

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: VEGASTE TECHNOLOGIES CORP. (the "Issuer").

Trading Symbol: VEGA

Date: August 10, 2020

1. New Options Granted:

Date of Grant: August 10, 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
Alexandra Hoffman	Officer	Y	997,036	\$0.25	August 10, 2025	N/A
Avnish Ghai	Consultant	N	100,000	\$0.25	August 10, 2025	N/A
Bernie Tevel	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Cal Jacob	Consultant	N	25,000	\$0.25	August 10, 2025	N/A
Fred Leigh	Advisory Board	N	200,000	\$0.25	August 10, 2025	N/A
Jaclyn Hoffman	Consultant	N	25,000	\$0.25	August 10, 2025	N/A
Joel Milgram	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

January 2015
Page 1

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
Julia Frank	Officer	Y	250,000	\$0.25	August 10, 2025	N/A
Kumar Abhishek	Officer	Y	25,000	\$0.25	August 10, 2025	N/A
Lorne Rapkin	Officer	Y	250,000	\$0.25	August 10, 2025	N/A
Pawitter Sidhu	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Reuben Kats	Consultant	N	25,000	\$0.25	August 10, 2025	N/A
Dan Rideout	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Shawn Kattoula	Consultant	N	100,000	\$0.25	August 10, 2025	N/A
Yosef Adelman	Officer	Y	250,000	\$0.25	August 10, 2025	N/A
GeoLyn Mantei	Officer	Y	100,000	\$0.25	August 10, 2025	N/A
John Di Girolamo	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Scott Patterson	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Chad Kanner	Consultant	N	50,000	\$0.25	August 10, 2025	N/A

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

January 2015
Page 2

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
Peter Simeone	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Ralph Moxness	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Todd Shapiro	Director	Y	100,000	\$0.25	August 10, 2025	N/A
Aaron Palmer	Consultant	N	25,000	\$0.25	August 10, 2025	N/A
Muhammad Athar Rasool	Consultant	N	10,000	\$0.25	August 10, 2025	N/A
Joel Abbo	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Quinn Field Dyte	Director	Y	250,000	\$0.25	August 10, 2025	N/A
Benji Nasberg	Consultant	N	50,000	\$0.25	August 10, 2025	N/A
Johnny Karls	Advisory Board	N	100,000	\$0.25	August 10, 2025	N/A
Percy Wiredu	Consultant	N	100,000	\$0.25	August 10, 2025	N/A
Lexi Namou	Consultant	N	10,000	\$0.25	August 10, 2025	N/A
Stacey Swift	Consultant	N	20,000	\$0.25	August 10, 2025	N/A

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

Total Number of optioned shares proposed for acceptance: 3,962,036

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Sean Dollinger	1,500,000*	\$0.10	August 5, 2020	December 20, 2021

Notes:

*The options were issued as replacement options to Mr. Dollinger pursuant to an amended and restated share exchange agreement dated July 10, 2020, as amended, among the Issuer, PlantX Life Inc. and the shareholders of PlantX Life Inc.

(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.

Not applicable

- (b) State the date of the news release announcing the grant of options.

Not applicable

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

54,462,036

- (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.

10%

- (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.

Nil

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

- (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.

On July 15, 2020, the Issuer completed a private placement of 12,819,200 subscription receipts at a price of \$0.25 per subscription receipt for total gross proceeds of \$3.2 million. The private placement was completed in connection with the Issuer's acquisition of all the issued and outstanding common shares in the capital of PlantX Life Inc. The subscription receipts were converted into post-consolidated common shares on August 5, 2020. Please refer to the Issuer's Form 9 dated August 5, 2020 for additional details regarding the private placement.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable

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

January 2015
Page 5

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 10, 2020.

Julia Frank

Name of Director or Senior
Officer



Signature

CEO

Official Capacity