

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: TREE OF KNOWLEDGE INTERNATIONAL CORP.
(the "Issuer").

Trading Symbol: TOKI

Date: May 8, 2019

1. New Options Granted:

Date of Grant: May 8, 2019

| Name of Optionee | Position (Director/ Officer/ Employee/ Consultant/ Management Company) | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
|------------------------|--|--------------------------|------------------------------|----------------|----------------|--|
| Gurpreet (Gary) Prihar | Officer | Yes | 2,000,000 | \$0.18 | May 8, 2024 | 0 |
| Spence Walker | CFO | Yes | 1,666,667 | \$0.18 | May 8, 2024 | 0 |
| Scott Reeves | Secretary and Director | Yes | 1,000,000 | \$0.18 | May 8, 2024 | 500,000 |
| Michael Caridi | Director | Yes | 1,500,000 | \$0.18 | May 8, 2024 | 1,000,000 |
| Daniel Caridi | Employee | No | 600,000 | \$0.18 | May 8, 2024 | 0 |
| Nicolas Caridi | Employee | No | 300,000 | \$0.18 | May 8, 2024 | 0 |
| | | | 7,066,667 | | | |

Total Number of optioned shares proposed for acceptance: 7,066,667.

2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date ⁽²⁾ |
|------------------|------------------------------|-------------------|---------------------------|----------------------------|
| Rick Grass | 500,000 | \$0.70 | June 29, 2018 | Aug 29, 2020 |
| Kristan Norman | 200,000 | \$0.70 | June 29, 2018 | Jun 29, 2019 |
| Gene Maher | 200,000 | \$0.70 | June 29, 2018 | Jun 29, 2019 |

| Name of Optionee | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date⁽²⁾ |
|-------------------------|----------------------------------|-----------------------|-------------------------------|----------------------------------|
| Peter Saunders | 656,820 | \$0.1142 | Dec 13, 2017 | Dec 13, 2022 |
| John Bonin | 656,820 | \$0.1142 | Dec 13, 2017 | Dec 13, 2022 |
| Sonia Mosaad | 656,820 | \$0.1142 | Dec 13, 2017 | Dec 13, 2022 |
| Ernie Eves | 629,800 | \$0.1142 | Dec 13, 2017 | Jun 27, 2019 |
| Peter Saunders | 766,290 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| John Bonin | 766,290 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Julius Dorus | 131,364 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Ebrahim Farzandeh | 525,456 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Richard Kropman | 131,364 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Alan Shievitz | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Ali Kajdehi | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Chamberlain Ajogwu | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. David Mula | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Roman Elinson | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Henry Lai | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Hien Ta | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Hossein Aliabadi | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Imran Ibrahim | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Jason Caplan | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Katherine Isles | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Kevin Rod | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Ogujen Visnjevac | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Peter Wan | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Rizwan Muhammad | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Sunny Sandhu | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Viet Dao | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Virat Joshi | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Julian Chen | 21,894 | \$0.1142 | Dec 13, 2017 | Dec 13, 2020 |
| Dr. Kevin Rod | 656,820 | \$0.1142 | Sept 29, 2017 | Sep 29, 2022 |
| Dr. Kevin Rod | 766,290 | \$0.1142 | Sept 29, 2017 | Sep 29, 2020 |
| Ebrahim Farzandeh | 735,638 | \$0.1142 | Feb 16, 2018 | Feb 16, 2021 |
| Dr. Kevin Rod | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Roger Lam | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Steven Blitzer | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Lawrence Luftspring | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Virat Joshi | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Kashif Pirzada | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Peter Maier | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2021 |
| Dr. Peter Wan | 21,894 | \$0.1553 | Feb 16, 2018 | Feb 15, 2022 |
| Georgina Blanas | 350,000 | \$0.18 | Feb 2, 2019 | Feb 2, 2024 |
| Ernie Eves | 166,666 | \$0.18 | Feb 2, 2019 | Jun 27, 2019 |
| Ebrahim Farzandeh | 250,000 | \$0.245 | Mar 20, 2019 | Mar 20, 2024 |
| Ashley Villarruel | 250,000 | \$0.245 | Mar 20, 2019 | Mar 20, 2024 |

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OR AMENDMENT**

| Name of Optionee | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date ⁽²⁾ |
|------------------|---------------------------|----------------|------------------------|----------------------------|
| Ernie Eves | 500,000 | \$0.245 | Mar 20, 2019 | Jun 27, 2019 |
| George Barakat | 3,000,000 | \$0.19 | Apr 1, 2019 | Apr 1, 2024 |
| Ryan Bahadori | 100,000 | \$0.20 | Apr 2, 2019 | Apr 2, 2024 |
| TOTAL | 13,187,576 | | | |

(1) Set out number of optioned shares for each grant with different terms.

(2) Options have various vesting dates.

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **N/A**

(b) State the date of the news release announcing the grant of options. **N/A**

(c) State the total issued and outstanding share capital at the date of grant or amendment.

216,361,705 Common Shares

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

20,254,243 or 9.4%

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

1,381,927 remaining for issuance (10% or 21,636,170 less 20,254,243).

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Units consisting of one common share and one warrant were sold to investors at a price of \$0.18 per unit in May, 2019.

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: May 8, 2019.

Scott Reeves
Name of Director or Senior Officer



Signature

Secretary and Director
Official Capacity