

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **TAAL DISTRIBUTED INFORMATION TECHNOLOGIES INC.**
(the "Issuer").

Trading Symbol: TAAL

Date: January 28, 2021

1. New Options Granted:

Date of Grant: January 28, 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
David Allen	Officer	Y	100,000	\$2.80	January 28, 2024	100,000
Kal Suurkask	Consultant	Y	100,000	\$2.80	January 28, 2024	0

Total Number of optioned shares proposed for acceptance: 200,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Michael Cella	20,000	\$3.65	Aug. 30, 2019	Aug. 30, 2021
Yevgeniy Meshcherekov	20,000	\$3.65	Sept. 12, 2019	Sept 12, 2021
Marco Strub	12,500	\$1.10	Dec 9, 2019	December 9, 2022
Michael Cella	12,500	\$1.10	Dec 9, 2019	December 9, 2022
Michael Darcy	30,000	\$1.10	Dec 9, 2019	December 9, 2022
Stefan Matthews	20,000	\$1.10	Dec 9, 2019	December 9, 2022
Conrad Druzeta	20,000	\$3.65	Sept. 12, 2019	Sept. 12, 2024
Yevgeniy Meshcherekov	25,000	\$3.65	Sept. 12, 2019	Sept 12, 2024

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Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Angela Holowaychuk	25,000	\$3.65	Sept. 12, 2019	Sept. 12, 2024
Esteban Diaz	5,000	\$3.65	Oct 1, 2019	Oct. 1, 2024
Melissa Martensen	10,000	\$2.30	Feb 7, 2020	Feb 7, 2023
Jerry Chan	60,000	\$2.12	March 19, 2020	March 19, 2030
Jerry Chan	60,000	\$2.12	March 19, 2020	March 19, 2025
Satoshi Kitahama	20,000	\$1.82	April 2, 2020	February 24, 2021
Calvin Ayre	5,000	\$2.10	May 1, 2020	May 1, 2023
Stefan Matthews	40,000	\$1.90	Sept 1, 2020	Sept 1, 2025
Marco Strub	32,500	\$1.90	Sept 1, 2020	Sept 1, 2025
Michael Cella	32,500	\$1.90	Sept 1, 2020	Sept 1, 2025
Michael Darcy	30,000	\$1.90	Sept 1, 2020	Sept 1, 2025
Angela Holowaychuk	20,000	\$1.90	Sept 1, 2020	Sept 1, 2025
Christopher Naprawa	300,000	\$1.79	Oct 13, 2020	Oct 13, 2025
David Allen	100,000	\$1.90	Dec 1,2020	Dec 1, 2025
Gary Minhas	20,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Sandra Castelo	25,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Iveta Miodle-Dedele	5,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Stefan Matthews	300,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Matthew Whitcomb	20,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Esteban Diaz	20,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Conrad Druzeta	40,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Angela Holowaychuk	50,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Melissa Martensen	25,000	\$2.10	Dec 3, 2020	Dec 3, 2023
Deborah Rosati	32,500	\$1.95	Dec 14, 2020	Dec 14, 2023
Richard Baker	25,000	\$1.95	Dec 14, 2020	Dec14, 2023

(1) Set out number of optioned shares for each grant with different terms.

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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.

N/A

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

N/A

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

24,819,643 common shares and 2,279,215 non-voting participating 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.

6.7%

- (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.

819,464

- (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.

N/A

- (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 January 28, 2021.

Melissa Martensen
Name of Director or Senior Officer

/s/ Melissa Martensen
Signature

Corporate Secretary
Official Capacity