

FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT

Name of Listed Issuer: EXMceuticals Inc. (the "Issuer").

Trading Symbol: EXM

Date: February 6, 2020

1. New Restricted Share Units Granted:

Date of Grant: January 31, 2020

Name of Grantee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider?	No. of RSUs ⁽¹⁾	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
Jonathan Summers	Director & Executive Chairman	Yes	1,500,000	\$0.50	Jan 31, 2023	500,000
Tanek Amin	Officer	Yes	750,000	\$0.50	Jan 31, 2023	Nil
Paul Martins	Employee	No	750,000	\$0.50	Jan 31, 2023	Nil
Adilia Charmier	Employee	No	200,000	\$0.50	Jan 31, 2023	Nil
Susana Santos	Employee	No	200,000	\$0.50	Jan 31, 2023	Nil

⁽¹⁾ The RSUs will vest equally over a three year period such that 1/3 of the RSUs will vest on the first, second and third anniversary dates from the date of grant, and provided that no RSU granted will vest and be payable after December 31, 2022.

Total Number of restricted share units proposed for acceptance: 3,400,000

2. Other Presently Outstanding Restricted Share Units:

Name of Grantee	No. of RSUs ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Jonathan Summers	500,000	\$1.35	Nov 5, 2019	Dec 31, 2022

(1) Set out number of optioned shares for each grant with different terms.

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.

Not applicable

- (b) State the date of the news release announcing the grant of restricted share units.

February 5, 2020

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

39,669,310

- (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.

10%

- (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.

0

- (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.

Not applicable

- (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 6, 2020.

Jonathan Summers
Name of Director or Senior
Officer

/s/ "Jonathan Summers"
Signature

Chairman and CEO
Official Capacity