

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: XPhyto Therapeutics Corp. (the “Issuer”).

Trading Symbol: XPHY

Date: August 12, 2019

1. New Options Granted:

Date of Grant: August 7, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Yves Toelderer	Consultant	No	100,000	\$1.25	August 7, 2020	Nil
Georg Hochwimmer	Consultant	No	100,000	\$1.25	August 7, 2020	Nil
Karsten Busche	Consultant	No	100,000	\$1.25	August 7, 2020	Nil
Lakeview Capital Solutions	Consultant	No	100,000	\$1.25	August 7, 2020	Nil
RDS Capital Corp.	Consultant	No	300,000	\$1.25	August 7, 2020	Nil
Wolfgang Eisenreich	Consultant	No	50,000	\$1.25	August 7, 2021	Nil
Thomas Schoetta	Consultant	No	50,000	\$1.25	August 7, 2021	Nil
Stefan Probst	Consultant	No	50,000	\$1.25	August 7, 2021	Nil
Axel-Philip Stetter	Consultant	No	50,000	\$1.25	August 7, 2021	Nil
Sayed Farag	Consultant	No	200,000	\$1.25	August 7, 2021	Nil

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Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Wolfgang Probst	Director	Yes	200,000	\$1.25	August 7, 2024	Nil
Robert Barth	Managing Director of Bunker Bunker Pflanzenex trakte GmbH	Yes	200,000	\$1.25	August 7, 2024	Nil
Hugh Rogers	Director	Yes	200,000	\$1.25	August 7, 2024	650,000
Christopher Ross	Officer	Yes	200,000	\$1.25	August 7, 2024	350,000
Stephen Schroeder	Consultant	No	450,000	\$1.25	August 7, 2024	Nil
Christian Zofchak	Consultant	No	150,000	\$1.25	August 7, 2024	Nil
Total:			2,500,000			

Total Number of optioned shares proposed for acceptance: 2,500,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Hugh Rogers, CEO and Director	650,000 ⁽¹⁾	\$0.50	December 20, 2018	December 20, 2023
Christopher Ross, CFO	350,000 ⁽¹⁾	\$0.50	December 20, 2018	December 20, 2023
Marc Davis, Consultant	100,000 ⁽²⁾	\$0.50	April 11, 2019	April 11, 2021

Notes:

- (1) Vest 25% every six months from date of grant and fully vests after 24 months from date of grant.
(2) Vests immediately from the date of grant.

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3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option 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. August 8, 2019
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 47,107,705 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, including new options, amended options and other presently outstanding options. 7.64%
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. 1,110,770
- (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.

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 August 12, 2019.

Hugh Rogers
Name of Director or Senior Officer

"Hugh Rogers"
Signature

CEO & Director
Official Capacity