

FORM 11

NOTICE OF PROPOSED EQUITY INCENTIVE GRANT OR AMENDMENT

Name of Listed Issuer: Optimi Health Corp. (the "Issuer").

Trading Symbol: OPTI.

Date: May 6, 2021.

1. New Incentives Granted:

Date of Grant: May 6, 2021.

Type of Grant: Stock Option.

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
JJ Wilson	Director	Yes	350,000	\$1.50	May 6, 2026	100,000
Dane Stevens	Director and Officer	Yes	350,000	\$1.50	May 6, 2026	100,000
Bryan Safarik	Director and Officer	Yes	350,000	\$1.50	May 6, 2026	100,000
Jon Schintler	Director	Yes	350,000	\$1.50	May 6, 2026	100,000
Jacob Safarik	Officer	Yes	350,000	\$1.50	May 6, 2026	100,000
Nick Miller	Consultant	No	140,000	\$1.50	May 6, 2026	Nil
Leah Hodges	Officer	Yes	35,000	\$1.50	May 6, 2026	Nil
Leigh Grant	Consultant	No	100,000	\$1.50	May 6, 2026	Nil

Total Number of Stock Options proposed for acceptance: 2,025,000.

Type of Grant: Restricted Share Right (“RSR”).

Name of Recipient	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of RSRs	Exercise Price	Expiry Date	No. of RSRs Granted in Past 12 Months
JJ Wilson	Director	Yes	105,000	N/A	May 6, 2024	Nil
Dane Stevens	Director and Officer	Yes	105,000	N/A	May 6, 2024	Nil
Bryan Safarik	Director and Officer	Yes	105,000	N/A	May 6, 2024	Nil
Jon Schintler	Director	Yes	105,000	N/A	May 6, 2024	Nil
Jacob Safarik	Officer	Yes	105,000	N/A	May 6, 2024	Nil
Nick Miller	Consultant	No	42,000	N/A	May 6, 2024	Nil
Leah Hodges	Officer	Yes	10,500	N/A	May 6, 2024	Nil
Chip Wilson	Consultant	No	100,000	N/A	May 6, 2024	Nil
Ed Safarik	Consultant	No	100,000	N/A	May 6, 2024	Nil
Leigh Grant	Consultant	No	50,000	N/A	May 6, 2024	Nil
Azim Jamal	Consultant	No	100,000	N/A	May 6, 2024	Nil

Total Number of RSRs proposed for acceptance: 927,500.

2. Other Incentives Presently Outstanding:

Stock Options

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Bryan Safarik	100,000	\$0.50	October 9, 2020	October 9, 2025
Jacob Safarik	100,000	\$0.50	October 9, 2020	October 9, 2025
Dane Stevens	100,000	\$0.50	October 9, 2020	October 9, 2025
JJ Wilson	100,000	\$0.50	October 9, 2020	October 9, 2025
Jon Schintler	100,000	\$0.50	October 9, 2020	October 9, 2025
Elfie Daniel-Ivad	20,000	\$0.60	January 26, 2021	January 26, 2026
Tony Moxam	20,000	\$0.60	January 26, 2021	January 26, 2026

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

RSRs

Name of Optionee	No. of RSRs ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Ambe Holdings Ltd.	450,000	N/A	October 9, 2020	February 23, 2024

(1) Set out number of 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.

October 9, 2020.

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

May 6, 2021.

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

69,231,006.

- (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.

5.69% represents the number of shares that are subject to issuance under the Issuer's equity incentive plan (the "Plan"). Pursuant to the Plan, the percentage of securities-based compensation arrangements may not exceed 15% 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.

6,442,151 (10,384,651 reserved for issuance and 3,942,500 issued).

- (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.

The Issuer completed its initial public offering of units at \$0.75 per unit on February 24, 2021.

- (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 May 6, 2021.

Leah Hodges

Name of Director or Senior
Officer

"/s/ Leah Hodges"

Signature

Corporate Secretary

Official Capacity