

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: VEXT Science Inc. (the "Issuer").

Trading Symbol: VEXT

Date: October 8, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: October 7, 2020.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 22,616,226 common shares ("Subordinated Voting Shares") and 684,471 Class A common shares ("Super Voting Shares").

Date of News Release Announcing Proposed Prospectus Offering: October 7, 2020 and October 8, 2020.

(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) Class: Units (comprised of one Subordinated Voting Share and one share purchase warrant (a "Warrant").
- (b) Number Approximately 13,900,000 Units.
- (c) Price per security \$0.36 per Unit.
- (d) Voting rights Each holder of Subordinated Voting Shares is entitled to one vote per Subordinate Voting Share held.

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

- (a) Per security: \$0.3348
- (b) Aggregate proceeds: \$4,653,720

3. Provide description of any Warrants (or options) including:
- (a) Number Approximately 13,900,000 Warrants.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Approximately 13,900,000 Subordinated Voting Shares (the "Warrant Shares"). Each Warrant will entitle the holder thereof to purchase one Warrant Share at an exercise price of \$0.47 for 36 months.
 - (c) Exercise price \$0.47.
 - (d) Expiry date 36 months from the closing date, subject to the Accelerated Exercise Period (as defined below).
 - (e) Other significant terms If, at any time prior to the expiry date of the Warrants, the volume weighted average trading price of the Subordinated Voting Shares on the CSE (or such other stock exchange where the Subordinated Voting Shares are then listed) is greater than \$0.80 for a period 10 consecutive trading days, the Issuer may provide written notice to the holders of the Warrants by way of a news release advising that the Warrants will expire on the 30th day following the date of such notice unless exercised by the holders prior to such date (the "Accelerated Exercise Period").
4. Provide the following information if debt securities are to be issued: Not applicable.
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 2,616,226 Subordinated Voting Shares and 684,471 Super Voting Shares are issued and outstanding.
6. Describe any unusual particulars of the offering (i.e. tax "flow through" shares, special warrants, etc.).
- Not applicable.

7. Provide details of the use of the proceeds: The proceeds raised from the sale of Units under the offering will be used by the Issuer for working capital and corporate expansion purposes.
8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: Not applicable.
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 expects that holders of the 10% secured non-convertible debentures of the Issuer due December 31, 2021 (the “Debentures”) will redeem 20% of the principal amount of their respective Debentures (an aggregate amount of US\$1,100,000) and use the proceeds to participate in the offering. Such redemption is expected to occur on a cashless basis by setting off the aggregate purchase price with the amount of Debentures so redeemed.
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) A syndicate of agents lead by Beacon Securities Limited (the “Agents”).
- Beacon Securities Limited
Toronto Dominion Centre
66 Wellington Street West, Suite 4050
Toronto, ON M5K 1H1
- Canaccord Genuity Corp.
161 Bay Street, Suite 3100
P.O. Box 516
Toronto, ON M5J 2S1
- (b) Cash the Issuer has agreed to pay to the Agents a cash fee equal to 7% of the gross proceeds of the offering.
- (c) Securities the Agents will receive a number of transferable share purchase warrants (the “Agents’ Warrants”) equal to 7% of the number of Units issued under the offering. Each Agents’ Warrant will entitle the holder thereof to purchase one Subordinated Voting Share at an exercise price to be determined prior to closing of the offering.
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- (d) Other Not applicable.
 - (e) Expiry date of any options, warrants etc. 36 months from the closing date.
 - (f) Exercise price of any options, warrants etc. To be determined.
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: No Agent is a Related Person of the Issuer.
9. 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 offering is being conducted as an overnight-marketed public offering on a "best efforts" agency basis pursuant to agency agreement to be entered into between the Issuer and the Agents.
10. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.
- Please see the amended and restated preliminary short form prospectus dated October 8, 2020 related to the offering, a copy of which will be posted 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 October 8, 2020.

Eric Offenberger

Name of Director or Senior
Officer

DocuSigned by:

Eric Offenberger

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Signature

CEO/COO and Director

Official Capacity