

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

1.1 ***State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.***

This report relates to the Class A common shares (“**Multiple Voting Shares**”) of VEXT Science, Inc. (the “**Company**”), with a head office located at the following address:

VEXT Science, Inc.
4152 N. 39th Avenue
Phoenix, Arizona, USA 85019

1.2 ***State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.***

The transaction that triggered the requirement to file the report was carried out in a private transaction and not through any market.

Item 2 - Identity of the Acquiror

2.1 ***State the name and address of the acquiror.***

Sopica Special Opportunities Fund Limited (“**SSOF**”). SSOF is managed by LLF Financial S.A. (“**LLFF**” and together with SSOF, the “**Acquirors**”), an alternative investment fund manager regulated in Luxembourg. LLFF does not itself own any securities of the Issuer, but has authority to exercise control or direction over securities of the Issuer that are held by SSOF.

Sopica Special Opportunities Fund Limited
Folio Chambers, Road Town
Tortola, British Virgin Islands VG1110

LLF Financial S.A.
23 Rue Aldringen
Luxembourg, Luxembourg L-1118

2.2 ***State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.***

On September 3, 2022, SSOF entered into a Share Purchase Agreement (the “**Agreement**”) with Jason T. Nguyen, pursuant to which the Acquirors purchased 112,486 Multiple Voting Shares from Mr. Nguyen (the “**Transaction**”). The 112,486 Multiple Voting Shares represent 16.72% of the issued and outstanding Multiple Voting Shares and 13.65% of the issued and outstanding common shares (“**Subordinate Voting Shares**”) of the Company (assuming conversion of the acquired Multiple Voting Shares). The Transaction was completed effective September 14, 2022.

2.3 ***State the names of any joint actors.***

SSOF is managed by LLF and LLF may be considered a joint actor.

Item 3 - Interest in Securities of the Reporting Issuer

- 3.1 ***State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.***

112,486 Multiple Voting Shares were purchased by the Acquirors. Upon completion of the Transaction, the Acquirors' securityholding percentage in Multiple Voting Shares increased by 16.72% (from 0% to 16.72%).

- 3.2 ***State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.***

The Acquirors acquired ownership of the securities that triggered the requirement to file this report. See Item 2.2 above.

- 3.3 ***If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

- 3.4 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Immediately prior to the Transaction, the Acquirors beneficially owned or otherwise exercised control or direction over 10,726,849 Subordinate Voting Shares, 3,985,000 warrants to purchase Subordinate Voting Shares ("Warrants") and nil Multiple Voting Shares, representing approximately 19.58% of the issued and outstanding Subordinate Voting Shares (on a partially diluted basis).

As a result of the Transaction, the Acquirors beneficially own or otherwise exercise control or direction over 112,486 Multiple Voting Shares, 10,726,849 Subordinate Voting Shares, and 3,985,000 Warrants, representing approximately 16.72% of the issued and outstanding Multiple Voting Shares and approximately 30.05% of the issued and outstanding Subordinate Voting Shares (on a partially diluted basis) as at September 3, 2022.

- 3.5 ***State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

- (a) ***the acquiror, either alone or together with any joint actors, has ownership and control,***

See items 2.2, 2.3, and 3.4 above.

- (b) ***the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

- (c) ***the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.***

Not applicable.

- 3.6 ***If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.***

Not applicable.

- 3.7 ***If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.***

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 ***If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.***

Not applicable.

Item 4 - Consideration Paid

- 4.1 ***State the value, in Canadian dollars, of any consideration paid or received per security and in total.***

The Acquirors purchased 112,486 Multiple Voting Shares for a total aggregate purchase price of approximately \$3,936,491 (equivalent to US\$3,000,000, based on the daily exchange rate posted by the Bank of Canada on September 2, 2022), at a price per share of approximately \$35.00 (equivalent to US\$26.67, based on the daily exchange rate posted by the Bank of Canada on September 2, 2022).

- 4.2 ***In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.***

See Items 2.2 and 4.1 above.

- 4.3 ***If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.***

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) a material change in the reporting issuer's business or corporate structure;*
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) a solicitation of proxies from securityholders;*
- (k) an action similar to any of those enumerated above.*

The Acquirors hold the acquired shares for investment purposes and, except as disclosed herein, do not have any current intentions to increase or decrease its beneficial ownership or control or direction over any additional securities of the Issuer. The Acquirors may, from time to time and depending on market and other conditions, acquire additional Subordinated Voting Shares and/or other equity, debt or other securities or instruments of the Issuer in the open market or otherwise, and reserve the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

SSOF holds 10% secured non-convertible debentures issued by the Company in the aggregate principal amount of US\$4,000,000.

Item 7 - Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The Acquirors relied on the exemption from formal take-over bid requirements set out in Section 4.2 of National Instrument 62-104 *Take-over Bids and Issuer Bids* as (i) the purchase was made from not more than 5 persons, (ii) the bid was not made generally to all shareholders and (iii) the consideration paid was not greater than 115% of the value of the acquired shares.

Item 9 - Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 14th day of September, 2022.

Sopica Special Opportunities Fund Limited

“Alekos Christofis”
Alekos Christofis
Director

LLF Financial S.A.

“Yuriy Lopatynskyy”
Yuriy Lopatynskyy
Director