

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: RENFORTH RESOURCES (the "Issuer").

Trading Symbol: RFR

Date: FEBRUARY 7, 2019

### 1. New Options Granted:

Date of Grant: FEBRUARY 1 2019

NAME OF OPTIONEE	POSITION	INSIDER	NO OF OPTIONED SHARES	EXERCISE PRICE	EXPIRY DATE	NO OF OPTIONS GRANTED IN THE PAST 12 MONTHS
NICOLE BREWSTER	CEO	YES	200,000	\$ 0.07	2/1/2024	1,250,000
KYLE APPLEBY	CFO	YES	200,000	\$ 0.07	2/1/2024	750,000
JUDI WOOD	DIRECTOR	YES	150,000	\$ 0.07	2/1/2024	650,000
DAVID WAHL	DIRECTOR	YES	150,000	\$ 0.07	2/1/2024	750,000
WALLY RUDENSKY	DIRECTOR	YES	150,000	\$ 0.07	2/1/2024	750,000
JON WEBSTER	DIRECTOR	YES	150,000	\$ 0.07	2/1/2024	450,000
KURT BREEDE	DIRECTOR	YES	150,000	\$ 0.07	2/1/2024	-
PAUL GIRARD	CONSULTANT	NO	100,000	\$ 0.07	2/1/2024	300,000
MIKE OBRIEN	CONSULTANT	NO	100,000	\$ 0.07	2/1/2024	-
JEAN LUC GAUTIER	CONSULTANT	NO	100,000	\$ 0.07	2/1/2024	-
			1,450,000			

Total Number of optioned shares proposed for acceptance: 1,450,000 .

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares	Original Date of Grant	Expiry Date
Dave Wahl	150,000	28-May-14	28-May-19
Judi Wood	150,000	28-May-14	28-May-19
Kyle Appleby	200,000	28-May-14	28-May-19
Nicole Brewster	300,000	28-May-14	28-May-19
Wally Rudensky	200,000	28-May-14	28-May-19
Dave Wahl	50,000	26-Feb-15	26-Feb-20
John Webster	200,000	26-Feb-15	26-Feb-20
Judi Wood	50,000	26-Feb-15	26-Feb-20
Kyle Appleby	100,000	26-Feb-15	26-Feb-20
Nicole Brewster	150,000	26-Feb-15	26-Feb-20
Wally Rudensky	50,000	26-Feb-15	26-Feb-20
David Wahl	100,000	7-Aug-15	7-Aug-20
John Webster	100,000	7-Aug-15	7-Aug-20
Judi Wood	100,000	7-Aug-15	7-Aug-20
Kyle Appleby	100,000	7-Aug-15	7-Aug-20
Nicole Brewster	200,000	7-Aug-15	7-Aug-20
Wally Rudensky	100,000	7-Aug-15	7-Aug-20
Dave Wahl	300,000	28-Apr-16	28-Apr-21
John Webster	150,000	28-Apr-16	28-Apr-21
Judi Wood	150,000	28-Apr-16	28-Apr-21
Kyle Appleby	150,000	28-Apr-16	28-Apr-21
Nicole Brewster	300,000	28-Apr-16	28-Apr-21
Norman Brewster	150,000	28-Apr-16	28-Apr-21
Paul Girard	150,000	28-Apr-16	28-Apr-21
Wally Rudensky	150,000	28-Apr-16	28-Apr-21
BOB ROSENBLAT	150,000	19-Sep-16	19-Sep-21
DAVID WAHL	75,000	19-Sep-16	19-Sep-21
JOHN WEBSTER	75,000	19-Sep-16	19-Sep-21
JUDI WOOD	75,000	19-Sep-16	19-Sep-21
KYLE APPLEBY	150,000	19-Sep-16	19-Sep-21
NANCY MASSICOTE	100,000	19-Sep-16	19-Sep-21
NICOLE BREWSTER	150,000	19-Sep-16	19-Sep-21
NORMAN BREWSTER	50,000	19-Sep-16	19-Sep-21
PAUL GIRARD	150,000	19-Sep-16	19-Sep-21
SHELDON SWAYE	150,000	19-Sep-16	19-Sep-21
WALLY RUDENSKY	75,000	19-Sep-16	19-Sep-21

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Dave Wahl	250,000	5-Oct-17	5-Oct-22
John Webster	250,000	5-Oct-17	5-Oct-22
Judi Wood	250,000	5-Oct-17	5-Oct-22
Kyle Appleby	300,000	5-Oct-17	5-Oct-22
MARIO DROLET	500,000	5-Oct-17	5-Oct-22
NICOLE BREWSTER	600,000	5-Oct-17	5-Oct-22
Paul Girard	250,000	5-Oct-17	5-Oct-22
Wally Rudensky	300,000	5-Oct-17	5-Oct-22
Bay Capital Markets	250,000	5-Feb-18	5-Feb-23
Brian Newton	100,000	5-Feb-18	5-Feb-23
Cutler McCarthy	250,000	5-Feb-18	5-Feb-23
David Wahl	250,000	5-Feb-18	5-Feb-23
John Webster	250,000	5-Feb-18	5-Feb-23
Judi Wood	250,000	5-Feb-18	5-Feb-23
Kyle Appleby	250,000	5-Feb-18	5-Feb-23
Nicole Brewster	250,000	5-Feb-18	5-Feb-23
Norman Brewster	100,000	5-Feb-18	5-Feb-23
Paul Girard	150,000	5-Feb-18	5-Feb-23
Wally Rudensky	250,000	5-Feb-18	5-Feb-23
Brain Newton	150,000	30-May-18	30-May-23
David Wahl	500,000	30-May-18	30-May-23
John Webster	200,000	30-May-18	30-May-23
Judi Wood	400,000	30-May-18	30-May-23
Kyle Appleby	500,000	30-May-18	30-May-23
Nicole Brewster	1,000,000	30-May-18	30-May-23
Norman Brewster	150,000	30-May-18	30-May-23
Paul Girard	150,000	30-May-18	30-May-23
Wally Rudensky	500,000	30-May-18	30-May-23
	13,600,000		

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

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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. February 7, 2019
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 161,126,162
- (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. 9.3%
- (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. 1,062,616
- (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. \$0.05
- (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 FEBRUARY 7 2019.

KYLE APPLEBY  
Name of Director or Senior  
Officer

"KYLE APPLEBY"  
Signature

CHIEF FINANCIAL OFFICER  
Official Capacity