FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Relay Medical Corp. (the “Issuer”).

Trading Symbol: RELA

Date: July 16, 2018

1. **Outstanding Options Cancelled:**

Date of Grant: January 24, 2018

Date of Cancellation: July 16, 2018

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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 |
| Lahav Gil | Director and Chief Executive Officer | Yes | 1,250,000 | $0.60 | January 24, 2023 | No |
| Imperial Consultants Inc. | Director and Executive Chairman | No | 500,000 | $0.60 | January 24, 2023 | 550,000 |
| Richard Janeczko | Director | Yes | 500,000 | $0.60 | January 24, 2023 | No |
| George Langdon | Director | Yes | 100,000 | $0.60 | January 24, 2023 | No |
| Michael Minder | Director | Yes | 100,000 | $0.60 | January 24, 2023 | 662,000 |
| Chris Hopkins | Chief Financial Officer | Yes | 100,000 | $0.60 | January 24, 2023 | No |
| Jessica Kuhn | COO | Yes | 150,000 | $0.60 | January 24, 2023 | No |
| Redleaf Solutions Ltd. | Consultant | No | 250,000 | $0.60 | January 24, 2023 | No |
| AGAR Ventures | Consultant | No | 250,000 | $0.60 | January 24, 2023 | No |

Total Number of options for cancellation: 3,200,000.

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## Other Presently Outstanding Options:

| Name of Optionee | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date |
| --- | --- | --- | --- | --- |
| R. Brian Murray | 400,000 | $0.10 | July 9, 2014 | July 9, 2019 |
| Gerard Edwards | 300,000 | $0.10 | July 9, 2014 | July 9, 2019 |
| Mike Minder | 150,000 | $0.10 | July 9, 2014 | July 9, 2019 |
| Chris Hopkins | 100,000 | $0.10 | July 9, 2014 | July 9, 2019 |
| Current Market Communications & Associates Inc. | 300,000 | $0.10 | July 9, 2014 | July 9, 2019 |
| Dr. Hai Shiene Chen | 50,000 | $0.345 | November 28, 2014 | November 28, 2019 |
| Dr. Robert Smyth | 50,000 | $0.345 | November 28, 2014 | November 28, 2019 |
| Dr. Cynthia Balion | 50,000 | $0.345 | November 28, 2014 | November 28, 2019 |
| R. Brian Murray | 400,000 | $0.345 | November 28, 2014 | November 28, 2019 |
| Dr. Brian Cameron | 120,000 | $0.20 | December 7, 2015 | December 7, 2020 |
| Current Market Communications & Associates Inc. | 500,000 | $0.15 | October 24, 2016 | October 24, 2021 |
| Shaun Ruddy | 500,000 | $0.15 | October 24, 2016 | October 24, 2021 |
| R. Brian Murray | 300,000 | $0.15 | October 24, 2016 | October 24, 2021 |
| Ed Blasiak | 50,000 | $0.15 | October 24, 2016 | October 24, 2021 |
| John Ormston | 120,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Greg Falck | 120,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Jim Fallon | 500,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Marco Witteveen | 120,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Paul Endersby | 50,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Chris Stern | 50,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Yair Abitbol | 100,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Clark Kent | 250,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Shaun Ruddy | 250,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Gerard Edward | 250,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Brian Murray | 250,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| George Langdon | 150,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| Michael Minder | 150,000 | $0.30 | June 19, 2017 | June 19, 2022 |
| DX Economix Inc. | 200,000 | $0.25 | August 21, 2017 | August 21, 2022 |
| Current Market Communications & Associates Inc. | 1,200,000 | $0.27 | November 20, 2017 | November 20, 2022 |
| DEFT Intelligence Inc. | 50,000 | $0.27 | November 20, 2017 | November 20, 2022 |
| Imperial Consultants Inc. | 550,000 | $0.27 | November 20, 2017 | November 20, 2022 |
| Michael Minder | 662,000 | $0.27 | November 20, 2017 | November 20, 2022 |
| Nathan Rotstein | 200,000 | $0.27 | November 20, 2017 | November 20, 2022 |
| Hybrid Financial | 250,000 | $0.60 | January 24, 2018 | January 24, 2023 |
| Cynthia Balion | 50,000 | $0.60 | January 24, 2018 | January 24, 2023 |
| Lahav Gil | 1,250,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Imperial Consultants Inc. | 500,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Richard Janeczko | 500,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| George Langdon | 100,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Michael Minder | 100,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Chris Hopkins | 100,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Jessica Kuhn | 212,500 | $0.27 | June 21, 2018 | June 21, 2023 |
| Redleaf Solutions Ltd. | 250,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| AGAR Ventures Inc. | 250,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Bernhard Langer | 50,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Jesse Ireland | 25,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Greg Van Staveren | 400,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Yoav Raiter | 250,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| Jake Holloway | 30,000 | $0.27 | June 21, 2018 | June 21, 2023 |
| **Total:** | **12,809,500** |  | | |

(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.

**Not applicable.**

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

**January 23, 2018**

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

**101,177,362**

(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.

**12.66%**

1. 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.

**7,425,972**

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: July 16, 2018.

Gerard Edwards   
Name of Director or Senior Officer

*“Gerard Edwards” (Signed)*   
Signature

Director   
Official Capacity