

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Byrna Technologies Inc. (the "Issuer").

Trading Symbol: BYRN

Date: March 4, 2020 (corrected July 29, 2020)

### 1. New Options Granted:

Date of Grant: February 29, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price (U.S.)	Expiry Date	No. of Options Granted in Past 12 Months
Reilly Scheuler	Employee	no	500,000	.19	3/1/2025 <sup>1</sup>	0

Total Number of optioned shares proposed for acceptance: 500,000 .

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<sup>1</sup> This Form has been corrected because the earlier version mistakenly listed the expiration date of the options as 3/1/24 rather than 3/1/25.

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## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Karen Bowling	350,000	\$0.11 (CAD)	20-OCT-16	19-OCT-21
Karen Bowling	265,000	\$0.20(CAD)	26-MAY-17	25-MAY-22
Don Levantin	96,667	\$.20 (CAD)	21-AUG-17	16-AUG-22
Andre Buys	1,500,000	\$.15 (US)	13-APR-18	12-APR-25
Karen Bowling	200,000	\$.19 (CAD)	22-OCT-18	21-OCT-23
Don Levantin	200,000	\$.19 (CAD)	22-OCT-18	21-OCT-23
Victor Eng	250,000	\$.19 (CAD)	22-OCT-18	21-OCT-23
Karen Bowling	287,599	\$.19 (US)	31-DEC-19	31-DEC-24
Herbert Hughes	175,000	\$.19 (US)	31-DEC-19	31-DEC-24
Beatrice Mitchell	162,500	\$.19 (US)	31-DEC-19	31-DEC-24
Bill Richards*	162,500	\$.19 (US)	31-DEC-19	29-APR-20
Paul Jensen	87,500	\$.19 (US)	31-DEC-19	31-DEC-24
Bryan Ganz	600,000	\$.19 (US)	31-DEC-19	31-DEC-24
Lisa Wager	600,000	\$.19 (US)	31-DEC-19	31-DEC-24
Amy Myers	15,000	\$.19 (US)	31-DEC-19	31-DEC-24
James Dunfey	50,000	\$.19 (US)	31-DEC-19	31-DEC-24
Victor Eng	600,000	\$.19 (US)	31-DEC-19	31-DEC-24
Jonathan Moore	30,000	\$.19 (US)	31-DEC-19	31-DEC-24
Susan Gioia	20,000	\$.19 (US)	31-DEC-19	31-DEC-24
Samantha Ganz	50,000	\$.19 (US)	31-DEC-19	31-DEC-24
Andre Buys	200,000	\$.19 (US)	31-DEC-19	31-DEC-24
Jonathan Green	50,000	\$.19 (US)	31-DEC-19	31-DEC-24
Jaco Neimand	35,000	\$.19 (US)	31-DEC-19	31-DEC-24
Karoline Booyesen	40,000	\$.19 (US)	31-DEC-19	31-DEC-24

\* Bill Richards' options are subject to accelerated expiration on April 28, 2020 because he ceased to be an eligible person on January 29, 2020. The original expiry date was December 31, 2024.

(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.
- (b) State the date of the news release announcing the grant of options. March 4, 2020
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 104,813,647 SHARES
- (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. 6.57%
- (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. 12,104,107
- (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.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

### **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 29, 2020.

Lisa Klein Wager

Name of Director or Senior  
Officer



Signature

Chief Legal Officer and Corporate Secretary

Official Capacity