

FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT GRANT

Name of Listed Issuer: **XTM Inc.** (the “Issuer”).

Trading Symbol: **PAID**

Date: **December 31, 2020**

1. New Restricted Share Units Granted:

Date of Grant: **December 31, 2020**

Name of Grantee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs	Exercise Price	Expiry Date	No. of RSUs or Options Granted in Past 12 Months
Cameron Chell	Director	Yes	200,000	-	December 31, 2022	250,000 stock options
Paul Haber	Director	Yes	200,000	-	December 31, 2022	250,000 stock options
Olga Balanovskaya	CFO	Yes	200,000	-	December 31, 2022	500,000 options

Total Number of restricted share units proposed for acceptance: **600,000**.

2. Other Presently Outstanding Restricted Share Units and Options:

Name of Grantee	No. of Options ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Karen Morrell	451,807	-	November 30, 2020	December 15, 2022
Keith McKenzie	518,472	-	November 30, 2020	December 15, 2022
David Mraud	604,583	-	November 30, 2020	December 15, 2022
Nicole Li Wan Po	305,555	-	November 30, 2020	December 15, 2022
Jennifer Garnham	604,584	-	November 30, 2020	December 15, 2022
Dylan Erlendson	200,000	-	November 30, 2020	December 15, 2022
	2,685,001	-		

(1) Set out number of restricted share units for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of RSUs (including prior approval of a restricted share unit 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 restricted share units. **December 31, 2020.**
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **105,872,096**
- (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.

Up to 21,174,419 shares may be granted pursuant to options and restricted share units under the Issuer's compensation plans, representing 20% of the Outstanding Shares. Prior to the grant described herein, there were 7,450,000 stock options outstanding, representing 7.04% of the Outstanding Shares and 2,685,001 of RSUs, representing 2.54% of the Outstanding Shares.

The grant of the 600,000 RSUs described herein represents 0.57% of the Outstanding Shares, and together with the presently outstanding options and RSUs represent 10.14% of the Outstanding Shares.

- (e) If the new restricted share units are being granted pursuant to a restricted share unit plan, state the number of remaining shares reserved for issuance under the plan.

Up to an additional 10,439,418 common shares may be issued pursuant to the RSU plan, provided that such number of shares will be decreased by any options issued pursuant to the Issuer's stock option plan.

- (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. **None.**

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 31, 2020.

Olga Balanovskaya
Name of Director or Senior
Officer



Signature

Chief Financial Officer
Official Capacity