

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Sweet Earth Holdings Corporation (the "Issuer").

Trading Symbol: SE

Date: June 26, 2020

1. New Options Granted:

Date of Grant: June 26, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date (yyyy-mm- dd)	No. of Options Granted in Past 12 Months
Marc Reinmuth	Consultant	No	725,000	\$0.20	2023-06-26	Nil
Daniel Mussler	Consultant	No	350,000	\$0.20	2023-06-26	Nil
Nicolas Hornung	Consultant	No	525,000	\$0.20	2023-06-26	Nil
Amrik Virk	Director	Yes	100,000	\$0.20	2023-06-26	Nil
Warren Moon	Consultant	No	100,000	\$0.20	2023-06-26	400,000
Beth Morris	Employee	No	50,000	\$0.20	2023-06-26	Nil
Shannon Holt	Employee	No	25,000	\$0.20	2023-06-26	Nil
Aisha Luther	Employee	No	25,000	\$0.20	2023-06-26	Nil
Clay Davidson	Employee	No	25,000	\$0.20	2023-06-26	Nil
Miranda Briggs	Employee	No	10,000	\$0.20	2023-06-26	Nil
Kristin Pew	Employee	No	10,000	\$0.20	2023-06-26r	Nil

Total Number of optioned shares proposed for acceptance: 1,945,000 .

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant (yyyy-mm-dd)	Expiry Date
Chris Cooper	400,000	\$0.20	2020-02-07	2025-02-07
Bassam Nastat	400,000	\$0.20	2020-02-07	2025-02-07
Sergio Guzman	150,000	\$0.20	2020-02-07	2025-02-07
Ami Seaton	250,000	\$0.20	2020-02-07	2025-02-07
Leon Ho	100,000	\$0.20	2020-02-07	2025-02-07
Warren Moon	400,000	\$0.40	2020-02-19	2025-02-19

(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. June 29, 2020
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 80,251,882
- (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. 5.5%
- (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. 4,380,188
- (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

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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 26, 2020.

Peter Espig
Name of Director or Senior
Officer

"Peter Espig"
Signature

CEO
Official Capacity