

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: 12 Exploration Inc. (the "Issuer").

Trading Symbol: TWLV

Date: June 16, 2020

1. New Options Granted:

Date of Grant: June 16, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exerci se Price	Expiry Date	No. of Options Granted in Past 12 Months
<i>Jon North</i>	<i>Chief Executive Officer</i>	<i>Yes</i>	<i>1,000,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Alka Singh</i>	<i>Consultant</i>	<i>No</i>	<i>450,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Oscar Louzada</i>	<i>Consultant</i>	<i>No</i>	<i>450,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Carmelo Marrelli</i>	<i>Chief Financial Officer</i>	<i>Yes</i>	<i>300,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Marcel Van Frederikslust</i>	<i>Consultant</i>	<i>No</i>	<i>100,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Elaine Ellingham</i>	<i>Director</i>	<i>Yes</i>	<i>400,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Philip MacDonnell</i>	<i>Director</i>	<i>Yes</i>	<i>400,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>
<i>Daryl Hodges</i>	<i>Director</i>	<i>Yes</i>	<i>400,000</i>	<i>\$0.15</i>	<i>June 16, 2025</i>	<i>Nil</i>

Total Number of optioned shares proposed for acceptance: 3,500,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Eric Klein	225,000	\$0.15	May 15, 2019	June 12, 2021
Vic Hugo	25,000	\$0.15	May 15, 2019	June 12, 2021
Greg Wilson	125,000	\$0.15	May 15, 2019	June 12, 2021
Jay Goldman	125,000	\$0.15	May 15, 2019	June 12, 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.

The shareholder meeting granting prior approval of a stock option plan was held on February 1, 2018.

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

June 16, 2020.

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

85,878,941.

- (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.

4.66%.

- (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.

4,587,894.

- (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.

The Issuer completed a private placement of subscription receipt at \$0.15 per subscription receipt. Each subscription receipt converted to one common shares and one common share purchase warrant.

- (g) 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.
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 June 16, 2020.

Jon North

Name of Director or Senior Officer

(signed) "Jon North"

Signature

President and CEO

Official Capacity