FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: XPhyto Therapeutics Corp. (the "Issuer").

Trading Symbol: XPHY

Date: February 19, 2020

1. New Options Granted:

Date of Grant: February 19, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Thomas Schoetta	Consultant	No	100,000	$2.10	February 19, 2022	100,000
André Will-Laudien	Consultant	No	50,000	$2.10	February 19, 2021	50,000
Total:			**150,000**			

Total Number of optioned shares proposed for acceptance: 150,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares[(1)]	Exercise Price	Original Date of Grant	Expiry Date
Hugh Rogers, CEO and Director	650,000[(1)]	$0.50	December 20, 2018	December 20, 2023
	200,000[(1)]	$1.25	August 7, 2019	August 7, 2024
Christopher Ross, CFO	350,000[(1)]	$0.50	December 20, 2018	December 20, 2023
	200,000[(1)]	$1.25	August 7, 2019	August 7, 2024
Marc Davis, Consultant	100,000[(2)]	$0.50	April 11, 2019	April 11, 2021
Yves Toelderer, Consultant	100,000[(2)]	$1.25	August 7, 2019	August 7, 2020
General Research GmbH, Consultant	100,000[(2)]	$1.25	August 7, 2019	August 7, 2020
Karsten Busche, Consultant	100,000[(2)]	$1.25	August 7, 2019	August 7, 2020
Lakeview Capital Solutions, Consultant	100,000[(2)]	$1.25	August 7, 2019	August 7, 2020
Wolfgang Eisenreich, Consultant	50,000[(2)]	$1.25	August 7, 2019	August 7, 2021
Thomas Schoetta, Consultant	50,000[(2)]	$1.25	August 7, 2019	August 7, 2021
Stefan Probst, Consultant	50,000[(2)]	$1.25	August 7, 2019	August 7, 2021
Axel-Philip Stetter, Consultant	50,000[(2)]	$1.25	August 7, 2019	August 7, 2021
Sayed Farag, Employee	200,000[(2)]	$1.25	August 7, 2019	August 7, 2021
Wolfgang Probst, Director	200,000[(2)]	$1.25	August 7, 2019	August 7, 2024
Robert Barth, Managing Director of Bunker Bunker Pflanzenex trakte GmbH	200,000[(2)]	$1.25	August 7, 2019	August 7, 2024
Stephen Schroeder, Consultant	450,000[(3)]	$1.25	August 7, 2019	August 7, 2024
Christian Zofchak, Consultant	150,000[(3)]	$1.25	August 7, 2019	August 7, 2024
RSD Capital Corp., Consultant	500,000	$2.00	February 13, 2020	February 13, 2021

Notes:

(1) Vest 25% every six months from date of grant and fully vests after 24 months from date of grant.

(2) Vests immediately from the date of grant.

(3) 20% vesting immediately and the remainder to vest 20% every six months from date of grant.

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. N/A

(b) State the date of the news release announcing the grant of options. Not applicable

(c) State the total issued and outstanding share capital at the date of grant or amendment. There was a typographical error on the Form 11 filed on February 13, 2020 with respect to the issued and outstanding shares figure. The total issued and outstanding share capital is 52,425,765 common shares

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. 7.53%

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 1,292,576

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. On January 31, 2020, the Issuer completed a private placement of Debenture Units at $1,000 per Debenture Unit for gross proceeds of $2,000,000. Each Debenture Unit consisted of $1,000 principal amount of 8% unsecured convertible debenture and 1,000 common share purchase warrants. Please refer to the Issuer's Form 9 filed on February 10, 2020.

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer. Not applicable

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

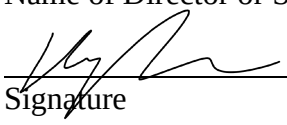
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 19, 2020.

Hugh Rogers
Name of Director or Senior Officer



Signature

CEO & Director
Official Capacity