

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Vext Science, Inc. (the “Issuer”).

Trading Symbol: VEXT

Date: December 22, 2022

1. New Restricted Share Units and Options Granted:

Date of Grant: December 22, 2022

Name of Optionee / Grantee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	No. of RSU Shares	Issue / Exercise Price	Expiry Date	No. of Options / RSUs Granted in Past 12 Months
Options							
David Johns	Director	Yes	125,000	N/A	\$0.50	December 22, 2032	Nil
RSUs							
N/A							

Total Number of optioned shares proposed for acceptance: 125,000 common shares.

2. Other Presently Outstanding Options and RSU Shares:

Name of Optionee / Grantee	No. of Optioned Shares / RSU Shares	Issue / Exercise Price	Original Date of Grant	Expiry Date
Options				
Jason T. Nguyen	100,000	\$1.00	January 4, 2019	January 4, 2029
Jonathon Shelton	50,000	\$1.00	January 4, 2019	January 4, 2029
Eric Offenberger	100,000	\$1.00	January 4, 2019	January 4, 2029
Employees x 26	98,000	\$1.00	January 4, 2019	January 4, 2029
Consultants x 3	350,000	\$1.00	January 4, 2019	January 4, 2029

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Name of Optionee / Grantee	No. of Optioned Shares / RSU Shares	Issue / Exercise Price	Original Date of Grant	Expiry Date
Eric Offenberger	160,000	\$1.00	May 13, 2019	May 13, 2029
Consultants x 2	40,000	\$1.00	May 13, 2019	May 13, 2029
Former director x 1	250,000	\$0.75	May 12, 2020	May 12, 2030
Consultants x 3	583,334	\$0.75	May 12, 2020	May 12, 2030
Consultants x 2	225,000	\$0.75	November 26, 2020	November 26, 2030
Employees x 2	150,000	\$0.75	November 26, 2020	November 26, 2030
Stephan Bankosz	50,000	\$1.22	January 6, 2021	January 6, 2031
Consultant x 1	235,000	\$1.22	January 6, 2021	January 6, 2031
Consultants x 2	500,000	\$1.43	February 19, 2021	February 19, 2031
Vahan Ajamian	100,000	\$0.96	March 10, 2021	March 10, 2031
Employee x 1	50,000	\$0.75	March 8, 2022	March 8, 2027
Stephan Bankosz	50,000	\$0.58	April 19, 2022	April 19, 2032
Employees x 15	270,000	\$0.58	April 19, 2022	April 19, 2032
Employee x 1	10,000	\$0.58	June 23, 2022	June 23, 2032
Eric Offenberger	1,000,000	\$1.00	August 24, 2022	August 24, 2032
Former director x 1	250,000	\$0.60	August 24, 2022	August 24, 2032
Total Options:	4,621,334 ⁽¹⁾			
<i>Restricted Share Units</i>				
Employees x 1	50,000	FMV on Vesting Date	January 6, 2021	N/A
Employee x 1	156,250	FMV on Vesting Date	January 6, 2021	N/A
Mark Opzoomer	81,025	FMV on Vesting Date	February 23, 2022	N/A
Stephane Bankosz	50,000	FMV on Vesting Date	June 23, 2022	N/A
Eric Offenberger	1,000,000	FMV on Vesting Date	August 24, 2022	N/A
Total RSUs :	1,337,275			

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Notes:

- (1) Not including the 125,000 Options described in Item 1.

3. Additional Information

- (a) If shareholder approval was required for the grant of options or restricted share units (including prior approval of a stock option plan or restricted share unit plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

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

N/A

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

81,688,526 common shares and 672,747 Class A common shares

- (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, restricted share units, including new options or restricted share units, amended options or restricted share units and other presently outstanding options and restricted share units.

7.5% 6,083,609

- (e) If the new options or restricted share units are being granted pursuant to a stock option plan or restricted share unit plan, state the number of remaining shares reserved for issuance under the plan.

3,422,518 common shares remaining under the Issuer's 10% rolling stock option plan and 6,831,577 common shares remaining under the Issuer's 10% rolling restricted share unit plan.

- (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.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

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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: December 22, 2022.

Eric Offenberger

Name of Director or Senior Officer

(s) Eric Offenberger

Signature

Chief Executive Officer

Official Capacity

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