

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: FenixOro Gold Corp. (the "Issuer").

Trading Symbol: FENX

Date: August 6, 2021

1. New Options Granted:

Date of Grant: July 28, 2021

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
Leonardo Riera	Director	Yes	500,000	\$0.30	July 28th, 2026	N/A

Total Number of optioned shares proposed for acceptance: 500,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
John Walther	100,000	\$0.20	December 10, 2018	December 10, 2023
Kevin Smith	30,000	\$0.155	January 9, 2020	January 9, 2025
Jeremy Poirier	30,000	\$0.155	January 9, 2020	January 9, 2025
Jeremy Poirier	70,000	\$0.26	May 25, 2020	May 25, 2025
Fehr & Associates	25,000	\$0.155	January 9, 2020	January 9, 2025
Keith C. Minty	30,000	\$0.165	January 13, 2020	January 13, 2025
John Carlesso	2,000,000	\$0.26	May 25, 2020	May 25, 2025
Stuart Moller	1,000,000	\$0.26	May 25, 2020	May 25, 2025
David Mitchell	500,000	\$0.26	May 25, 2020	May 25, 2025
Adriana Gonzalez	500,000	\$0.26	May 25, 2020	May 25, 2025
Keith Minty	470,000	\$0.26	May 25, 2020	May 25, 2025
Albert Monteroza	250,000	\$0.26	May 25, 2020	May 25, 2025
Jing Peng	175,000	\$0.26	May 25, 2020	May 25, 2025
Sturgeon Capital	100,000	\$0.26	May 25, 2020	May 25, 2025
Dayana Gomez	100,000	\$0.26	May 25, 2020	May 25, 2025
Jeb Handwerger	100,000	\$0.405	June 24, 2020	June 24, 2025
Robert Schatz	200,000	\$0.405	June 24, 2020	June 24, 2025

(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.

April 7, 2020

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

July 28, 2021

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

83,254,442

- (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.

7.06%

- (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.

2,155,244

- (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: August 6, 2021.

John Carlesso
Name of Director or Senior
Officer

/s/ "John Carlesso"
Signature

Director & Chief Executive Officer
Official Capacity