

# Vext Announces Exchange of \$4.6 Million Debt for Common Shares

Vancouver, British Columbia--(Newsfile Corp. - December 27, 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 entered into definitive agreements (the "**Conversion Agreements**") with the holders (the "**Debentureholders**") of the Company's existing 11.25% secured non-convertible debentures (the "**Debentures**"), pursuant to which the Debentureholders will convert all of the outstanding \$4.6 million principal amount of Debentures, together with accrued and unpaid interest up to December 31, 2023 and a 2.5% conversion incentive fee (the "**Conversion Fee**"), for an aggregate of 27,700,625 common shares of the Company (the "**Conversion Transaction**"). Unless otherwise noted, all currency references used in this news release are in U.S. currency.

## Terms of Conversion Transaction

Pursuant to the Conversion Agreements, the Company will issue to the Debentureholders and aggregate of 27,700,625 common shares in satisfaction of the outstanding \$4.6 million principal amount of Debentures, together with accrued and unpaid interest up to December 31, 2023 and the Conversion Fee, at a deemed price of \$0.175 per share.

Closing of the Conversion Transaction remains subject to customary conditions precedent, including regulatory approval, and is expected to occur as soon as practicable. Upon closing of the Conversion Transaction, all existing security held by the Debentureholders will be release and discharged.

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.

Sopica Special Opportunities Fund Limited ("SSOFL"), an insider shareholder of the Company, is a Debentureholder and is expected to acquire common shares pursuant to the Conversion Transaction. Accordingly, SSOFL's 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, SSOFL exceeds 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the expected closing of the Conversion Transaction as the structure of the transaction had not been confirmed at that time.

## 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 Conversion Transaction including the timing and completion thereof [and the ability to obtain regulatory approval therefor], and other statements regarding future developments and the business and operations of the Vext, 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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**Chief Executive Officer**

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