

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: SHARC International Systems Inc. (the "Issuer").

Trading Symbol: SHRC

Date: May 7, 2019

### 1. New Options Granted:

Date of Grant: May 6, 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
Eleanor Chiu	Director	Yes	200,000	\$0.26	December 18, 2019	None
Olga Ilich	Director	Yes	200,000	\$0.26	December 18, 2019	None
Lynn Mueller	Director & Officer	Yes	300,000	\$0.26	December 18, 2019	400,000
Jasbir Sahota	Officer	Yes	100,000	\$0.26	May 6, 2022	None

Total Number of optioned shares proposed for acceptance: 800,000.

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Russell Burton	71,429	1.47	October 27, 2015	October 27, 2020
Ian Craft	71,429	1.47	October 27, 2015	October 27, 2020
Yaron Conforti	100,000	1.05	July 12, 2016	July 12, 2021

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The Howard Group Inc.	400,000	0.47	September 4, 2018	September 4, 2021
Russ Burton	250,000	\$0.40	October 1, 2018	October 1, 2021
Richard Mort	120,000	\$0.40	October 1, 2018	October 1, 2021
Ian Craft	80,000	\$0.40	October 1, 2018	October 1, 2021
Stewart McDonald	60,000	\$0.40	October 1, 2018	October 1, 2021
Nathan Burton	34,500	\$0.40	October 1, 2018	October 1, 2021
Joe Short	34,500	\$0.40	October 1, 2018	October 1, 2021
Camilla Burton	15,000	\$0.40	October 1, 2018	October 1, 2021
Terry Sunny	20,000	\$0.40	October 1, 2018	October 1, 2021
Rojy Mathew	15,000	\$0.40	October 1, 2018	October 1, 2021
Anita Lyasele	15,000	\$0.40	October 1, 2018	October 1, 2021
Laura Bishop	20,000	\$0.40	October 1, 2018	October 1, 2021
Michael Hermanowicz	20,000	\$0.40	October 1, 2018	October 1, 2021
Natasha Groundwater	5,000	\$0.40	October 1, 2018	October 1, 2021
Callum Scott	20,000	\$0.40	October 1, 2018	October 1, 2021
Lynn Mueller	400,000	\$0.40	October 1, 2018	October 1, 2021
Hanspaul Pannu	120,000	\$0.40	October 1, 2018	October 1, 2021
Trevor Funk	60,000	\$0.40	October 1, 2018	October 1, 2021
Brett Stewart	20,000	\$0.40	October 1, 2018	October 1, 2021
Brock Trimble	15,000	\$0.40	October 1, 2018	October 1, 2021
Trevor Alexander	10,000	\$0.40	October 1, 2018	October 1, 2021
Dani Mueller	15,000	\$0.40	October 1, 2018	October 1, 2021
Paul Aucoin	100,000	\$0.40	October 1, 2018	October 1, 2021
Matt Wardlow	15,000	\$0.40	October 1, 2018	October 1, 2021
Alice Yang	5,000	\$0.40	October 1, 2018	October 1, 2021
Rick Lawlor	10,000	\$0.40	October 1, 2018	October 1, 2021
Michael Thomas	10,000	\$0.40	October 1, 2018	October 1, 2021
Sashko Despotovski	200,000	\$0.28	December 18, 2018	December 18, 2019
Daryle Anderson	200,000	\$0.28	December 18, 2018	December 18, 2019
Mark McCooey	200,000	\$0.28	December 18, 2018	December 18, 2019
Mike Harcourt	200,000	\$0.28	December 18, 2018	December 18, 2019
	<b>2,931,858</b>			

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

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**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.

Not applicable. The stock option plan was approved by the board of the Issuer on November 1, 2011 and by shareholders at the Issuer's annual general meeting held on June 29, 2018.

- (b) State the date of the news release announcing the grant of options.

May 6, 2019

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

Total issued and outstanding as of December 18, 2018 was 38,720,176

- (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.

3,731,858 ÷ 38,720,176 = 9.6%

- (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.

38,720,176 \* 10% = 3,872,018 – 3,731,858 = 140,160

- (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.

None.

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

N/A

**4. Certificate of Compliance**

The undersigned hereby certifies that:

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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 7 2019.

Hanspaul Pannu  
Name of Director or Senior  
Officer

"Hanspaul Pannu"  
Signature

Interim CFO  
Official Capacity

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