

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNSX Issuer: Torino Power Solutions Inc. (the "Issuer").

Trading Symbol: TPS

Date: January 22, 2019

### 1. New Options Granted:

Date of News Release and Grant: January 22, 2019

Name of Optionee	Date of news release disclosing grant (if applicable)	Position of Optionee (Director/ Officer /Employee/ Consultant/IR provider)	Date of Grant	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Doug McKay	Jan 22, 2019	Consultant	Jan 22, 2019	500,000	\$0.10	Jan 22, 2020	0
Gary Thompson	Jan 22, 2019	Consultant	Jan 22, 2019	500,000	\$0.10	Jan 22, 2020	0

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

### 2. Other Presently Outstanding Options:

The Company had the following stock options outstanding as at January 22, 2019 (prior to any stock option issuances stated in this form) which had the following characteristics:

Number of Options	Exercise Price	Expiry Date
2,100,000	0.15	May 13, 2021
200,000	0.15	June 4, 2020

**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.

Annual Shareholder meeting approved the Company's rolling stock option plan on  
July 25, 2018

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

January 22, 2019

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

56,122,988

- (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.

5,612,299 (or 10% of issued and outstanding 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.

3,300,000

- (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.

Not applicable

#### 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 CNSX 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 CNSX 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 22, 2019**

Rav Mlait  
Name of Director or Senior  
Officer

"Rav Mlait"  
Signature

CEO  
Official Capacity