

# Vext Announces Transition of Jason Thai Nguyen out of Executive Role

## Mr. Nguyen will remain on the Company's board of directors

Vancouver, British Columbia--(Newsfile Corp. - January 16, 2024) - [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 Jason Thai Nguyen has transitioned out of his executive positions with the Company, including resigning from all positions with the Company's subsidiaries and affiliates. Mr. Nguyen will continue to serve the Company through his position as a director of the Company and Chairman of the board of directors.

**Eric Offenberger, CEO of Vext**, commented, "From the time I joined Vext, and over the past nearly four years I have served as the Company's CEO, Thai has been an enthusiastic and visionary presence. With our evolution into a profitable multi-state operator with a focus on day-to-day execution and efficiency, it was time to make this transition. Thai will continue to bring a valuable perspective as a member of the Company's board of directors. I look forward to continuing to work hand-in-hand with him and the other members of the board of directors to fully realize the value of the platform we are building, for the benefit of all shareholders."

**Jason Thai Nguyen, board member of Vext**, commented, "Eric has a proven background of leading successful operations across multiple sectors and has built substantial embedded value at Vext over the past four years, which I am confident will be realized once market conditions improve. The Company is in very strong hands, specifically as it looks to leverage its leading position in the Ohio market this year into profitable growth. I intend to remain a large shareholder and look forward to continuing to serve on the Company's board of directors as Vext continues to follow a path toward significant value creation."

### Settlement Agreement

Pursuant to Mr. Nguyen's employment agreement, Mr. Nguyen was entitled to receive an immediate cash severance payment equal to \$940,000; however, the Company entered into a settlement agreement and general release with Mr. Nguyen, which provides for, among other things, (a) the payment of the \$940,000 cash severance amount over an extended period of twenty-four months; and (b) the setoff of annual director fees payable to Mr. Nguyen (in the amount of \$135,000) against interest owed by Mr. Nguyen pursuant to the Promissory Note (as defined below).

### Shareholders Agreement

Effective October 10, 2023, the Company entered into a shareholders agreement (the "**Shareholders Agreement**") with certain management shareholders and certain other shareholders of the Company (collectively, the "**Subject Shareholders**"). Mr. Nguyen and his holding company (EFC Consultants LLC) are parties to the Shareholders Agreement and will continue to be bound by the Shareholders Agreement. Pursuant to the Shareholders Agreement, the Subject Shareholders agreed to a number of rights and restrictions applicable to the Company and the Subject Shareholders, including, without limitation the grant of a right of first refusal to the other Subject Shareholders for the transfer of any shares of Vext held by 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 was filed under the Company's SEDAR+ profile on October 23, 2023.

### Amendment to Promissory Note

Concurrently with Mr. Nguyen's resignation, the Company has amended the terms of the existing promissory note issued by Mr. Nguyen in favour of the Company, in the principal amount of \$1,328,383

(the "**Promissory Note**"), to provide for, among other things, the following: (i) an extension to the maturity date of the Promissory Note to the earlier of (x) December 31, 2025, (y) the date in which Mr. Nguyen sells any shares of the Company (subject to limited exceptions), and (z) any change of control of the Company; (ii) an increased interest rate equal to 11.5% per annum, compounded quarterly; (iii) quarterly scheduled interest payments; (iv) a mandatory prepayment of no less than 50% of the Promissory Note in the event the volume weighted average trading price of the common shares of the Company reaches a specified threshold, enforceable at the discretion of the Company; and (v) the pledge by Mr. Nguyen of all shares of the Company legally or beneficially owned by Mr. Nguyen as security for the obligations of Mr. Nguyen under the Promissory Note.

Mr. Nguyen is an insider of the Company and the amendments to the Promissory Note constitute 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 the Promissory Note, nor the fair market value of any related consideration, 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 amendments to the Promissory Note as final details of such amendments had not been confirmed at that time.

Unless otherwise noted, all currency reference used in this news release are in U.S. currency.

## **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 Promissory Note, including the repayment thereof, Jason Thai Nguyen's share holdings in the Company, and other statements regarding future developments, growth, 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.**

**Eric Offenberger**  
**Chief Executive Officer**  
844-211-3725

**For further information:**  
Jonathan Ross, Vext Investor Relations  
[jon.ross@loderockadvisors.com](mailto:jon.ross@loderockadvisors.com)  
416-244-9851

SOURCE: Vext Science, Inc.



To view the source version of this press release, please visit  
<https://www.newsfilecorp.com/release/194523>