

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Redfund Capital Corp. (the "Issuer").

Trading Symbol: LOAN

Date: May 15, 2020

### 1. New Options Granted:

Date of Grant: May 14, 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
Meris Kott	CEO- President	Yes	275,000	\$0.08	14-05-25	0
Mark Ireton	Director	Yes	100,000	\$0.08	14-05-25	50,000
Amanda De Freitas	Director	Yes	115,000	\$0.08	14-05-25	50,000
Eugene Hodgson	Director	Yes	100,000	\$0.08	14-05-25	50,000
Sterling Grant Capital Inc.	Consultant	No	225,000	\$0.08	14-05-25	0
Pacific Blue Holdings	Consultant	No	50,000	\$0.08	14-05-25	50,000
Lindsey Perry Jr.	Director	Yes	50,000	\$0.08	14-05-25	100,000
Ashleigh Vogstad	Director	Yes	50,000	\$0.08	14-05-25	100,000
Michael Flewitt	Consultant	No	125,000	\$0.08	14-05-25	0
Leah Kincaid	Consultant	No	250,000	\$0.08	14-05-25	0
Captios Partners Inc.	Consultant	No	100,000	\$0.08	14-05-25	0
			1,440,000			

Total Number of optioned shares proposed for acceptance: 1,440,000.

**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>
Ashleigh Vogstad	100,000	\$0.17	19-Nov-19	19-Nov - 24
Meris Kott	275,000	\$0.51	11-Oct-18	11-Oct-23
Mark Ireton	100,000	\$0.51	11-Oct-18	11-Oct-23
Amanda De Freitas	115,000	\$0.51	11-Oct-18	11-Oct-23
Eugene Hodgson	100,000	\$0.51	11-Oct-18	11-Oct-23
Sterling Grant Capital Inc.	225,000	\$0.51	11-Oct-18	11-Oct-23
Pacific Blue Holdings Ltd.	50,000	\$0.51	11-Oct-18	11-Oct-23
Jack Bal	35,000	\$0.51	11-Oct-18	11-Oct-23
Dawn Cole	50,000	\$0.51	11-Oct-18	11-Oct-23
Eugene Hodgson	50,000	\$0.17	6-Sep-19	6-Sep-24
Mark Ireton	50,000	\$0.17	6-Sep-19	6-Sep-24
Amanda De Freitas	50,000	\$0.17	6-Sep-19	6-Sep-24
Lindsey Perry Jr.	100,000	\$0.17	6-Sep-19	6-Sep-24
Pacific Blue Holdings Ltd.	50,000	\$0.17	6-Sep-19	6-Sep-24
	<b>1,350,000</b>			

**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.

**April 30, 2018.**

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

**May 15, 2020**

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

**59,002,238 shares outstanding**

- (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% plan = 5,900,233**  
**Issued = 2,790,000 = 4.7%**  
**Remaining = 3,110,223 = 5.3%**

- (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.

**3,110,223**

- (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.

**Shares for Debt issued at \$0.06**

- (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 May 15, 2020.

Meris Kott  
Name of Director or Senior  
Officer

//s// "Meris Kott"  
Signature

CEO  
Official Capacity