

# Vext Announces Closing of Private Placement Financing, Including Full Exercise of Over-Allotment Option

Vancouver, British Columbia--(Newsfile Corp. - October 12, 2023) - [Vext Science, Inc.](#) (CSE: VEXT) (OTCQX: VEXTF) ("**Vext**" or the "**Company**"), a U.S.-based cannabis operator with vertical operations in Arizona and Ohio, today announced that it has completed the [previously announced](#) non-brokered private placement of \$11.5 million (the "**Offering**") through the issuance of 67,647,058 common shares of the Company ("**Common Shares**") at a price of \$0.17 per Common Share, including the full exercise of a \$1.5 million over-allotment option (the "**Over-Allotment Option**") as outlined in the Company's news release of October 2, 2023. Unless otherwise noted, all currency references used in this news release are in U.S. currency.

Proceeds from the Offering, including the Over-Allotment Option are expected to be used to fund part of the purchase price for the recently announced Ohio Expansion Transaction and certain other obligations of the Company in connection with the Ohio Expansion Transaction. For further details regarding the Ohio Expansion Transaction, please refer to the Company's news release of October 2, 2023.

The securities issued pursuant to the Offering, including the Over-Allotment Option, are subject to resale restrictions, including a hold period of four months and one day pursuant to applicable Canadian securities laws and certain securities are subject to further restrictions set forth in the Shareholders Agreement (as defined below). In connection with the Offering, the Company has paid a cash finder's fee to certain registered dealers consisting of approximately \$3,285.

In connection with the Offering, the Company entered into a shareholders agreement (the "**Shareholders Agreement**") with certain management shareholders and other subscribers under the Offering (collectively, the "**Subject Shareholders**"), pursuant to which the Company and the Subject Shareholders agreed to a number of rights and restrictions applicable to the Company and the Subject Shareholders. For further details regarding the Shareholders Agreement, please refer to the Company's news release of October 2, 2023, and the full text of the Shareholders Agreement, which will be filed under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Execution of the Shareholders Agreement constitutes applicable shareholder approval in respect of the Offering and the Shareholders Agreement for the purposes of the requirements of the Canadian Securities Exchange, as, immediately prior to the Offering and the execution of the Shareholders Agreement, the Subject Shareholders held greater than 50% of the outstanding votes associated with shares of the Company.

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.

Mark Opzoomer, a director of the Company, Trevor Smith, Chief Financial Officer of the Company, and Sopica Special Opportunities Fund Limited, an insider shareholder of the Company (collectively, the "**Participating Insiders**"), collectively purchased 42,798,529 Shares under the Offering. The Participating Insiders' participation constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). Such transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair

market value of any securities issued to, nor the consideration paid by, such persons exceeds 25% of the Company's market capitalization. The participants in the Offering and the extent of their participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of the related party participation in the Offering pursuant to a material change report filed at least 21 days prior to completion of the Offering.

## **Advisors**

McMillan LLP acted as legal counsel to Vext and LodeRock Advisors provided capital markets communication services to Vext.

## **About Vext Science, Inc.**

[Vext Science, Inc.](#) is a U.S.-based cannabis operator with vertical operations in Arizona and Ohio. Vext's expertise spans from cultivation through to retail operations in its key markets. Based out of Arizona, Vext owns and operates state-of-the-art cultivation facilities, fully built-out manufacturing facilities as well as dispensaries in both Arizona and Ohio. The Company manufactures Vapen™, one of the leading THC concentrates, edibles, and distillate cartridge brands in Arizona. Its selection of award-winning products are created with Vext's in-house, high-quality flower and distributed across Arizona and Ohio, as well as through Vext's partnerships in other states. Vext's leadership team brings a proven track record of building and operating profitable multi-state operations, with the Company having operated profitably since 2016. The Company's primary focus is to continue growing in its core states of Arizona and Ohio, bringing together cutting-edge science, manufacturing, and marketing to provide a reliable and valuable customer experience while generating shareholder value.

Vext Science, Inc. is listed on the Canadian Securities Exchange under the symbol VEXT and trades on the OTCQX market under the symbol VEXTF. Learn more at [www.vextscience.com](http://www.vextscience.com) and connect with Vext on [Twitter/X](#) and [LinkedIn](#).

For more details on the Vapen brand:

Vapen website: [VapenBrands.com](http://VapenBrands.com)

Instagram: [@vapen](#)

Facebook: [@vapenbrands](#)

## **Forward Looking Statements**

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in Vext's periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements related to the Offering including the use of proceeds of the Offering, statements regarding the Ohio Expansion Transaction, and other statements regarding future developments and the business and operations of the Vext, and the Company's business plans in Ohio, all of which are subject to the risk factors contained in Vext's continuous disclosure filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Although Vext has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; being engaged in activities currently considered illegal under U.S. Federal laws; change in laws; reliance on management; requirements for additional financing; competition; hindered market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. Because of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. Vext disclaims any intention or obligation to update or revise such information, except as required by applicable law, and Vext does not assume any liability for disclosure relating to any other company mentioned herein.

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

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