

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: AmmPower Corp. (the "Issuer").

Trading Symbol: AMMP

Date: May 31, 2022

1. New Options and RSU's Granted:

Date of Grant: April 29, 2021

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
Gary Benninger	Director	Yes	850,000	\$1.15	April 29/2026	500,000
Faizaan Lalani	Director	Yes	350,000	\$1.15	April 29/2026	350,000
1428 Investments Inc.	Consultant	No	300,000	\$1.15	April 29/2026	n/a
Nischae Dewan	Consultant	No	300,000	\$1.15	April 29/2026	n/a
Christina Le	Consultant	No	300,000	\$1.15	April 29/2026	n/a
Ranbir Kalan	Consultant	No	100,000	\$1.15	April 29/2026	n/a

Total Number of optioned shares proposed for acceptance: 2,200,000

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Gary Benninger	Director	Yes	50,000	n/a	n/a	n/a
Faizaan Lalani	Director	Yes	50,000	n/a	n/a	50,000
1428 Investments Inc.	Consultant	No	50,000	n/a	n/a	n/a
Nischae Dewan	Consultant	No	50,000	n/a	n/a	n/a
Christina Le	Consultant	No	50,000	n/a	n/a	n/a

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

2. Other Presently Outstanding Options: N/A

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Gary Benninger	500,000	\$0.90	Apr 22/2021	Apr 22/2026
Faizaan Lalani	350,000	\$0.90	Apr 22/2021	Apr 22/2026
Arthur Brown	100,000	\$0.90	Apr 22/2021	Apr 22/2026
695809 B.C. Ltd. (Robert Krause)	100,000	\$0.90	Apr 22/2021	Apr 22/2026
Luisa Moreno	75,000	\$0.90	Apr 22/2021	Apr 22/2026
Faizaan Lalani	50,000 RSUs	n/a	Apr 22/2021	50% vest July 22, 2021 50% vest Oct 22, 2021
Arthur Brown	50,000 RSUs	n/a	Apr 22/2021	50% vest July 22, 2021 50% vest Oct 22, 2021
695809 B.C. Ltd. (Robert Krause)	50,000 RSUs	n/a	Apr 22/2021	50% vest July 22, 2021 50% vest Oct 22, 2021

(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.

No shareholder approval was required.

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

April 30, 2021

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

62,568,062

- (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.

Following the grant, 3,725,000 common shares of the Issuer will be optioned under the Issuer's Stock Option Plan (the "Plan"), representing 5.95% of the 62,568,062 issued and outstanding common 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.

The aggregate number of common shares issuable pursuant to the Plan shall not exceed 20% of the issued and outstanding common shares of the Issuer. There remains, 9,852,146 common shares available for issuance under the Plan.

- (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: May 31, 2021

Faizaan Lalani
Name of Director or Senior
Officer

/s/Faizaan Lalani
Signature

Director and CFO
Official Capacity