

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **VERT INFRASTRUCTURE LTD. (formerly CROP INFRASTRUCTURE CORP.)** (the "Issuer").

Trading Symbol: VVV

Date: March 11, 2020

#### 1. Stock Options being Cancelled::

Date of Grant: March 11, 2020

| 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 Price | Expiry<br>Date | No. of<br>Options<br>Granted<br>in Past<br>12<br>Months |
|----------------------------|--|--------------------------|------------------------------|----------------|----------------|---|
| 1170147 B.C. LTD           | Consultants  | NO                       | 33,333                       | \$ 4.50        | 15-Jan-21      |   |
| Momentum PR Inc.           | Consultants  | NO                       | 33,333                       | \$ 4.50        | 6-Feb-20       |   |
| Gary Purdon                | Consultants  | NO                       | 6,667                        | \$ 4.50        | 6-Feb-20       |   |
| Derek Huston               | Consultants  | NO                       | 6,667                        | \$ 4.50        | 6-Feb-20       |   |
| 1170147 B.C. LTD.          | Consultants  | NO                       | 13,333                       | \$ 4.50        | 13-Mar-20      |   |
| Bullseye Consulting Inc    | Consultants  | NO                       | 3,333                        | \$ 4.50        | 31-Mar-20      |   |
| Yoshito Okubo              | Consultants  | NO                       | 3,333                        | \$ 4.50        | 31-Mar-20      |   |
| Market IQ Media Group Inc. | Consultants  | NO                       | 28,000                       | \$ 4.50        | 22-Apr-20      |   |
| Caravan Ventures Ltd       | Consultants  | NO                       | 53,400                       | \$ 3.83        | 29-May-20      |   |
| Brendan Mossip-Balkwill    | Consultants  | NO                       | 66,667                       | \$ 3.83        | 29-May-20      |   |

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|                            |             |    |        |         |           |  |
|----------------------------|-------------|----|--------|---------|-----------|--|
| Kristopher David Wood      | Consultants | NO | 60,667 | \$ 3.53 | 3-Jun-20  |  |
| Market IQ Media Group Inc. | Consultants | NO | 81,667 | \$ 3.30 | 11-Jun-20 |  |
| Hani El Rayess             | Consultants | NO | 10,667 | \$ 3.15 | 18-Jun-20 |  |
| Free Enterprises Inc.      | Consultants | NO | 90,000 | \$ 3.00 | 8-Jul-20  |  |
| 1093780 BC Ltd.            | Consultants | NO | 66,667 | \$ 1.95 | 20-Aug-20 |  |
| 2011939 Alberta Ltd.       | Consultants | NO | 66,667 | \$ 1.95 | 20-Aug-20 |  |
| Viera Melisova             | Consultants | NO | 66,667 | \$ 1.35 | 15-Sep-20 |  |
| Kenneth Scollan            | Consultants | NO | 33,333 | \$ 1.95 | 15-Sep-20 |  |

Total Number of optioned shares proposed for acceptance: 724,400.

## 2. Other Presently Outstanding Options:

| Name of Optionee                    | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date       |
|-------------------------------------|---------------------------|----------------|------------------------|-------------------|
| Mackie Research Capital Corporation | 66,667                    | \$7.50         | February 21, 2019      | February 21, 2021 |

(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.

**Shareholder approval is not required**

- (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.

12,765,348 **common shares currently issued and outstanding**

- (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.

0.00%

- (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.

1,209,868

- (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. **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 as at March 11, 2020.

Arif Merali  
Name of Director or Senior  
Officer

"Arif Merali"  
Signature

Director  
Official Capacity