

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: AVARONE METALS INC. (the "Issuer").

Trading Symbol: AVM

Date: July 9, 2019

### 1. New Options Granted:

Date of Grant: July 8, 2019

| Name of Optionee | Position<br>(Director/<br>Officer/<br>Employee/<br>Consultant/<br>Management<br>Company) | Insider<br>Yes or<br>No? | No. of<br>Optioned<br>Shares | Exercise<br>Price | Expiry<br>Date  | No. of<br>Options<br>Granted in<br>Past 12<br>Months |
|------------------|--|--------------------------|------------------------------|-------------------|-----------------|--|
| Rana Vig         | Director   | Y                        | 250,000                      | \$0.13            | July 8,<br>2024 | Nil  |
| <b>TOTAL</b>     |  |                          | <b>250,000</b>               |                   |                 |  |

Total Number of optioned shares proposed for acceptance: 250,000

### 2. Other Presently Outstanding Options:

| Name of Optionee   | No. of<br>Optioned<br>Shares <sup>(1)</sup> | Exercise<br>Price | Original Date of<br>Grant | Expiry Date    |
|--------------------|---|-------------------|---------------------------|----------------|
| Marc Levy          | 127,500                                     | \$0.05            | Oct 12, 2010              | Oct 12, 2020   |
| Max Pinsky         | 50,000                                      | \$0.05            | Oct 12, 2010              | Oct 12, 2020   |
| Marc Levy          | 97,500                                      | \$0.05            | April 26, 2012            | April 26, 2022 |
| Max Pinsky         | 40,000                                      | \$0.05            | April 26, 2012            | April 26, 2022 |
| Jordan Shapiro     | 25,000                                      | \$0.05            | April 26, 2012            | April 26, 2022 |
| Peter Born         | 50,000                                      | \$0.05            | Jan 27, 2014              | Jan 27, 2024   |
| Marc Levy          | 590,000                                     | \$0.05            | April 23, 2015            | April 23, 2025 |
| Kristina Loganchuk | 25,000                                      | \$0.05            | April 23, 2015            | April 23, 2025 |

| <b>Name of Optionee</b>    | <b>No. of<br/>Optioned<br/>Shares<sup>(1)</sup></b> | <b>Exercise<br/>Price</b> | <b>Original Date of<br/>Grant</b> | <b>Expiry Date</b> |
|----------------------------|---|---------------------------|-----------------------------------|--------------------|
| Max Pinsky                 | 90,000  | \$0.05                    | April 23, 2015                    | April 23, 2025     |
| Jordan Shapiro             | 25,000  | \$0.05                    | April 23, 2015                    | April 23, 2025     |
| Peter Born                 | 50,000  | \$0.05                    | April 23, 2015                    | April 23, 2025     |
| Sheri Rempel               | 100,000   | \$0.05                    | Feb 23, 2016                      | Feb 23, 2026       |
| Kristina Loganchuk         | 15,000  | \$0.05                    | Feb 23, 2016                      | Feb 23, 2026       |
| CJC Technologies Inc.      | 400,000   | \$0.08                    | July 8, 2016                      | July 8, 2026       |
| Shauna Walter              | 25,000  | \$0.08                    | July 8, 2016                      | July 8, 2026       |
| Sheri Rempel               | 100,000   | \$0.05                    | Sept 19, 2016                     | Sept 19, 2026      |
| Kristina Loganchuk         | 50,000  | \$0.05                    | Sept 19, 2016                     | Sept 19, 2026      |
| Paul Searle                | 500,000   | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Marc Levy                  | 300,000   | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Peter Born                 | 130,000   | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Max Pinsky                 | 125,000   | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Kristina Loganchuk         | 25,000  | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Four Bridges Partners Inc. | 300,000   | \$0.05                    | Dec 7, 2016                       | Dec 7, 2026        |
| Paul Searle                | 50,000  | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Peter Lee                  | 100,000   | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Julie van Baarsen          | 25,000  | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Kristina Loganchuk         | 50,000  | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Max Pinsky                 | 100,000   | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Marc Levy                  | 300,000   | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Peter Born                 | 100,000   | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Cystic Fibrosis Canada     | 100,000   | \$0.05                    | Dec 3, 2017                       | Dec 3, 2027        |
| Emma Todd                  | 250,000   | \$0.08                    | March 6, 2018                     | March 6, 2028      |
| Kulwant Sandher            | 250,000   | \$0.085                   | April 27, 2018                    | April 27, 2023     |
| Peter Lee                  | 250,000   | \$0.05                    | Oct 15, 2018                      | Oct 15, 2023       |
| 1183700 BC Ltd.            | 500,000   | \$0.05                    | Jan 29, 2019                      | Jan 29, 2024       |
| John Bean                  | 250,000   | \$0.06                    | May 16, 2019                      | May 16, 2024       |
| Fernanda da Silva Dau      | 20,000  | \$0.06                    | May 16, 2019                      | May 16, 2024       |
| CityGate Capital Corp.     | 300,000   | \$0.06                    | May 16, 2019                      | May 16, 2024       |
| <b>TOTAL</b>               | <b>5,885,000</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.

**Shareholder approval was not required for the grant of options.**

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

**July 8, 2019.**

- (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 89,346,661 common shares of the Issuer are 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.

**The aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options represent 6.87% of the issued and outstanding shares of the Issuer.**

- (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 number of remaining shares reserved for issuance under the Issuer's Stock Option Plan equals 2,799,666.**

- (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.**

#### **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 9, 2019.**

**Kulwant Sandher**

\_\_\_\_\_  
Name of Director or Senior Officer

**Signed: "Kulwant Sandher"**

\_\_\_\_\_  
Signature

**Chief Financial Officer**

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Official Capacity