FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **ORTHO REGENERATIVE TECHNOLOGIES INC.** (the “Issuer”).

Trading Symbol: **ORTH**

Date: **December 17, 2020**

1. **New Options Granted:**

Date of Grant: December 17, 2020

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |
| Michael Atkin | Director | Yes | 24,000 | $0.71 | December 17, 2028 | 100,000 |
| Michael Buschmann | Director | Yes | 15,000 | $0.71 | December 17, 2028 | nil |
| Caroline Hoemann | Director | Yes | 15,000 | $0.71 | December 17, 2028 | nil |
| Pierre Laurin | Director | Yes | 20,250 | $0.71 | December 17, 2028 | nil |
| Brent Norton | Director | Yes | 15,000 | $0.71 | December 17, 2028 | nil |
| Steve Saviuk | Director | Yes | 16,500 | $0.71 | December 17, 2028 | nil |
| Tom E.S. Wright | Director | Yes | 20,250 | $0.71 | December 17, 2028 | nil |

Total Number of optioned shares proposed for acceptance: **126,000**.

##

## Other Presently Outstanding Options:

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Optionee** | **No. of Optioned Shares** | **Exercise Price** | **Original Date of Grant** | **Expiry Date** |
| Guy Paul Allard | 100,000 | $0.50 | June 23, 2016 | June 23, 2021 |
| Dr. Brent Norton | 350,000 | $0.50 | May 17 2017 | May 17, 2022 |
| Tom E.S. Wright | 100,000 | $0.50 | September 26, 2017 | September 26, 2022 |
| Dr. Jacques Toueg | 100,000 | $0.50 | December 15, 2017 | December 15, 2022  |
| Luc Mainville | 465,000 | $0.50 | September 17, 2018 | September 17, 2023 |
| Claude LeDuc | 500,000 | $0.36  | June 19, 2019 | June 19, 2024 |
| Pierre Laurin | 100,000 | $0.36 | June 19, 2019 | June 19, 2024 |
| Nathalie Therrien | 100,000 | $0.36 | June 19, 2019 | June 19, 2024 |
| Frédéric Dumais | 50,000 | $0.36 | June 19, 2019 | June 19, 2024 |
| Myriah Robertson | 50,000 | $0.40 | May 28, 2020 | May 28, 2025 |
| Michael Atkin | 100,000 | $0.30 | June 18, 2020 | June 18, 2025 |
| Claude LeDuc | 245,000 | $0.37 | July 21, 2020 | July 21, 2025 |
| Dong Wang | 50,000 | $0.60 | September 24, 2020 | September 24, 2028 |
| Sofia Parvin | 15,000 | $0.60 | September 24, 2020 | September 24, 2028 |
| Dr. Scott Rodeo | 25,000 | $0.60 | October 29, 2020 | October 29, 2028 |
| Dr. Martyn Snow | 25,000 | $0.60 | October 29, 2020 | October 29, 2028 |
| Dr. Jack Farr | 25,000 | $0.60 | October 29, 2020 | October 29, 2028 |
| Mukesh Ahuja | 220,000 | $0.72 | November 2, 2020 | November 2, 2028 |

**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. **34,453,600**

 (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. **7.9%**

 (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. **699,360**

1. 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**
2. 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.

1. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
2. 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).
3. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated December 17, 2020.

 Guy Paul Allard
Name of Director or Senior Officer

 (s) *Guy Paul Allard*
Signature

 VP Legal and Corporate Secretary
Official Capacity