

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

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

Trading Symbol: XPHY

Issued and Outstanding Securities of the Issuer Prior to Transaction: 58,010,145

Date of News Release Fully Disclosing the Transaction: July 1, 2020

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Knox Communications Inc. is engaged to provide professional services which includes: increasing investor awareness, introducing the Company to and liaise on behalf of the Company with writers for and publishers of relevant subscriber based publications, including newspapers, magazines, business publications and financial publications; advise the Company with respect to its public communication materials, including the Company's website and presentations and assist with the preparation, maintenance and updates to same.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$48,000
- (b) Cash: Monthly retainer of \$4,000
- (c) Other: 100,000 Options exercisable at \$2.50 per share for 1 year

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (d) Work commitments: 12 Month Agreement
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Parties negotiated and are at arms-length.
 4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: NA
 5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: NA
 6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): NA
 - (b) Cash _____ .
 - (c) Other _____ .
 7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. None
 8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

