

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

VEXT Science, Inc. (the “Company” or “VEXT”)  
2250-1055 West Hastings Street  
Vancouver, BC V6E 2E9

**Item 2 Date of Material Change**

January 13, 2021 and January 19, 2021

**Item 3 News Release**

The Company disseminated news releases on January 13, 2021 and January 19, 2021, respectively, through the newswire services of Canada newswire, copies of which were filed under the Company’s profile on [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

VEXT announces \$18 million bought deal public offering of Units; Vext files preliminary prospectus in respect of bought deal offering and announces concurrent private placement.

**Item 5 Full Description of Material Change**

On January 13, 2021, the Company announced that it has amended the terms of its previously announced offering of units of the Company from approximately \$15,000,000 to \$18,000,000. Under the amended terms of the Offering (as defined below), Beacon Securities Limited (“Beacon”), as lead underwriter and sole bookrunner, on its own behalf and on behalf of a syndicate of underwriters (collectively with Beacon, the “Underwriters”), agreed to purchase, on a bought deal basis, 16,100,000 units (the “Units”) of the Company at a price of \$1.12 per Unit (the “Offering Price”) for aggregate gross proceeds of approximately \$18 million (the “Offering”). All references to currency in this material change report are to Canadian dollars.

Each Unit will consist of one common share (each, a “Subordinated Voting Share”) in the capital of the Company and one-half of one common share purchase warrant (each whole warrant, a “Warrant”) of the Company. Each Warrant will entitle the holder thereof to purchase one Subordinated Voting Share at a price of \$1.40 for a period of 36 months from the Closing Date (as defined below), subject to the Accelerated Exercise Period (as defined below), after which time the Warrants will be void and of no value. 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 Canadian Securities Exchange (or such other stock exchange where the Subordinated Voting Shares are then listed) is greater than or equal to \$2.50 for a period of 20 consecutive trading days, the Company may, in its sole discretion, provide written notice to the holders of the Warrants by way of a news release advising that the Warrants will expire at 4:00 p.m. (Toronto Time) on the 30th day following the date of such notice unless exercised by the holders prior to such date (the “Accelerated Exercise Period”). The Company intends to apply to list the Warrants on the Canadian Securities Exchange.

The Company granted the Underwriters an option (the “Over-Allotment Option”), exercisable, in whole or in part, by Beacon, on behalf of the Underwriters, giving notice to the Company at any time and from time to time up to 30 days following the Closing Date, to purchase, or to find substituted purchasers for, up to an additional number of Units equal to 15% of the Units sold pursuant to the Offering at the Offering Price to cover over-allotments, if any, and for market

stabilization purposes. The Over-Allotment Option shall be exercisable to acquire Units, Subordinated Voting Shares or Warrants (or any combination thereof), at the discretion of the Underwriters.

As consideration for their services in connection with the Offering, the Underwriters will receive consideration comprised of (i) a cash fee equal to 7% of the gross proceeds of the Offering (subject to a reduced cash fee equal to 3.5% for those subscriptions identified on a president's list), including proceeds received from the exercise of the Over-Allotment Option, and (ii) share purchase warrants ("Compensation Options") to purchase up to 7% of the number of Units sold in the Offering (subject to a reduced number of Compensation Options equal to 3.5% of the Units sold to subscriptions identified on a president's list), including any additional Units issued upon the Underwriters exercise of the Over-Allotment Option. Each Compensation Option will entitle the holder thereof to purchase one Subordinated Voting Share at the Offering Price for 36 months from the date of issuance. The Company has also agreed to pay the Underwriters a cash work fee of \$100,000 and issue to the Underwriters 90,000 transferable work fee options (the "**Work Fee Options**") on completion of the Offering. Each Work Fee Option will be exercisable to acquire one additional Subordinated Voting Share at the Offering Price for 36 months from the date of issuance.

The Offering is to be effected on a bought deal basis in each of the provinces of Canada (other than Quebec) (the "Qualifying Jurisdictions"), pursuant to a short form prospectus filed in each of the Qualifying Jurisdictions on January 19, 2021 and by private placement to eligible purchasers resident in jurisdictions other than Canada that are mutually agreed to by the Company and Beacon, provided that no prospectus filing or comparable obligation arises and the Company does not thereafter become subject to continuous disclosure obligations in such jurisdictions.

On January 19, 2021, the Company announced that it had filed a preliminary prospectus in each of Qualifying Jurisdictions in connection with the Offering. Closing of the Offering is expected to occur on or about February 3, 2021 (the "Closing Date") and is subject to a number of conditions, including without limitation, receipt of all regulatory approvals. There can be no assurance as to whether or when the Offering will be completed.

In addition to the Offering, the Company announced on January 19, 2021 that it intends to complete a concurrent non-brokered private placement of up to 1,785,715 Units for aggregate gross proceeds of up to approximately \$2 million, on or prior to the Closing Date (the "**Concurrent Private Placement**"). Subscribers subscribing under the Concurrent Private Placement will be purchasing Units, on a non-brokered private placement basis, pursuant to exemptions from the prospectus requirements under applicable securities laws. The Units issued pursuant to the Concurrent Private Placement will be subject to a four-month statutory hold period from the date of issue, subject to certain exempt trades permitted by applicable securities legislation. The Underwriters are not acting in connection with, and no fee or commission will be paid to the Underwriters in respect of, the Units issued under the Concurrent Private Placement. Closing of the Concurrent Private Placement is subject to a number of conditions, including without limitation, receipt of all regulatory approvals.

The proceeds raised from the sale of Units under the Offering and the Concurrent Private Placement are expected to be used by the Company for corporate expansion projects and general corporate purposes.

The Units, Subordinated Voting Shares and Warrants being offered have not been, nor will they be, registered under the U.S. Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, "U.S. persons" (as those terms are defined in Regulation S under the United States Securities Act of 1933, as amended (the "U.S. Securities Act")) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Units may be offered and sold in the United States to

Qualified Institutional Buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”)) and to “accredited investors” (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act), in each case by way of private placement pursuant to an exemption from the registration requirements of the U.S. Securities Act and pursuant to any applicable securities laws of any state of the United States. Any Units offered and sold in the United States shall be issued as “restricted securities” (as defined in Rule 144(a)(3) under the U.S. Securities Act). This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Eric Offenberger  
Chief Executive Officer  
604-688-9588

**Item 9 Date of Report**

January 22, 2021