



DEVONIAN HEALTH GROUP INC.

PRESS RELEASE

For immediate release

DEVONIAN ISSUES SETTLEMENTS OF INTEREST DUE TO A DEBENTURE HOLDER AND ANNOUNCES THE RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

QUEBEC, – January 29, 2020~~19~~ Devonian Health Group Inc. (“**Devonian**” or the “**Corporation**”) (TSXv: **GSD**), a clinical stage botanical pharmaceutical corporation, focused on developing a unique portfolio of botanical pharmaceutical and cosmeceutical products, today announces the issuance of the following securities in consideration of interest it owes to a holder of debentures issued during the private placement as announced by press releases dated July 19, 2018:

-291,393 units at a unit price of \$ 0.173 (the “**Units**”) are issued to Aspri Pharma Canada Inc. (“**Aspri**”), holder of a debenture issued during the first tranche of the private placement closed on July 19, 2018. These Units are issued against the interest due to Aspri as of January 19, 2020 for a total amount of \$ 50,411. Each Unit consists of one subordinate voting share and one warrant (a “**Warrant**”). Each warrant gives its holder the right to subscribe to a subordinate voting share in the share capital of the Corporation at a price of \$ 0.225 for a period of 48 months.

The issuance of Units is subject to the approval of the TSX Venture Exchange and will be subject to a retention period of 4 months and one day.

The payment of interest in the form of securities of the Corporation takes place in favor of Aspri Pharma Canada Inc. (for an amount of \$ 50,411, or 291,393 Units), a holder of more than 10% of the securities of the Corporation, which constitutes a “transaction with a related party” within the meaning of Regulation 61-101 on measures to protect minority holders during specific transactions (“Regulation 61-101”) and within the meaning of policy 5.9 the Stock Exchange - Measures to protect minority holders during specific transactions. However, the directors of the Corporation, who voted, have determined that the exemptions from the official valuation obligation and the approval of minority holders, provided for in sections 5.5 a) and 5.7 1) a) of Regulation 61-101 respectively, may be invoked as neither the fair market value of the shares issued to this insider nor the fair market value of the consideration paid does not exceed 25% of the market capitalization of the Corporation. No director of the Corporation has expressed a contrary opinion or disagreement in connection with the foregoing.

A material change report relating to this transaction with a related party will be filed by the Corporation no later than 21 days prior to the date on which Shares and Units are expected to be issued as the conditions of participation of unrelated persons on the one hand and related persons on the other hand in connection with the issuance of Shares and Units were not determined.

Annual General Meeting of Shareholders

The number of shares represented in person or by proxy represented 92.43% of the total number of issued and outstanding shares of Devonian.



The seven (7) candidates nominated for election to the Devonian’s Board of Directors and listed in the Corporation’s Management Information Circular, dated December 20, 2019, were elected by a majority of the votes cast by shareholders present in person or represented by proxy at the meeting as follows:

Name	Votes For (%)	Votes Withheld (%)
Jacques Bernier	99.90	0.10
André P. Boulet	99.80	0.20
Borys Chabursky	99.90	0.10
Sybil Dahan	99.17	0.83
Louis Flamand	99.90	0.10
Terry L. Fretz	99.90	0.10
Tarique Sayed	99.90	0.10

Appointment of Auditors

In addition, Devonian announces today that its shareholders have approved the appointment of PricewaterhouseCoopers s.r.l./s.e.n.c.r.l as the Auditor of the Corporation to hold office until the next annual meeting of shareholders.

Ratification and Confirmation of the Corporate’s Stock Option Plan

Devonian also announced today that 99.62% of its shareholders have ratified and confirmed the Corporation's stock option plan.

About Devonian

Devonian Health Group Inc. is a late stage botanical pharmaceutical 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 commercialization partner, brings



opportunities for further diversification and growth potential. Devonian is traded publicly on the TSXV Exchange (TSXv:GSD).

For more information, visit www.groupedevonian.com.

Forward Looking Statements

This press release contains forward-looking statements about Devonian's objectives, strategies and businesses that involve risks and uncertainties. These statements are "forward-looking" because they are based on our current expectations about the markets we operate in and on various estimates and assumptions. Actual events or results may differ materially from those anticipated in these forward-looking statements if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. Such risks and assumptions include, but are not limited to, Devonian's ability to develop, manufacture, and successfully commercialize value-added pharmaceutical and dermo-cosmeceutical products, the availability of funds and resources to pursue R&D projects, the successful and timely completion of clinical studies, the ability of Devonian to take advantage of business opportunities in the pharmaceutical and dermo-cosmeceutical industries, uncertainties related to the regulatory process and general changes in economic conditions. You will find a more detailed assessment of the risks that could cause actual events or results to materially differ from our current expectations in Devonian's prospectus dated April 21st, 2017 under the heading "Risk Factors" related to Devonian's business. As a result, we cannot guarantee that any forward-looking statement will materialize. We assume no obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason, unless required by applicable securities laws and regulations.

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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