

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: SHRC

Date: July 16, 2020

1. New Options Granted:

Date of Grant: July 15, 2020

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
Matthew Engelhardt	Officer	Yes	700,000	\$0.25	July 15, 2025	250,000

Total Number of optioned shares proposed for acceptance: 700,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Yaron Conforti	100,000	\$1.05	July 12, 2016	July 12, 2021
Scott Dunlop	408,000	\$0.09	October 29, 2019	October 29, 2024
Lynn Mueller	750,000	\$0.075	January 19, 2020	January 19, 2025
Hanspaul Pannu	675,000	\$0.075	January 19, 2020	January 19, 2025
Michael Harcourt	250,000	\$0.075	January 19, 2020	January 19, 2025
Sasko Despotovski	190,000	\$0.075	January 19, 2020	January 19, 2025
Daryle Anderson	250,000	\$0.075	January 19, 2020	January 19, 2025
Chris Webber	200,000	\$0.075	January 19, 2020	January 19, 2025
Jodi Guthrie	125,000	\$0.075	January 19, 2020	January 19, 2025

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Trevor Funk	100,000	\$0.075	January 19, 2020	January 19, 2025
Brock Trimble	50,000	\$0.075	January 19, 2020	January 19, 2025
Matt Wardlow	50,000	\$0.075	January 19, 2020	January 19, 2025
Trevor Alexander	50,000	\$0.075	January 19, 2020	January 19, 2025
Dani Mueller	50,000	\$0.075	January 19, 2020	January 19, 2025
Brett Stewart	50,000	\$0.075	January 19, 2020	January 19, 2025
Tribeca Capital Partners Inc.	50,000	\$0.075	January 19, 2020	January 19, 2025
Eleanor Chiu	250,000	\$0.125	February 26, 2020	February 26, 2025
Al Saurette	250,000	\$0.125	February 26, 2020	February 26, 2025
Matt Engelhardt	250,000	\$0.125	February 26, 2020	February 26, 2025
Chris Webber/Tolland Properties Inc.	200,000	\$0.125	February 26, 2020	February 26, 2025
Jason Shepherd	200,000	\$0.14	March 1, 2020	March 1, 2025
Trevor Funk	200,000	\$0.105	March 16, 2020	March 16, 2025
Mike Tanyi	150,000	\$0.105	March 16, 2020	March 16, 2025
	4,848,000			

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

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 July 9, 2019.

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

July 16, 2020

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

Total issued and outstanding as of July 15, 2020 was 56,676,516

- (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

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incentive stock options, including new options, amended options and other presently outstanding options.

5,548,000 ÷ 56,676,516 = 9.79%

- (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.

56,676,516 * 10% = 5,667,652 – 5,548,000 = 119,652

- (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.

\$0.15

- (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:

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 July 16, 2020.

Hanspaul Pannu
Name of Director or Senior
Officer

"Hanspaul Pannu"
Signature

Chief Financial Officer
Official Capacity

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