

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: VS

Date: April 2, 2019

1. New Options Granted:

Date of Grant: April 2, 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
Keyvan Peymani	Director/ Officer	Yes	1,500,000	\$0.21	April 2, 2024	100,000
Craig Finster	Officer	Yes	100,000	\$0.21	April 2, 2024	Nil
Kwaku Abankroh	Employee	No	10,000	\$0.21	April 2, 2024	25,000
Amanda Armour	Employee	No	10,000	\$0.21	April 2, 2024	200,000
Benjamin Bennett	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Christopher Berizko	Employee	No	10,000	\$0.21	April 2, 2024	Nil
R. Desmond Falzone	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Kalisa Falzone	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Mikki Freeman	Employee	No	10,000	\$0.21	April 2, 2024	40,000

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Guiomar Hernan Santesteban	Employee	No	10,000	\$0.21	April 2, 2024	52,500
Christopher Hildebrand	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Daniel Howard	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Peter Howell	Employee	No	10,000	\$0.21	April 2, 2024	Nil
May Tia Ly	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Christian Miranda	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Bruce Park	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Jon Alexander Peachey	Officer	Yes	10,000	\$0.21	April 2, 2024	Nil
Matthew Pierce	Director/ Officer	Yes	10,000	\$0.21	April 2, 2024	Nil
Anthony Ruba	Employee	No	10,000	\$0.21	April 2, 2024	Nil
George Schmitt	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Michael Spragg	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Yona Warmin	Employee	No	10,000	\$0.21	April 2, 2024	25,000
Douglas Wright, Jr.	Employee	No	10,000	\$0.21	April 2, 2024	Nil
Robert York	Employee	No	10,000	\$0.21	April 2, 2024	60,000

Total Number of optioned shares proposed for acceptance: 1,820,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Sandoval Pierce Family	2,824,000	\$0.27	July 13, 2016	July 13, 2021

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Trust				
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
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 Vlastic	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

(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.

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.

4,325,991

- (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.

\$0.18

- (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 April 2, 2019.

Kelsey Chin
Name of Director or Senior
Officer

"Kelsey Chin"
Signature

Corporate Secretary
Official Capacity