**FORM 11**

**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: Sona Nanotech Inc. (the “Issuer”).

Trading Symbol: SONA

Date: March 17, 2020

1. **New Options Granted:**

Date of Grant: March 17, 2020

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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** |
| Mike Gross | Director | Y | 250,000 | $0.60 | Mar. 17, 2025 | n/a |
| Darren Rowles | President &  Chief Executive Officer | Y | 200,000 | $0.60 | Mar. 17, 2025 | n/a |
| Robert Randall | CFO & Corporate Secretary | Y | 90,000 | $0.60 | Mar. 17, 2025 | n/a |
| Chris Drysdale | Consultant | N | 25,000 | $0.60 | Mar. 17, 2025 | n/a |
| MarketSmart Communications Inc. | Consultant | N | 75,000 | $0.60 | Mar. 17, 2025 | n/a |
| Moya Mellors | Consultant | N | 50,000 | $0.60 | Mar. 17, 2025 | n/a |
| Charles Akerman | Consultant | N | 25,000 | $0.60 | Mar. 17, 2025 | n/a |
| Brennan Isabelle | Consultant | N | 25,000 | $0.60 | Mar. 17, 2025 | n/a |
| Rebecca Pike | Consultant | N | 20,000 | $0.60 | Mar. 17, 2025 | n/a |
| David Regan | Consultant | N | 300,000 | $0.60 | Mar. 17, 2025 | n/a |
| Heather Pomeroy | Consultant | N | 40,000 | $0.60 | Mar. 17, 2025 | n/a |

Total Number of optioned shares proposed for acceptance: 1,100,000 common shares

1. **Other Presently Outstanding Options:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Optionee** | **No. of Optioned Shares(1)** | **Exercise Price** | **Original Date of Grant** | **Expiry Date** |
| Dan Whittaker | 100,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |
| Neil Smith | 100,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |
| Robert McKay | 62,500  100,000 | $0.20  $0.35 | July 21, 2016  Jan 21, 2019 | July 21, 2021  Jan 21, 2024 |
| James Megann | 75,000  150,000 | $0.20  $0.35 | July 21, 2016  Jan 21, 2019 | July 21, 2021  Jan 21, 2024 |
| Zephaniah Mbugua | 50,000  100,000 | $0.20  $0.35 | July 21, 2016  Jan 21, 2019 | July 21, 2021  Jan 21, 2024 |
| Wade Dawe | 75,000  100,000 | $0.20  $0.35 | July 11, 2016  Jan 21, 2019 | July 11, 2021  Jan 21, 2024 |
| Heather Pomeroy | 25,000  35,000 | $0.20  $0.35 | July 11, 2016  Jan 21, 2019 | July 11, 2021  Jan 21, 2024 |
| Rob Randall | 50,000  150,000 | $0.20  $0.35 | July 11, 2016  Jan 21, 2019 | July 11, 2021  Jan 21, 2024 |
| Darren Rowles | 250,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |
| Michael McAlduff | 50,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |
| Kilbur Singh | 50,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |
| Carl Sheppard | 75,000 | $0.20 | July 11, 2016 | July 11, 2021 |
| Chris Drysdale | 25,000 | $0.20 | July 11, 2016 | July 11, 2021 |
| Darren Evans | 50,000 | $0.35 | Jan 21, 2019 | Jan 21, 2024 |

1. Set out number of optioned shares for each grant with different terms.
2. **Additional Information** 
   1. 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.

Not applicable

* 1. State the date of the news release announcing the grant of options.

March 17, 2020

* 1. State the total issued and outstanding share capital at the date of grant or amendment.

60,250,528

* 1. 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.

4.81%

* 1. 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.

3,127,552

* 1. 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.

Not applicable

* 1. Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable

1. **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).

1. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: March 17, 2020

Rob Randall

Name of Senior Officer

(Signed) *Rob Randall*

CFO, Sona Nanotech Inc.