



VEXT Announces Closing of Oversubscribed Public Offering of Units for Total Gross Proceeds of \$20.7 Million

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VANCOUVER, BC, Feb. 8, 2021 /CNW/ - Vext Science, Inc. (CSE: VEXT) (OTCQX: VEXTF) ("VEXT" or the "Company"), a vertically integrated multi-state cannabis company in the United States, is pleased to announce that it has closed its previously announced "bought deal" public offering (the "Offering") of 18,515,000 units of the Company (the "Units") at a price of \$1.12 per Unit for aggregate gross proceeds of approximately \$20.7 million, including the exercise of the Underwriters' (as defined below) over-allotment option in full. All references to currency in this news release are to Canadian dollars.

Each Unit is comprised 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 entitles the holder thereof to purchase one Subordinated Voting Share at a price of \$1.40 until February 8, 2024, 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 Warrants will commence trading on the Canadian Securities Exchange under the symbol "VEXT.WT.A" on February 8, 2021.

The Offering was conducted on a "bought deal" basis by Beacon Securities Limited, as lead underwriter and sole bookrunner, and a syndicate of underwriters including Canaccord Genuity Corp. and Eight Capital (collectively, the "Underwriters").

As consideration for their services in connection with the Offering, the Company paid to the Underwriters a cash commission of approximately \$1,420,138 and a cash work fee of \$100,000. In addition, the Company issued an aggregate of 1,267,980 compensation options (the "Compensation Options") and 90,000 work fee options (the "Work Fee Options"). Each of the Compensation Options and Work Fee Options entitles the holder thereof to purchase one Subordinated Voting Share at an exercise price of \$1.12 per Subordinated Voting Share until February 8, 2024.

In addition, the Company expects to close its previously announced non-brokered private placement (the "Private Placement") of an additional 1,395,000 Units on or about February 8, 2021, for additional gross proceeds of approximately \$1.6 million. The securities issued pursuant to the Private Placement will be subject to resale restrictions, including a hold period of four months and one day pursuant to applicable Canadian securities laws. No fees or compensation will be paid to the Underwriters in connection with the Private Placement.

The proceeds raised from the sale of Units under the Offering and the Private Placement are expected to be used by the Company for corporate expansion projects and general corporate purposes, as more particularly set out in the Company's final short form prospectus dated February 2, 2021 (the "Prospectus"), available under the Company's profile at www.sedar.com.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and, accordingly, 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 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.

About VEXT Science, Inc.

Vext Science, Inc. is a vertically integrated US Cannabis THC and Hemp cannabinoid products company, manufacturing THC cartridges, concentrates, edibles, and accessories under the Vapen™ Brand, and Hemp based products under the Pure Touch Botanicals brand as well as the Vapen CBD brand. Based in Arizona, Vext Science, Inc. has one of the leading THC concentrates, edibles, and distillate cartridge brands sold in most of the state's 100+ dispensaries. Herbal Wellness Center dispensaries are among Arizona's leading dispensaries and we execute all aspects of the cultivation, extraction, edibles infusion and manufacturing processes which insures a product of the highest quality and purity. Quality, accessibility and efficacy are among our most essential core values. Vext Science, Inc. continues to grow and expand throughout the U.S. and internationally, by utilizing its knowledge, experience and expertise in extractions, product manufacturing, and marketing, including through various revenue and profit-sharing joint venture partnerships. For more information visit our website at www.VextScience.com.

COVID-19 Risk Factor

VEXT may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to COVID-19. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing, could adversely impact VEXT by causing operating, manufacturing, supply chain, and project development delays and disruptions, labor shortages, travel, and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). It is unknown whether and how VEXT may be affected if such a pandemic persists for an extended period of time, including as a result of the waiver of regulatory requirements or the implementation of emergency regulations to which VEXT is subject. Although certain VEXT facilities have been deemed essential and/or have been permitted to continue operating during the pendency of the COVID-19 pandemic, there is no assurance that all of the Company's operations will be deemed essential and/or will continue to be permitted to operate. VEXT may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results, financial condition, and the trading price of the Company's Subordinated Voting Shares or any other securities of VEXT.

Forward Looking Statements


This news release contains "forward-looking statements", including with respect to the proposed use of proceeds of the Offering and the Private Placement and the timing of closing of the Private Placement. Wherever possible, words such as "may", "would", "could", "should", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate", "potential for" and similar expressions have been used to identify these forward-looking statements. These forward-looking statements reflect the current expectations of the Company's management for future growth, results of operations,

performance and business prospects and opportunities and involve significant known and unknown risks, uncertainties and assumptions, including, without limitation, those listed in the annual information form of the Company dated September 17, 2020, the Prospectus and the other filings made by the Company with the Canadian securities regulatory authorities (which may be viewed at www.sedar.com). Should one or more of these risks or uncertainties materialize or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this news release. These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. The Company disclaims any intention or obligation to revise forward-looking statements whether as a result of new information, future developments or otherwise, except as required by law.

The Canadian Securities Exchange has not reviewed, approved, or disapproved the content of this news release.

Eric Offenberger
Chief Executive Officer

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For further information: Jonathan Ross, VEXT Investor Relations,
jon.ross@loderockadvisors.com, 416-244-9851

CO: VEXT Science, Inc.

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