

FORM 11

NOTICE OF STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: The Yield Growth Corp. (the "Issuer").

Trading Symbol: BOSS

Date: January 31, 2019

1. New Options Granted:

Date of Grant: January 31, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date ⁽¹⁾	No. of Options Granted in Past 12 Months
Consultant Grant (4)	Consultant	N	1,175,000	\$0.62	January 31, 2024	Nil ⁽²⁾
Employee Grant (1)	Employee	N	10,000	\$0.62	January 31, 2024	Nil ⁽²⁾

Note:

- (1) Or earlier in accordance with the Issuer's incentive stock option plan (the "Plan"). The Plan states that if a director, officer, employee or consultant ceases to be engaged by the Issuer for any reason other than death, such director, officer, employee or consultant shall have the right to exercise any vested options granted to him and not exercised prior to such termination within 90 days after the date of termination, or such shorter period as may be set out in his written agreement.
- (2) None of the optionees granted options on the date of this grant have been granted options in the last 12 months.

Total Number of optioned shares proposed for acceptance: 1,185,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date ⁽¹⁾
Former Director	100,000	\$0.10	June 1, 2017	June 1, 2022
Employee	400,000	\$0.10	October 16, 2017	October 16, 2022

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Consultant	100,000	\$0.10	November 17, 2017	November 17, 2022
Consultants	100,000	\$0.10	November 22, 2017	November 22, 2022
Director	1,000,000	\$0.15	January 8, 2018	January 8, 2023
Employee	200,000	\$0.40	January 30, 2018	January 30, 2023
Consultant	787,500	\$0.60	February 9, 2018	January 28, 2019
Consultant	400,000	\$0.40	February 13, 2018	February 13, 2023
Officer	1,000,000	\$0.40	February 16, 2018	February 16, 2023
Officer of Subsidiary	200,000	\$0.40	February 17, 2018	February 17, 2023
Employee	100,000	\$0.40	February 26, 2018	February 26, 2023
Various Employees, Consultants, Directors and Officers	1,325,000	\$0.40	February 28, 2018	February 28, 2023
Consultant	300,000	\$0.40	March 5, 2018	March 5, 2023
Employees	200,000	\$0.40	March 8, 20018	March 8, 2023
Consultant	200,000	\$0.40	March 21, 20018	March 21, 2023
Consultant	40,000	\$0.40	March 22, 20018	March 22, 2023
Consultants	400,000	\$0.50	April 15, 2018	April 15, 2023
Consultant	100,000	\$0.50	April 25, 2018	April 25, 2023
Officer	300,000	\$0.40	April 30, 2018	April 30, 2023
Consultant	200,000	\$0.50	May 1, 2018	May 1, 2023
Consultant	25,000	\$0.50	June 21, 2018	June 21, 2023
Consultant	30,000	\$0.50	July 9, 2018	July 9, 2023
Various Employees, Consultants, Directors and Officers	18,500	\$0.25	August 15, 2018	August 15, 2023
Consultant	100,000	\$0.50	October 1, 2018	October 1, 2023
Employee	10,000	\$0.50	October 31, 2018	October 31, 2023
Various Employees, Consultants, Directors and Officers	1,890,000	\$0.23	December 17, 2018	December 17, 2023
Various Employees, Consultants, Directors and Officers	290,000	\$0.51	January 8, 2019	January 8, 2024
Total:	9,816,000			

Note:

(1) Please see footnote to the table in item 1.

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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. Shareholder approval was not required.
- (b) State the date of the news release announcing the grant of options. Not applicable.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 79,601,783
- (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. 13.8% consisting of the 1,185,000 new options and 9,816,000 presently outstanding options.
- (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. The Plan does not state a maximum number of shares that may be reserved for issuance, so there are an unlimited number of shares reserved for issuance under the Plan.
- (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. The Issuer sold 4,481,500 units December 13, 2018 at \$0.50 per share.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. There are no proposed material changes to the Issuer's affairs.

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.

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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 January 31, 2019.

Penny Green
Name of Director or Senior
Officer

"Penny Green"
Signature

President, CEO and a Director
Official Capacity