

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Raindrop Ventures Inc. (the "Issuer")

Trading Symbol: RAYN

Date: February 4, 2021

1. New Options Granted:

Date of Grant: February 1, 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
Alexander Kunz	Director, Chief Executive Officer & President	Yes	300,000	\$0.20	February 1, 2026	115,000
G. Peter Parsley	Vice President – Exploration	Yes	200,000	\$0.20	February 1, 2026	115,000
Tyler Ross	Consultant	No	50,000	\$0.20	February 1, 2026	Nil
Emily Ketchen	Consultant	No	50,000	\$0.20	February 1, 2026	Nil

Total Number of optioned shares proposed for acceptance: 600,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Daniel Kunz	195,000	\$0.10	February 14, 2020	February 14, 2025
Satvir Dhillon	145,000	\$0.10	February 14, 2020	February 14, 2025
Scott Davis	800,000	\$0.10	February 14, 2020	February 14, 2025
Tim Henneberry	115,000	\$0.10	February 14, 2020	February 14, 2025
Jeff Lindstrom	115,000	\$0.10	February 14, 2020	February 14, 2025
Alexander Kunz	115,000	\$0.10	February 14, 2020	February 14, 2025
G. Peter Parsley	115,000	\$0.10	February 14, 2020	February 14, 2025

Mas Kobuchi	115,000	\$0.10	February 14, 2020	February 14, 2025
Frances Murphy	25,000	\$0.10	February 14, 2020	February 14, 2025
Cristina Valverde	20,000	\$0.10	February 14, 2020	February 14, 2025

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:

February 1, 2021

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

23,777,700 Common Shares

- (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:

9.93%

- (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:

17,770

- (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 February 4, 2021

Scott Davis
Name of Director or Senior
Officer

/s/ **Scott Davis**
Signature

Chief Financial Officer
Official Capacity