

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Argo Living Soils Corp. (the "Issuer").

Trading Symbol: ARGO

Date: September 27, 2023

1. New Options Granted:

Date of Grant: September 27, 2023

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
Ken Bowman	Director	Yes	1,000,000 ⁽¹⁾	\$0.15	September 27, 2028	Nil
Alviano Del Degan	Consultant	No	300,000 ⁽¹⁾	\$0.15	September 27, 2028	Nil

(1) To vest as follows: 25% on grant; 25% 6 months after the date of grant; 25% 12 months after the date of grant; and 25% 18 months after the date of grant.

Total Number of optioned shares proposed for acceptance: 1,300,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Hector Diakow	150,000	\$0.10	January 21, 2021	August 3, 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. May 27, 2022
- (b) State the date of the news release announcing the grant of options. September 12, 2023
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 21,658,001
- (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. 6.27%
- (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. 715,800
- (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. The Issuer entered into a license agreement dated September 8, 2023 (the "Agreement"), pursuant to which the Licensor granted to the Issuer the right and exclusive license to market and sell CHAR+ globally, and the limited non-exclusive license to use the CHAR+ trademark therewith, for an initial term of 10 years in consideration for: (i) 1,000,000 common shares of the Issuer (500,000 of which will be issued within 5 business days of September 20, 2023 and 500,000 of which will be issued on or before 6 months thereafter) and (ii) 1,300,000 options to purchase common shares of the Issuer at a price of \$0.15 per share for a period of 5 years, subject to vesting in four equal tranches over 18 months. The common shares and options issued pursuant to the Agreement will have a four-month hold period from the dates of issuance.

Pursuant to the Agreement, the Issuer will receive a percentage of the sale proceeds of all CHAR+ sold through the Issuer's website. The Licensor is controlled by Ken Bowman, current director and officer of the Issuer. Pursuant to an addendum to the Agreement dated September 26, 2023, in the interim period prior to sales being live on Argo's website, Argo will act as an exclusive sales agent for Canadian AgriChar and Argo will receive a percentage of revenues of CHAR+ sold.

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 September 27, 2023.

Peter Hoyle
Name of Director or Senior
Officer

"Peter Hoyle"
Signature

CEO
Official Capacity