

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Upco International Inc. (the "Issuer").

Trading Symbol: UPCO

Date: August 28, 2019

1. New Options Granted:

Date of Grant: August 21, 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
JNS Capital Corp.	Consultant	no	100,000	\$0.25	August 21, 2024	0
Sheena Eckhof	Director	yes	200,000	0.25	August 21, 2024	0
Raymond Liu	Consultant	no	100,000	0.25	August 21, 2024	0

Total Number of optioned shares proposed for acceptance: 400,000.

2. Other Presently Outstanding Options:

	Position (Director/ Officer/ Employee/ Consultant/	Insider	No. of			No. of Options Granted in

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT

Name of Optionee	Management Company	Yes or No?	Optioned Shares	Exercise Price	Expiry Date	Past 12 Months
JNS Capital Corp.	Consultant	yes	300,000	\$0.10	June 12, 2023	0
Klaus Eckhof	CEO / President and Director	yes	300,000	0.10	June 12, 2023	0
Mark Gasson	Director	yes	300,000	0.10	June 12, 2023	0
Nigel Ferguson	Director	yes	300,000	0.10	June 12, 2023	0
Trent Collect	consultant	no	50,000	0.10	June 12, 2023	0
Randy berar	advisor	no	25,000	0.10	June 12, 2023	0
Serge gill	advisor	no	25,000	0.10	June 12, 2023	0
Chad macrae	advisor	no	50,000	0.10	June 12, 2023	0
Nava financial inc	consultant	no	100,000	0.10	June 12, 2023	
Andrea pagani	advisor	No	75,000	0.10	June 12, 2023	

(1) Set out number of optioned shares for each grant with different terms.

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

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. n/a
- (b) State the date of the news release announcing the grant of options. August 21, 2019
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 19,858,000.
- (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. 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. 60,800.
- (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. \$0.25
- (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 28, 2019.

Klaus Eckhof
Name of Director or Senior
Officer

"Klaus Eckhof"
Signature

Director and CEO
Official Capacity