

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Versus Systems Inc. (the "Issuer").

Trading Symbol: VS

Date: January 15, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
10,767,678.

Date of News Release Announcing Proposed Prospectus Offering: January 15, 2021.
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

(a) Units, consisting of one common share and two common share purchase warrants (Unit A Warrant and Unit B Warrant where Unit A warrants are five year expiry and Unit B warrants are 1 year expiry, both at \$7.50USD exercise price).

(b) Number Up to 1,280,000 Units, plus up to 192,000 common shares to be sold by the Underwriter pursuant to an option to purchase additional securities.

(c) Price per security \$7.50 USD.

(d) Voting rights 1 common share has 1 vote.

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$6.90 USD.

(b) Aggregate proceeds: Up to \$8,832,000 USD or \$10,156,800 USD if the underwriter's overallotment option is exercised.

3. Provide description of any Warrants (or options) including:
- (a) Number Up to 2,560,000 Warrants (1,280,000 Unit A Warrants and 1,280,000 Unit B Warrants).
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Up to 2,560,000 Common Shares (1,280,000 for Unit A Warrants and 1,280,000 for Unit B Warrants).
 - (c) Exercise price \$7.50 USD for both Unit A and Unit B Warrants.
 - (d) Expiry date Unit A Warrants: five years from the issue date (January 20, 2026); Unit B Warrants: one year from the issue date (January 20, 2022).
 - (e) Other significant terms The Common stock and Unit A Warrants will be listed for trading on the Nasdaq Capital Market.
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount n/a .
 - (b) Maturity date n/a .
 - (c) Interest rate n/a .
 - (d) Conversion terms n/a .
 - (e) Default provisions n/a .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 10,767,678 Common Shares and 3,283,765 Warrants outstanding.
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
- See registration statement to be filed on SEDAR for full details.
7. Provide details of the use of the proceeds: General corporate expenses including marketing and sales, continuing development of the Issuer’s prizing and rewards platform, and the repayment of one note with principal in the amount of \$250,000 USD. See registration statement to be filed on SEDAR for full details.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: Repayment of loan from the CEO in the amount of \$250,000 USD, see registration statement to be filed on SEDAR for full details.
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: The Issuer may receive additional funds from the exercise of previously issued and currently outstanding common share purchase warrants which are currently in the money.
10. 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 offering (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) Lake Street Capital Markets, LLC; 920 Second Avenue South, Suite 700 Minneapolis, MN, 55402 USA.
 - (b) Cash Up to 8% of the gross proceeds raised.
 - (c) Securities: warrants to purchase a number of shares equal up to 4% of the securities issued in the transaction, see registration statement to be filed on SEDAR for full details.
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. five years from the issue date, January 20, 2026.
 - (f) Exercise price of any options, warrants etc. \$7.50 USD .
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: Arm's length relationship.
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The securities are being offered pursuant to an underwriting agreement between the Issuer and the Underwriter dated January 15, 2021, see registration statement to be filed on SEDAR for full details.

-
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. Please refer to the prospectus dated January 15, 2021 for full details of the Offering which will be filed on SEDAR.

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 on behalf of the Issuer.
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 8 Notice of Proposed Prospectus Offering is true.

Dated January 15, 2021.

Craig Finster
Name of Director or Senior
Officer

"Craig Finster"
Signature

CFO
Official Capacity