

# FORM 11

## **NOTICE OF PROPOSED STOCK OPTION GRANT/RSU OR AMENDMENT**

Name of Listed Issuer: Cosa Resources Corp. (the "Issuer").

Trading Symbol: COSA

Date: October 6, 2023

### **1. New Options/Restricted Share Units (RSUs)/Deferred Share Units (DSUs)/ Performance Share Units (PSUs) Granted:**

Date of Grant: October 4, 2023

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Options/ RSUs/DSUs/ PSUs	Exercise Price (\$)	Expiry Date	No. of Options Granted in Past 12 Months
Employee	Employee	No	50,000	\$0.36	October 4, 2028	Nil

Total Number of Options proposed for acceptance: 50,000 options

### **2. Other Presently Outstanding Options:**

Name of Optionee	No. of Options <sup>(1)</sup>	Exercise Price	Original Date of Grant (mm-dd-yyyy)	Expiry Date (mm-dd-yyyy)
Keith Bodnarchuk	500,000	\$0.33	03-30-2022	03-30-2027
Wesley Short	400,000	\$0.33	03-30-2022	03-30-2027
Steve Blower	350,000	\$0.33	03-30-2022	03-30-2027
Janine Richardson	300,000	\$0.33	03-30-2022	03-30-2027
Consultant	100,000	\$0.33	03-30-2022	03-30-2027
Consultant	100,000	\$0.33	03-30-2022	03-30-2027
Consultant	100,000	\$0.33	03-30-2022	03-30-2027
Consultant	70,000	\$0.33	03-30-2022	03-30-2027
Consultant	75,000	\$0.33	03-30-2022	03-30-2027
Consultant	75,000	\$0.33	03-30-2022	03-30-2027
Consultant	30,000	\$0.33	03-30-2022	03-30-2027
Keith Bodnarchuk	200,000	\$0.27	06-05-2022	06-05-2027
Wesley Short	175,000	\$0.27	06-05-2022	06-05-2027
Steve Blower	200,000	\$0.27	06-05-2022	06-05-2027
Janine Richardson	175,000	\$0.27	06-05-2022	06-05-2027
Consultant	165,000	\$0.27	06-05-2022	06-05-2027
Consultant	115,000	\$0.27	06-05-2022	06-05-2027
Consultant	60,000	\$0.27	06-05-2022	06-05-2027

<b>Name of Optionee</b>	<b>No. of Options <sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant (mm-dd-yyyy)</b>	<b>Expiry Date (mm-dd-yyyy)</b>
Consultant	25,000	\$0.21	10-05-2022	10-05-2027
Ted Trueman	150,000	\$0.17	12-01-2022	12-01-2027
Ted Trueman	150,000	\$0.36	06-26-2023	06-26-2028
Andy Carmichael	350,000	\$0.36	06-26-2023	06-26-2028
Darren Morgans	200,000	\$0.36	06-26-2023	06-26-2028
Justin Rodko	250,000	\$0.36	06-26-2023	06-26-2028

<sup>(1)</sup> 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 an 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.

Not applicable

### 4. State the total issued and outstanding share capital at the date of grant or amendment.

45,974,409

- (a) 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 Options, including new Options, amended Options and other presently outstanding Options.

9.49% (fully diluted basis)

- (b) If the new Options are being granted pursuant to an option plan, state the number of remaining shares reserved for issuance under the plan.

232,551 options remaining for issuance under the plan

- (c) 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.

N/A

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

None

#### 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 October 6, 2023.

Darren Morgans  
Name of Director or Senior Officer

*"Darren Morgans"*

Signature

CFO  
Official Capacity