

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Versus Systems Inc. (the "Issuer").

Trading Symbol: VS

Date: June 27, 2019

1. New Options Granted:

Date of Grant: June 27, 2019

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
Kurt Spenser	Consultant	No	100,000	\$0.21	June 27, 2024	Nil

Total Number of optioned shares proposed for acceptance: 100,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Sandoval Pierce Family Trust	2,824,000	\$0.27	July 13, 2016	July 13, 2021
Upright Cartidge Bridgade	705,882	\$0.27	July 13, 2016	July 13, 2021
Craig Finster	425,000	\$0.27	July 13, 2016	July 13, 2021
Alex Peachey	600,000	\$0.27	July 13, 2016	July 13, 2021
Careen Yapp	200,000	\$0.27	July 13, 2016	July 13, 2021
Dan Howard	247,500	\$0.27	July 13, 2016	July 13, 2021
Ahmed Khanzara	165,000	\$0.27	July 13, 2016	July 13, 2021
Sarah Chambless	100,000	\$0.27	July 13, 2016	July 13, 2021

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Keyvan Peymani	100,000	\$0.27	July 13, 2016	July 13, 2021
Guiomar Hernan	247,500	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Amanda Armour	50,000	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Steve Barragan	247,500	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Chris Berizko	165,000	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Kalisa Falzone	59,000	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Elenor Weigert	39,000	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Avril Millar	100,000	\$0.435	Mar. 17, 2017	Mar. 17, 2022
Douglas Wright	66,000	\$0.49	May 18, 2017	May 18, 2022
May Tia Ly	92,00	\$0.49	May 18, 2017	May 18, 2022
Sandoval Pierce Family Trust	250,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Brian Tingle	250,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Michelle Gahagan	250,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Paul Vlasic	250,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Kelsey Chin	62,500	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Christian Miranda	124,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Brian Clark	92,000	\$0.34	Sept. 14, 2017	Sept. 14, 2022
Olakunbi Dokun	124,000	\$0.38	December 11, 2017	December 11, 2022
Tiffany Taylor	124,000	\$0.46	June 6, 2018	June 6, 2023
Yona Warmin	25,000	\$0.46	June 6, 2018	June 6, 2023
Kwaku Abankroh	25,000	\$0.46	June 6, 2018	June 6, 2023
Robert York	60,000	\$0.46	June 6, 2018	June 6, 2023
Amanda Armour	200,000	\$0.46	June 6, 2018	June 6, 2023
Guimoar Hernan	52,500	\$0.46	June 6, 2018	June 6, 2023
Keyvan Peymani	100,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Mikki Freeman	40,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Chris Hildebrand	25,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Desmond Bowe	125,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Bruce Park	40,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Anthony Ruba	40,000	\$0.245	Sept. 4, 2018	Sept. 4, 2023
Samarth Chandola	100,000	\$0.22	October 18, 2018	October 18, 2023
Keyvan Peymani	1,500,000	\$0.21	April 2, 2019	April 2, 2024
Craig Finster	100,000	\$0.21	April 2, 2019	April 2, 2024
Kwaku Abankroh	10,000	\$0.21	April 2, 2019	April 2, 2024
Amanda Armour	10,000	\$0.21	April 2, 2019	April 2, 2024
Benjamin Bennett	10,000	\$0.21	April 2, 2019	April 2, 2024
Christopher Berizko	10,000	\$0.21	April 2, 2019	April 2, 2024
R. Desmond Falzone	10,000	\$0.21	April 2, 2019	April 2, 2024
Kalisa Falzone	10,000	\$0.21	April 2, 2019	April 2, 2024
Mikki Freeman	10,000	\$0.21	April 2, 2019	April 2, 2024
Guiomar Hernan Santeesteban	10,000	\$0.21	April 2, 2019	April 2, 2024
Christopher Hildebrand	10,000	\$0.21	April 2, 2019	April 2, 2024

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Daniel Howard	10,000	\$0.21	April 2, 2019	April 2, 2024
Peter Howell	10,000	\$0.21	April 2, 2019	April 2, 2024
May Tia Ly	10,000	\$0.21	April 2, 2019	April 2, 2024
Christian Miranda	10,000	\$0.21	April 2, 2019	April 2, 2024
Bruce Park	10,000	\$0.21	April 2, 2019	April 2, 2024
Jon Alexander Peachey	10,000	\$0.21	April 2, 2019	April 2, 2024
Matthew Pierce	10,000	\$0.21	April 2, 2019	April 2, 2024
Anthony Ruba	10,000	\$0.21	April 2, 2019	April 2, 2024
George Schmitt	10,000	\$0.21	April 2, 2019	April 2, 2024
Michael Spragg	10,000	\$0.21	April 2, 2019	April 2, 2024
Yona Warmin	10,000	\$0.21	April 2, 2019	April 2, 2024
Douglas Wright Jr.	10,000	\$0.21	April 2, 2019	April 2, 2024
Robert York	10,000	\$0.21	April 2, 2019	April 2, 2024

(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.

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.

91,478,562

(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.

10.2%

(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.

4,225,991

- (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.

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 June 27, 2019.

Kelsey Chin
Name of Director or Senior
Officer

"Kelsey Chin"
Signature

Corporate Secretary
Official Capacity