

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: CAT STRATEGIC METALS CORP. (the "Issuer").

Trading Symbol: CAT

Date: February 22, 2021

### 1. New Options Granted:

Date of Grant: February 16, 2021

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
Michael J England	Consultant (1)	NO	100,000	\$0.08	February 15, 2026	0
<b>TOTAL</b>			<b>100,000</b>			

(1) Does not provide Investor Relation services to the Company

Total Number of optioned shares proposed for acceptance: 100,000

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Robert Rosner	500,000	\$0.15	September 24, 2017	September 24, 2022
Robert Rosner	500,000	\$0.15	December 1, 2017	December 1, 2022
Robert Rosner	200,000	\$0.15	June 11, 2018	June 11, 2023
Robert Rosner	1,000,000	\$0.06	January 8, 2021	January 8, 2026
Steven Cozine	100,000	\$0.15	September 24, 2017	September 24, 2022
Steven Cozine	100,000	\$0.15	December 1, 2017	December 1, 2022
Steven Cozine	70,000	\$0.15	June 11, 2018	June 11, 2023
Steven Cozine	800,000	\$0.06	January 8, 2021	January 8, 2026
Luis Martins	100,000	\$0.15	September 24, 2017	September 24, 2022
Luis Martins	100,000	\$0.15	December 1, 2017	December 1, 2022
Luis Martins	200,000	\$0.15	June 11, 2018	June 11, 2023
Luis Martins	700,000	\$0.06	January 8, 2021	January 8, 2026
Julien Davy	500,000	\$0.06	January 8, 2021	January 8, 2026
Diane Mann	200,000	\$0.06	January 8, 2021	January 8, 2026
Sebastian Tang	200,000	\$0.06	January 8, 2021	January 8, 2026
Bua Capital Management Inc.	550,000	\$0.06	January 8, 2021	January 8, 2026
0800291 BC Ltd.	550,000	\$0.06	January 8, 2021	January 8, 2026
Plutus Bridge Capital Inc.	550,000	\$0.06	January 8, 2021	January 8, 2026
Avila Investments Ltd.	550,000	\$0.06	January 8, 2021	January 8, 2026

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Joe Capozzo	550,000	\$0.06	January 8, 2021	January 8, 2026
Stephane Leblanc	550,000	\$0.06	January 8, 2021	January 8, 2026
Primary Marketing Group Inc.	300,000	\$0.006	January 8, 2021	January 8, 2026
<b>TOTAL</b>	<b>8,870,000</b>			

(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.

August 4, 2020

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

February 16, 2021

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

128,496,310

- (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.

6.98%

- (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.

3,879,631

- (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.

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N/A

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

The Company continues to evaluate potential mineral property acquisitions, and plans to close on the unit offering private placement previously announced on February 16, 2021 whereby it intends to raise C\$2,000,000 by way of a non-brokered private placement of 25,000,000 units at a price of \$0.08 per Unit for up to \$2 million dollars.

#### 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 February 22, 2021.

Robert Rosner  
Name of Director or Senior  
Officer

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Signature

President/CEO  
Official Capacity

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