

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Promino Nutritional Sciences Inc. (the "Issuer")

Trading Symbol: MUSL

Date: March 27, 2024

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer intends to complete a consolidation of the issued and outstanding common shares of the Issuer (the "Common Shares"), on the basis of one (1) post-consolidation Common Share for each three (3) pre-consolidation Common Shares (the "Consolidation"). No fractional Common Shares will be issued by the Issuer under the Consolidation. Any resulting fractional Common Shares will be cancelled and the aggregate number of Common Shares will be rounded to the nearest whole number of Common Shares.

2. Number of securities outstanding and reserved for issuance following the reclassification

On completion of the Consolidation, the Issuer anticipates there will be:

- (a) 60,351,827 Common Shares issued and outstanding;
 - (b) common share purchase warrants exercisable to acquire an aggregate of 1,037,200 Common Shares; and
 - (c) stock options exercisable to purchase an aggregate of 2,875,000 Common Shares.
3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The Consolidation may reduce liquidity in the market for the Common Shares, however the Issuer does not anticipate any material reduction in liquidity. The Consolidation will not affect the voting or equity rights of the holders of Common Shares.

4. Date of shareholders' meeting to approve the reclassification

Not applicable.

5. Record date for the reclassification

The record date for the Consolidation is April 2, 2024. The effective date for the Consolidation is April 1, 2024.

6. 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 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated March 27, 2024.

Vito Sanzone
Name of Director or Senior
Officer

"Vito Sanzone"
Signature

Chief Executive Officer
Official Capacity