DISCLOSURE SCHEDULE

This Schedule of Exceptions is made and given pursuant to Section 2 of the Series A Preferred Restricted Stock Purchase Agreement, dated May 23, 2019, as first amended November 4, 2019, and subsequently amended May 18, 2020 (the "**Agreement**"), between HyperSciences, Inc. (the "**Company**") and the Purchasers listed on Exhibit A thereto. All capitalized terms used but not defined herein shall have the meanings as defined in the Agreement, unless otherwise provided. The section numbers below correspond to the section numbers of the representations and warranties in the Agreement; provided, however, that any information disclosed herein under any section number shall be deemed to be disclosed and incorporated into any other section number under the Agreement where such disclosure would be appropriate and such appropriateness is reasonably apparent from the face of such disclosure.

Nothing in this Schedule of Exceptions is intended to broaden the scope of any representation or warranty contained in the Agreement or to create any covenant. Inclusion of any item in this Schedule of Exceptions (1) does not represent a determination that such item is material or establish a standard of materiality, (2) does not represent a determination that such item did not arise in the ordinary course of business, (3) does not represent a determination that the transactions contemplated by the Agreement require the consent of third parties, and (4) shall not constitute, or be deemed to be, an admission to any third party concerning such item. This Schedule of Exceptions includes brief descriptions or summaries of certain agreements and instruments, copies of which are available upon reasonable request. Such descriptions do not purport to be comprehensive, and are qualified in their entirety by reference to the text of the documents described, true and complete copies of which have been provided to the Purchasers or their respective counsel.

2.2 Capitalization. The authorized capital of the Company consists, as of May 29, 2020 (unless otherwise noted), of the following:

2.2.1 15,000,000 shares of the common stock of the Company, $0.0001 par value per share (the "***Common Stock***"), 5,496,549 shares of which are issued and outstanding. All of the outstanding shares of Common Stock are duly authorized, validly issued, and were issued in material compliance with all applicable federal and state securities laws.

2.2.2 4,050,000 shares of the preferred stock of the Company, $0.0001 par value per share (the "***Preferred Stock***"), (a) 3,448,304 shares of which are issued and outstanding and (b) up to 601,696 additional shares of which are authorized to be issued pursuant to the Agreement or are issued and outstanding. All of the outstanding shares of Series A Preferred Stock are duly authorized, validly issued, fully paid and nonassessable and were issued in material compliance with all applicable federal and state securities laws.

2.2.3 The Company has (a) granted stock options or restricted stock awards to officers, directors, employees, advisors and consultants of the Company pursuant to an equity incentive plan that was duly adopted by the Board of Directors of the Company (the "***Board***") and approved by the Company stockholders (the "***Stock Plan***") for the purchase of 922,978 shares of Common Stock, (b) issued warrants to purchase 21,461 shares of Common Stock, (c) committed to issue warrants to purchase 15,625 shares of Common Stock, and (d) reserved a total of 1,500,000 shares of Common Stock for issuance under the Stock Plan. Those Series A Preferred stockholders owning equal to or greater than 13,021 shares of Series A Preferred Stock have certain pro-rata participation rights in the Reg. D Offering as described in the Investors' Rights Agreement. Except as set forth in this Section 2.2.3, there are no outstanding preemptive rights, options, warrants, conversion privileges or rights (including but not limited to rights of first refusal or similar rights), orally or in writing, to purchase or acquire any securities from the Company including, without limitation, any shares of Common Stock, or Preferred Stock, or any securities

convertible into or exchangeable or exercisable for shares of Common Stock or Preferred Stock, except for (a) the conversion privileges of the Shares to be issued under this Agreement pursuant to the terms of the Restated Certificate, and (b) the securities and rights described in Section 2.2.1 of this Agreement.