

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNSX Issuer: Matica Enterprises Inc. (the "Issuer").

Trading Symbol: MMJ

Date: February 4, 2019

### 1. New Options Granted:

Date of Grant: February 4, 2019

| Name of Optionee             | Position<br>(Director/<br>Officer/<br>Employee/<br>Consultant/<br>Management<br>Company) | Insider<br>Yes or<br>No? | No. of<br>Optioned<br>Shares | Exercise<br>Price | Expiry<br>Date      | No. of<br>Options<br>Granted in<br>Past 12<br>Months |
|------------------------------|--|--------------------------|------------------------------|-------------------|---------------------|--|
| Kim Graveline                | Consultant   | No                       | 250,000                      | \$0.13            | February<br>4, 2020 | 100,000  |
| Sandra Brown                 | Consultant   | No                       | 250,000                      | \$0.13            | February<br>4, 2020 | 100,000  |
| Le Groupe Marcel<br>Trembley | Consultant   | No                       | 500,000                      | \$0.13            | February<br>4, 2020 | 500,000  |
| Greg Worobec                 | Consultant   | No                       | 500,000                      | \$0.13            | February<br>4, 2020 | 500,000  |
| Katerina Ziger               | Consultant   | No                       | 250,000                      | \$0.13            | February<br>4, 2020 | N/A  |

Total Number of optioned shares proposed for acceptance: 1,750,000.

### 2. Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned<br>Shares <sup>(1)</sup> | Exercise<br>Price | Original Date of<br>Grant | Expiry Date   |
|------------------|--|-------------------|---------------------------|---------------|
| Boris Ziger      | 3,500,000                                | \$0.11            | July 10, 2017             | July 11, 2019 |
| George Brown     | 3,000,000                                | \$0.11            | July 10, 2017             | July 11, 2019 |

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|                      |           |         |                      |                   |
|----------------------|-----------|---------|----------------------|-------------------|
| Steven Palladini     | 100,000   | \$0.16  | Nov. 24, 2017        | November 24, 2020 |
| George A. Brown      | 2,000,000 | \$0.42  | Dec. 22, 2017        | December 24, 2020 |
| Boris Ziger          | 2,000,000 | \$0.42  | Dec. 22, 2017        | December 24, 2020 |
| Denis Bouchard       | 1,000,000 | \$0.42  | Dec. 22, 2017        | December 24, 2020 |
| Carmen Yuen          | 1,000,000 | \$0.42  | Dec. 22, 2017        | December 24, 2020 |
| Boris Ziger          | 2,000,000 | \$0.35  | March 23, 2018       | March 23, 2021    |
| George A. Brown      | 2,000,000 | \$0.35  | March 23, 2018       | March 23, 2021    |
| Steven Palladini     | 250,000   | \$0.35  | March 23, 2018       | March 23, 2021    |
| Carmen Yuen          | 1,000,000 | \$0.35  | March 23, 2018       | March 23, 2021    |
| Denis Bouchard       | 1,000,000 | \$0.35  | March 23, 2018       | March 23, 2021    |
| Gurcham Deol         | 1,000,000 | \$0.35  | March 23, 2018       | March 23, 2021    |
| Boris Ziger          | 2,000,000 | \$0.175 | August 23, 2018      | August 23, 2021   |
| George A. Brown      | 2,000,000 | \$0.175 | August 23, 2018      | August 23, 2021   |
| Carmen Yuen          | 1,000,000 | \$0.175 | August 23, 2018      | August 23, 2021   |
| Denis Bouchard       | 1,000,000 | \$0.175 | August 23, 2018      | August 23, 2021   |
| Gurcham Deol         | 1,000,000 | \$0.175 | August 23, 2018      | August 23, 2021   |
| 10644706 Canada Inc. | 500,000   | \$0.195 | October 19, 2018     | May 15, 2019      |
| 1110831 B.C. Ltd.    | 950,000   | \$0.195 | October 19, 2018     | May 15, 2019      |
| Maricom Inc.         | 500,000   | \$0.10  | December 11,<br>2018 | July 30, 2019     |

(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.

The Corporation may grant stock options (the "Options") to purchase common shares (the "Common Shares") in the capital of the Corporation to employees, officers, directors, consultants, other service providers or such other persons as may be eligible pursuant to a stock option plan most recently approved by the shareholders of the Corporation on June 29, 2018 and to provide such persons with incentive to continue in the long-term service of the Corporation and its subsidiaries and to create in such persons a more direct interest in the future success of the operations of the Corporation and its subsidiaries by relating incentive compensation to increases in shareholder value.

- (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. 314,654,865

- (d) State, as a 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. 9.69%

- (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.

915,487

- (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. NIL

### 4. Certificate of Compliance

The undersigned hereby certifies that:

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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 CNSX 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 CNSX 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 4, 2019.

Boris Ziger  
Name of Director or Senior  
Officer

*Boris Ziger*  
Signature

CEO, Director  
Official Capacity