



DEVONIAN HEALTH GROUP INC.

PRESS RELEASE

For immediate release

DEVONIAN ANNOUNCES THE ISSUANCE OF SUBORDINATE VOTING SHARES IN SETTLEMENT OF A DEBT OWED TO A CONSULTANT AND THE GRANT OF STOCK OPTIONS

QUÉBEC, November 24, 2021 – 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, announces the issuance of 1,311,553 subordinate voting shares (the “**Shares**”) at a price of \$0.352 per Share. The Shares will be issued in settlement of a debt owed to 9294-5039 Québec Inc. (“**9294**”), a consultant of the Corporation’s wholly-owned subsidiary, Altius Healthcare Inc. (“**Altius**”), which provided consulting services in connection with importation, distribution and marketing of pharmaceutical products and other healthcare products throughout Canada, as the commercial division of the Corporation, in accordance with an executive consulting agreement dated May 1, 2018. These Shares are issued in settlement of the amount owed to 9294 by Altius, which has been assumed by the Corporation, for an aggregate amount of \$461,666.73.

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

The settlement of the debt in the form of Shares will take place in favor of 9294 (for an amount of \$461,666.73 or 1,311,553 Shares), which is controlled by a director of the Corporation, 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 within the meaning of Policy 5.9 of the Stock Exchange – *Protection of Minority securities holders in Special Transactions*. However, the directors of the Corporation who voted have determined that exemptions from the formal valuation and minority approval requirements 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 exceeds 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 the Shares 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 the Shares were not determined.



Grant of Stock Options

In addition, the Corporation announces that its Board of Directors has approved the grant of options to purchase Shares (the “**Options**”). These Options are exercisable at a price of \$0.40 for a period of ten years from the date of grant. An aggregate of 820,000 Options was granted to certain directors and consultants of the Corporation. Additionally, the Corporation has granted 525,000 Options to management and employees of the Corporation. These Options are exercisable on the grant date.

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 USFDA set of regulatory guidelines favouring a more efficient drug development pathway for prescription botanical drug products over those of traditional prescription medicines. Devonian’s flagship product, Thykamine™, the first pharmaceutical product issued from Devonian’s SUPREX™ platform, is a highly innovative product for the prevention and treatment of health conditions related to inflammation and oxidative stress. The anti-inflammatory, anti-oxidative and immunomodulatory properties of Thykamine™ have been demonstrated by a considerable number of in vitro and in vivo studies as well as in a Phase IIa clinical study in patients with Mild-to-Moderate distal Ulcerative Colitis and in a large phase 2 clinical trial in adult patients with Mild-to-Moderate Atopic Dermatitis. The product is now ready to move into phase 3 clinical development.

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 2015 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 subsidiary, 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, the approval of the TSX Venture Exchange in connection with the issuance of the Shares, 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.

Contact:

Dr André P. Boulet, PhD
President and Chief Executive Officer
Devonian Health Group Inc.
Telephone: (514) 248-7509
Email: apboulet@groupe-devonian.com