

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Australis Capital Inc. (the "Issuer").

Trading Symbol: AUSA

Date: April 17, 2019

### 1. New Options Granted:

Date of Grant: April 13, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares <sup>(1)</sup>	Exercise Price <sup>(2)</sup>	Expiry Date <sup>(3)</sup>	No. of Options and RSUs Granted in Past 12 Months
Scott Dowty	Board Member	Yes	2,187,500	\$0.98	4/13/24	3,125,000
Michael Carlotti	Employee	Yes	1,575,000	\$0.98	4/13/24	2,250,000
Harry DeMott	Board Member	Yes	1,500,000	\$0.98	4/13/24	-
John Dover	Board Member	Yes	787,500	\$0.98	4/13/24	1,125,000
Roger Swainson	Board Member	Yes	787,500	\$0.98	4/13/24	1,125,000
Cleve Tzung	Employee	Yes	675,000	\$0.98	4/13/24	450,000
Daniel Norr	Employee	Yes	500,000	\$0.98	4/13/24	400,000
Alex Han	Employee	Yes	300,000	\$0.98	4/13/24	300,000
Lou Kiara Marcos	Employee	Yes	75,000	\$0.98	4/13/24	100,000
Fausto Aceituno	Consultant	No	30,000	\$0.98	4/13/24	40,000
Ashton Clapp	Employee	No	30,000	\$0.98	4/13/24	40,000
Randon Marcos	Employee	No	25,000	\$0.98	4/13/24	-
Josh Gjoraas	Employee	Yes	150,000	\$0.98	4/13/24	-
Anne Marie Carter	Employee	No	25,000	\$0.98	4/13/24	-
Casey Jones	Employee	No	30,000	\$0.98	4/13/24	40,000

(1) Number of optioned shares includes restricted share units ("RSUs") granted which represents twenty percent (20%) of the total number of optioned shares granted.

(2) Exercise price applicable to optioned shares only.

(3) Expiry date of the optioned shares is 4/13/24; expiry date of RSUs is 4/13/22

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Total Number of optioned shares proposed for acceptance: 8,677,500.

**2. Other Presently Outstanding Options:**

<b>Name of Optionee</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Scott Dowty	2,500,000	\$0.20	8/13/18	8/13/23
Scott Dowty	625,000	NA-RSU	11/13/18	11/13/21
Michael Carlotti	1,800,000	\$0.20	8/13/18	8/13/23
Michael Carlotti	450,000	NA-RSU	11/13/18	11/13/21
Roger Swainson	900,000	\$0.20	8/13/18	8/13/23
Roger Swainson	225,000	NA-RSU	11/13/18	11/13/21
John Dover	900,000	\$0.20	8/13/18	8/13/23
John Dover	225,000	NA-RSU	11/13/18	11/13/21
Lou Kiara Marcos	80,000	\$0.20	8/13/18	8/13/23
Lou Kiara Marcos	20,000	NA-RSU	11/13/18	11/13/21
Casey Jones	40,000	\$0.20	8/13/18	8/13/23
Ashton Clapp	40,000	\$0.20	8/13/18	8/13/23
Daniel Norr	140,000	NA-RSU	11/26/18	11/26/21
Daniel Norr	260,000	\$1.04	11/26/18	11/26/23
Cleve Tzung	157,500	NA-RSU	11/26/18	11/26/21
Cleve Tzung	292,500	\$1.04	11/26/18	11/26/23
Alex Han	105,000	NA-RSU	12/17/18	12/17/21
Alex Han	195,000	\$0.69	12/17/18	12/17/23
Fausto Aceituno	40,000	\$1.62	11/13/18	11/13/23
Cam Burge	200,000	\$0.20	8/13/18	8/13/23
Cam Burge	150,000	\$0.20	9/11/18	9/11/23
Arlene Dickinson	900,000	\$0.20	8/13/18	8/13/23
Arlene Dickinson	225,000	NA-RSU	11/13/18	11/13/21
Neil Belot	100,000	\$0.20	8/13/18	8/13/23
Graham Saunders	100,000	\$0.20	8/13/18	8/13/23
Desmond Blalrishnan	100,000	\$0.20	8/13/18	8/13/23

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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.

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

145,076,605

- (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.

13.4%

- (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.

2,321,226

- (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.

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 April 17, 2019.

Scott Dowty  
Name of Director or Senior Officer

"Scott Dowty"  
Signature

Chief Executive Officer  
Official Capacity