corporation (the “**Units**”), at a price of \$0.25 per Unit, for an aggregate gross proceeds of \$315,000. Each Unit subscribed for under the Offering is comprised of one subordinate voting shares of the Corporation (a “**Subordinate Voting Share**”) and one-half of one Subordinate Voting Share purchase warrant (a “**Purchase Warrant**”). Each whole Purchase Warrant shall entitle the holder thereof to subscribe for one Subordinate Voting Shares of the Corporation, at a price of \$0.50 per Subordinate Voting Share, for a period of 24 months following the closing of the Offering, subject to acceleration provision.

The Corporation paid Raymond James Ltd. an intermediation fees in the amount of \$15,900 and an aggregate number of 63,600 compensation warrants to purchase of up to 63,600 Subordinate Voting Shares, at a price of \$1.00 per Subordinate Voting Share, within a delay of 24 months after the closing of the Offering, subject to acceleration provision.

The net proceeds of the Offering will be used by the Corporation for working capital and general corporate purposes.

The Corporation may proceed with subsequent closings up to a maximum cumulative aggregate gross proceeds of \$5,000,000.

All securities issued under the Offering are subject to a four month and one day hold period from the date of issue in accordance with applicable securities laws expiring on December 22, 2019.



Additional Loan

The Corporation is pleased to announce that it has concluded an amendment to the loan agreement previously announced on January 23, 2019, entered into with a Private Group of Lenders (the “**Loan Agreement**”) in order to increase the maximum of the loan from \$3,000,000 to \$3,500,000. This additional loan falls under the same terms provided under the Loan Agreement being understood that the \$500,000 may be reimbursed by the Corporation at any time without penalty.

This press release does not constitute an offer of securities for sale in the United States or to “U.S. persons” (“**U.S. persons**”), as such term is defined in Regulation S promulgated under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The securities being offered have not been, nor will be, registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from such registration requirements.

About Devonian

Devonian Health Group Inc. is a late stage biopharmaceutical corporation with novel therapeutic approaches to targeting unmet medical needs. Devonian’s core strategy is to develop prescription botanical drugs from plant materials and algae for the treatment of inflammatory-autoimmune diseases including but not limited to ulcerative colitis and atopic dermatitis. Based on a foundation of over 15 years of research, Devonian’s focus is further supported by a US-FDA set of regulatory guidelines favouring a more efficient drug development pathway for prescription botanical drug products over those of traditional prescription medicines. Devonian is also involved in the development of high-value cosmeceutical products leveraging the same proprietary approach employed with their pharmaceutical offerings. Devonian Health Group Inc. was incorporated in 2013 and is headquartered in Québec, Canada where it owns a state-of-the art extraction facility with full traceability ‘from the seed to the pill’. Acquired in 2018, Altius Healthcare Inc., its commercial division, brings opportunities for further diversification and growth potential. Devonian is traded publicly on the TSX Exchange (TSXV:GSD).

For more information, visit www.groupedevonian.com.

Forward Looking Statements

All statements, other than statements of historical fact, contained in this press release including, but not limited to, those relating to the intended use of proceeds of the Offering, and generally, the above “About Devonian” paragraph which essentially describes the Corporation’s outlook, constitute “forward-looking information” or “forward-looking statements” within the meaning of certain securities laws, and are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Corporation as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements and future events.



By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management's endeavors to develop prescription botanical drugs and, more generally, its expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in our other filings with the securities regulators of Canada. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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