

XPHYTO THERAPEUTICS CORP.

September 12, 2019

Canadian Securities Exchange
100 King Street West, Suite 7210
Toronto, Ontario, M5X 1E1

Dear Sirs/Mesdames:

**Re: XPhyto Therapeutics Corp. (the “Company”)
Issuance of Common Shares on September 6, 2019**

Pursuant to Section 2.7(a) of Policy 6 of the Canadian Securities Exchange, we advise that the Company has agreed to issue an aggregate of 700,000 Common Shares pursuant to a consulting agreement dated August 7, 2019. 220,000 Common Shares were issued on September 11, 2019, and the balance of 480,000 Common Shares will be issued in six months increments for a period of 24 months.

The terms of the issuance are outlined in the Company’s Form 9 – *Notice of Proposed Issuance of Listed Securities* dated September 5, 2019.

Yours very truly,

XPHYTO THERAPEUTICS CORP.

“Hugh Rogers”

Hugh Rogers
Chief Executive Officer