

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer: NexOptic Technologies Corp. (the "**Company**")

Selling security holder

2. Your name: 3DB Inc. (Beneficially owned directly or indirectly by Darcy Daugela and John Daugela) ("**3DB**")
3. The offices or positions you hold in the reporting issuer: None
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No
5. Number and class of securities of the reporting issuer you beneficially own: 37,458,753 Common Shares of the Company and 1,702,637 warrants convertible into Common Shares of the Company

Distribution

6. Number and class of securities you propose to sell:

Up to 750,000 common shares to sell subject to the restrictions specified in section 3.1 of the voting support agreement entered into by the Company, 3DB, Darcy Daugela and John Daugela effective May 15, 2020 (the "**Support Agreement**").

For quick reference, the "Support Agreement" under section 3.1(e) specifies share sales are permitted "on any Trading Day, the Securityholder may sell, through the facilities of the Exchange, no more than such number of the Securityholder's Securities as does not exceed the lesser of 25,000 or 10% of the aggregate trading volume on the Exchange on the immediately preceding Trading Day". There are also provisions permitting limited dispositions including: block trades; share transfers with restrictions to organizations owned by Darcy Daugela or John Daugela, and to some registered plans for related parties; and NexOptic board approved transactions.

Share sales proceeds reduce severance in accordance with the agreements.

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

TSX.V and all Canadian Exchanges.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date December 3, 2020

3DB Inc.

"Darcy Daugela"

.....
(authorized signatory)

Darcy Daugela, President
Name of authorized signatory