

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Hilltop Cybersecurity Inc. (the "Issuer").

Trading Symbol: CYBX

Date: March 7, 2018

### 1. New Options Granted:

Date of Grant: February 26, 2018

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insid er Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Corby Marshall	CEO	Yes	551,590	\$0.70	Feb. 26, 2020	NIL
Neil Wright	Employee (US- subsidiary)	Yes	300,000	\$0.70	Feb. 26, 2020	NIL
Tom Gilmore	Employee (US- subsidiary)	Yes	300,000	\$0.70	Feb. 26, 2020	NIL
Cindy Gilmore	Employee (US- subsidiary)	Yes	20,000	\$0.70	Feb. 26, 2020	NIL
Claire Whitehurst	Employee (US- subsidiary)	Yes	75,000	\$0.70	Feb. 26, 2020	NIL
Priscila Santos	Consultant	No	50,000	\$0.70	Feb. 26, 2020	NIL
Peter Hartley	Consultant	No	25,000	\$0.70	Feb. 26, 2020	NIL
Abby Edwards	Consultant	No	50,000	\$0.70	Feb. 26, 2020	100,000

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Richard Matthews	Consultant	No	200,000	\$0.70	Feb. 26, 2020	300,000
David Matthews	Consultant	No	50,000	\$0.70	Feb. 26, 2020	100,000
Billy Marsh	Director	Yes	100,000	\$0.70	Feb. 26, 2020	NIL
Roger Bodamer	Director	Yes	200,000	\$0.70	Feb. 26, 2020	NIL
Paul matysek	Consultant	No	200,000	\$0.70	Feb. 26, 2020	NIL
Ryan Cheung	CFO	Yes	100,000	\$0.70	Feb. 26, 2020	100,000
Ross McElroy	Consultant	Yes	200,000	\$0.70	Feb. 26, 2020	200,000
Mike Panico	Consultant	No	10,000	\$0.70	Feb. 26, 2020	200,000
Pete Herzog	Consultant	No	10,000	\$0.70	Feb. 26, 2020	200,000
Jim Rallo	Consultant	No	5,000	\$0.70	Feb. 26, 2020	200,000
Pete Gaudet	Consultant	No	25,000	\$0.70	Feb. 26, 2020	200,000
Bradley Rotter	Consultant	No	10,000	\$0.70	Feb. 26, 2020	200,000
Dave DiEugenio	Consultant	No	10,000	\$0.70	Feb. 26, 2020	200,000
			<b>2,491,590</b>			

Total Number of optioned shares proposed for acceptance: 2,491,590.

**2. Other Presently Outstanding Options:**

<b>Name of Optionee</b>	<b>No. of Optioned Shares<sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Devinder Randhawa	975,000	\$0.45	July 17, 2017	July 17, 2019
Kim Pease	300,000	\$0.45	July 17, 2017	July 17, 2019
Ryan Cheung	100,000	\$0.45	July 17, 2017	July 17, 2019
Nick Ayling	60,000	\$0.45	July 17, 2017	July 17, 2019

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Ben Grant	40,000	\$0.45	July 17, 2017	July 17, 2019
David Ward	75,000	\$0.45	July 17, 2017	July 17, 2019
Abby Edwards	100,000	\$0.45	July 17, 2017	July 17, 2019
Ross McElroy	200,000	\$0.45	July 17, 2017	July 17, 2019
Rich Matthews	300,000	\$0.45	July 17, 2017	July 17, 2019
Jeremy Ross	200,000	\$0.45	July 17, 2017	July 17, 2019
Paul Charlish	50,000	\$0.45	July 17, 2017	July 17, 2019
Bob Hemmerling	100,000	\$0.45	July 17, 2017	July 17, 2019
Suzanne Neufeld	100,000	\$0.45	July 17, 2017	July 17, 2019
Kelly Wyles	75,000	\$0.45	July 17, 2017	July 17, 2019
Ana Calin	75,000	\$0.45	July 17, 2017	July 17, 2019
Diane Lee	150,000	\$0.45	July 17, 2017	July 17, 2019
David Matthews	100,000	\$0.45	July 17, 2017	July 17, 2019

(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. **N/A**
- (b) State the date of the news release announcing the grant of options. **February 27, 2018**
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **54,915,915**
- (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. **10%**
- (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. **2**
- (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, \$0.35, \$0.60**

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

### **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 March 7, 2018.

Ryan Cheung  
Name of Director or Senior Officer

"Ryan Cheung"  
Signature

CFO  
Official Capacity