

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **AlphaGen Intelligence Corp.** (the “Issuer”)

Trading Symbol: **AIC**

Date: **July 5, 2023**

1. (A) New Options Granted:

Date of Grant: **June 21, 2023**

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
Jonathan Anastas	Director	Yes	200,000	\$0.14	June 21, 2026	Nil
Brian Wilneff	Director/Officer	Yes	200,000	\$0.14	June 21, 2026	Nil
Sweet North Consulting Inc. ⁽¹⁾	Director/Officer	Yes	200,000	\$0.14	June 21, 2026	Nil
Mike Aujla	Director	Yes	200,000	\$0.14	June 21, 2026	Nil
HSP Consulting Inc. ⁽²⁾	Director	Yes	200,000	\$0.14	June 21, 2026	Nil
Employee(s)	Employee(s)	No	350,000	\$0.14	June 21, 2026	Nil
TOTAL			1,350,000			

(1) A corporation held by Eli Dusenbury, Director and Officer of the Issuer

(2) A corporation held by Harwinder Parmar, Director of the Issuer

Total Number of optioned shares proposed for acceptance: **1,350,000**

(B) New Restricted Share Rights (“RSRs”) Awarded:

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSRs	No. of RSRs Awarded in Past 12 Months
Jonathan Anastas	Director	Yes	250,000	Nil
Brian Wilneff	Director/Officer	Yes	250,000	Nil
Sweet North Consulting Inc. ⁽¹⁾	Director/Officer	Yes	250,000	Nil
Mike Aujla	Director	Yes	150,000	Nil
HSP Consulting Inc. ⁽²⁾	Director	Yes	250,000	Nil
Consultant(s)	Consultant(s)	No	6,650,000	Nil
Employee(s)	Employee(s)	No	300,000	Nil
TOTAL			8,100,000	

(1) A corporation held by Eli Dusenbury, Director and Officer of the Issuer

(2) A corporation held by Harwinder Parmar, Director of the Issuer

Total Number of RSR s proposed for acceptance: **8,100,000**

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2. (A) Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares	Exercise Price	Original Date of Grant or Award	Expiry Date
Sweet North Consulting Inc. ⁽¹⁾	500,000	\$0.35	December 1, 2020	December 1, 2023
1225258 BC Ltd. ⁽²⁾	700,000	\$0.35	December 1, 2020	December 1, 2023
Consultant(s)	1,100,000	\$0.35	December 1, 2020	December 1, 2023
Jonathan Anastas	250,000	\$0.35	November 22, 2020	November 22, 2023
Mike Aujla	250,000	\$0.35	November 22, 2020	November 22, 2023
Consultant(s)	2,035,000	\$0.50	May 11, 2021	May 11, 2024
Consultant	300,000	\$0.92	May 14, 2021	May 14, 2024
Consultant(s)	300,000	\$0.34	October 7, 2021	October 7, 2024
TOTAL		5,435,000		

(1) A corporation held by Eli Dusenbury, Director and Officer of the Issuer

(2) A corporation held by Matthew Schmidt, Director of the Issuer

(B) Other Presently Outstanding RSRs:

Name of RSR Awardee	No. of RSR s	Original Date of Grant or Award	Expiry Date
Sweet North Consulting Inc. ⁽¹⁾	100,000	December 1, 2020	N/A
HSP Consulting Inc. ⁽²⁾	100,000	December 1, 2020	N/A
Consultant(s)	150,000	December 1, 2020	N/A
Jonathan Anastas	250,000	May 14, 2021	N/A
Sweet North Consulting Inc. ⁽¹⁾	150,000	May 14, 2021	N/A
Mike Aujla	100,000	May 14, 2021	N/A
HSP Consulting Inc. ⁽²⁾	250,000	May 14, 2021	N/A
Former Director	100,000	May 14, 2021	N/A
Consultant(s)	675,000	May 14, 2021	N/A
TOTAL		1,875,000	

(1) A corporation held by Eli Dusenbury, Director and Officer of the Issuer

(2) A corporation held by Harwinder Parmar, Director of the Issuer

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.

Meeting of shareholders held May 6, 2022.

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

June 21, 2023

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

As of the date of grant, a total of 91,223,380 common shares of the Issuer were issued and 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.

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Following the grant, 16,760,000 common shares of the Issuer will be subject to stock options and RSRs under the Plan, representing 18.48% of the 91,223,380 issued and outstanding common shares.

- (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.

The aggregate number of common shares issuable pursuant to the equity incentive plan of the Issuer (the “Plan”) shall not exceed 20% of the issued and outstanding common shares of the Issuer. There remain 1,484,676 common shares available for issuance under the Plan.

- (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.

Not applicable

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

There are no proposed material changes in the affairs of the Issuer.

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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 5, 2023

Eli Dusenbury
Name of Director or Senior Officer

/s/ Eli Dusenbury
Signature

Director and Chief Financial Officer
Official Capacity