

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: UPCO

Date: December 12, 2018

1. New Options Granted:

Date of Grant: December 12, 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
ANDREA PAGANI	Director and officer	yes	790,000	\$0.22	Dec 12, 2023	0

Total Number of optioned shares proposed for acceptance: 790,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price \$	Original Date of Grant	Expiry Date
Andrea Pagani	750,000	0.06	Oct 20, 2017	Oct 20, 2022
Franco Zanichelle	750,000	0.06	Oct 20, 2017	Oct 20, 2022
Manfred Mayer	250,000	0.06	Oct 20, 2017	Oct 20, 2022
Paul Grewal	50,000	0.06	Oct 20, 2017	Oct 20, 2022
Big Paw Communications Inc.	115,000	0.45	Nov 24, 2017	Nov 24, 2022
D.W.B. Information Services Ltd.	115,000	0.45	Nov 24, 2017	Nov 24, 2022
Big Paw Communications Inc.	50,000	0.45	Dec 4, 2017	Dec 4, 2022
D.W.B. Information Services Ltd.	50,000	0.45	Dec 4, 2017	Dec 4, 2022
Econ Corporate Services Inc.	100,000	0.47	Dec 28, 2017	Dec 28, 2022
Big Paw Communications Inc.	200,000	0.47	Dec 28, 2017	Dec 28, 2022
Trent Collett	100,000	0.08	April 18, 2018	April 18, 2023
JNS Capital Corp.	900,000	0.23	April 30, 2018	April 30, 2023
Nava Financial Inc.	200,000	0.23	April 30, 2018	April 30, 2023
Trent Collett	100,000	0.23	April 30, 2018	April 30, 2023
Devron Quast	50,000	0.23	April 30, 2018	April 30, 2023
Fujiko International Trading sro,	50,000	0.22	June 7, 2018	June 7, 2023
JNS Capital Corp.	390,000	0.22	June 7, 2018	June 7, 2023
Franco Zanichelli	390,000	0.22	June 7, 2018	June 7, 2023
Ascension Millionaire's Club Inc.	20,000	0.22	June 7, 2018	June 7, 2023
Franz ecker	100,000	0.20	Sept 14 2018	Sept 14 2023
JNS Capital Corp	150,000	0.20	Sept 14 2018	Sept 14 2023
Nava Financial Inc.	150,000	0.20	Sept 14 2018	Sept 14 2023
Trent Collect	200,000	0.20	Sept 14 2018	Sept 14 2023
Roberto Ferrari	250,000	0.20	Sept 14 2018	Sept 14 2023
Machai Capital Corp.	250,000	0.20	Sept 14 2018	Sept 14 2023

(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. n/a
- (b) State the date of the news release announcing the grant of options. November 28 2018.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 67,104,975.
- (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. 9.6%
- (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 290,498.
- (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 December 12, 2018.

Andrea Pagani
Name of Director or Senior
Officer

"Andrea Pagani"
Signature

Director and CEO
Official Capacity