FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Steep Hill Inc. (the “Issuer”).

Trading Symbol: STPH

Date: May 04, 2022

1. **New Options Granted:**

Date of Grant: May 04, 2022

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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** |
| Arielle Chu | Employee | No | 1,500,000 | $0.08  | 03-May-25 | Nil |
| David Tucker | Employee | No | 1,000,000 | $0.08  | 03-May-25 | Nil |
| Carol Corpus | Employee | No | 300,000 | $0.08  | 03-May-25 | Nil |
| Nigel Stobart | Employee | No | 500,000 | $0.08  | 03-May-25 | Nil |
| Jason Erpenbeck | Employee | No | 400,000 | $0.08  | 03-May-25 | Nil |
| George Emerson | Employee | No | 400,000 | $0.08  | 03-May-25 | Nil |
| Don Land | Employee | No | 400,000 | $0.08  | 03-May-25 | Nil |
| Jeremy Short | Employee | No | 250,000 | $0.08  | 03-May-25 | Nil |
| Ian Riversong | Employee | No | 65,000 | $0.08  | 03-May-25 | Nil |
| Svetlana Ageyava | Employee | No | 65,000 | $0.08  | 03-May-25 | Nil |
| Arika Ward | Employee | No | 60,000 | $0.08  | 03-May-25 | Nil |
| Austin Byndloss | Employee | No | 60,000 | $0.08  | 03-May-25 | Nil |
| **Scott Cathcart** | Contractor | No | **1,500,000** | $0.08  | 03-May-25 | Nil |
| Ian Morton  | Director  | Yes | 500,000 | $0.08  | 03-May-25 | Nil |
| Raj Ravindran  | Contractor | Yes | 500,000 | $0.08  | 03-May-25 | 339,000 |
| Jane Wright-Mitchell | Director  | Yes | 200,000 | $0.08  | 03-May-25 | Nil |
| David Walters  | Director  | Yes | 100,000 | $0.08  | 03-May-25 | 50,000 |
| Anthony Viele  | Director  | Yes | 100,000 | $0.08  | 03-May-25 | 50,000 |
| Stanislav Dutchyn  | Consultant  | No | 50,000 | $0.08  | 03-May-25 | 50,000 |
| Sonia Augustina  | Contractor | No | 150,000 | $0.08  | 03-May-25 | 50,000 |
| Sameet Kanade  | Employee | Yes | 750,000 | $0.08  | 03-May-25 | 605,000 |
| Patricia Miltello | Contractor | No | 150,000 | $0.08  | 03-May-25 | 150,000 |

Total Number of optioned shares proposed for acceptance: **9,000,000**

## Other Presently Outstanding Options:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Optionee** | **No. of Optioned Shares (1)** | **Exercise Price** | **Original Date of Grant** | **Expiry Date** |
| Steve Singh | 1,000,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Robert Tjandra  | 600,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Raj Ravindran | 600,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Rob Saltsman | 1,000,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Sonia Augistina  | 200,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Andy Puri  | 500,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Zavosh Zaboliyan | 26,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| David Walters  | 300,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Anthony Viele  | 300,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Brett Matich  | 400,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Ossie Minchella | 400,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Nathan Rotstein | 300,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Devin Li | 400,000 | $0.125  | 13-Nov-20 | 13-Nov-25 |
| Maricom Inc. | 150,000 | $0.22  | 15-Jan-21 | 14-Jan-25 |
| Maricom Inc. | 150,000 | $0.22  | 15-Jan-21 | 14-Jan-25 |
| 2805967 Ont Inc  | 300,000 | $0.22  | 30-Mar-21 | 29-Mar-25 |
| 2632436 Ont Inc  | 300,000 | $0.22  | 30-Mar-21 | 29-Mar-25 |
| Michael Frank | 300,000 | $0.22  | 16-Jan-21 | 15-Jan-25 |
| Sagacity Capital Media Inc.  | 300,000 | $0.22  | 21-Jan-21 | 20-Jan-25 |
| Mauro Aiello | 760,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Sherry Farasami | 160,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Christian Poole | 85,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Ke Yang | 90,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Yunqing Chen | 60,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Nooshin Nakhai | 130,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Richard Duncan | 55,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Roxana Almasan | 69,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Lin Yang | 30,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Samy Yun | 60,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Brandon Nam | 70,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Rebecca Kieser | 46,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Roman Udachin | 83,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Justin Sernal | 58,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Lini John | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Ann Haslett | 450,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Patricia Mitelle | 150,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Howard Goldman | 150,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Steve Singh | 2,000,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Robert Tjandra | 500,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Sameet Kanade | 605,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Raj Ravindran  | 339,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| G Amis Corp | 300,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Frank Salvati | 250,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Sonia Augistina | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Nathan Rotstein | 100,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Enzo Astone  | 100,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Anand Puri | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Stanislav Dutchyn | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| David Walters | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |
| Anthony Viele  | 50,000 | $0.10  | 06-Aug-21 | 05-Aug-26 |

(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.

 May 29, 2020

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

 May 06, 2022

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

 243,061,493

 (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.

 9.6%

 (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.

 25,268,299

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.

Not Applicable

1. Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not Applicable

**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 May 06, 2022.

 Sameet Kanade
Name of Director or Senior Officer

 “Sameet Kanade” (signed)
Signature

 Chief Executive Officer
Official Capacity