

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: MMJ

Date: March 11, 2019

1. New Options Granted:

Date of Grant: March 11, 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
Margarita Cardona	Consultant	No	50,000	\$0.11	March 11, 2020	N/A
Doug Morrison Brown	Consultant	No	50,000	\$0.11	March 11, 2020	N/A

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
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
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

{4984-001/01156676.DOC.2}

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT

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
Gurcharn 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
Gurcharn 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, 2018	July 30, 2019
Katerina Ziger	250,000	\$0.13	February 4, 2019	February 4, 2020
Sandra Brown	250,000	\$0.13	February 4, 2019	February 4, 2020
Greg Worobec	500,000	\$0.13	February 4, 2019	February 4, 2020
Le Groupe Marcel Trembley	500,000	\$0.13	February 4, 2019	February 4, 2020
Kim Graveline	250,000	\$0.13	February 4, 2019	February 4, 2020

(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.

815,487

- (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:

{4984-001/01156676.DOC.2}

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

November 14, 2008
Page 3

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 March 11, 2019.

Boris Ziger
Name of Director or Senior
Officer

Boris Ziger
Signature

CEO, Director
Official Capacity