**FORM 11**

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

Name of Listed Issuer: **GREENSTAR BIOSCIENCES CORP.**

(the “Issuer”).

Trading Symbol: **GSTR**

Date: September 3, 2019

# New Options Granted:

Date of Grant: August 30, 2019

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **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** |
| Rahim Rajwani | Director and CEO | Yes | 1,000,000 | $0.115 | August 30,  2024 | 600,000 |
| Leighton Bocking | Director | Yes | 50,000 | $0.115 | August 30, 2024 | 250,000 |
| Faizaan Lalani | Director | Yes | 50,000 | $0.115 | August 30, 2021 | 100,000 |
| Alex McAulay | CFO | Yes | 75,000 | $0.115 | August 30, 2024 | 250,000 |
| Rose Zanic | Consultant | No | 100,000 | $0.115 | August 30, 2024 | 400,000 |

Total Number of optioned shares proposed for acceptance: 1,275,000 .

# Other Presently Outstanding Options:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Optionee** | **No. of Optioned Shares(1)** | **Exercise Price** | **Original Date of Grant(2)** | **Expiry Date(3)** |
| Former Bethpage options | 112,500 | $0.30 |  | February 22, 2020 |
| Scott Reeves | 500,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Shafiq Gulamani | 100,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Abdul Janmohammed | 10,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Alnoor Nathoo | 30,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Liam Firus | 110,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| **Name of Optionee** | **No. of Optioned Shares(1)** | **Exercise Price** | **Original Date of Grant(2)** | **Expiry Date(3)** |
| Leighton Bocking | 50,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Talal Yassin | 300,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Rahim Rajwani | 400,000 | $0.20 | May 30, 2018 | May 30, 2028 |
| Rahim Rajwani | 100,000 | $0.35 | March 30, 2019 | March 30, 2029 |
| Northbay Capital Partners Corp. | 400,000 | $0.35 | March 30, 2019 | March 30, 2029 |
| Rene Usher | 175,000 | $0.35 | January 15, 2019 | January 15, 2024 |
| Dan McAtee | 501,000 | $0.35 | February 1, 2019 | February 1, 2024 |
| Alex McAulay | 250,000 | $0.21 | June 12, 2019 | June 12, 2024 |
| Rose Zanic | 200,000 | $0.25 | June 28, 2019 | June 28, 2024 |
| Jasmin Porcic | 100,000 | $0.25 | June 28, 2019 | June 28, 2024 |
| Leighton Bocking | 250,000 | $0.25 | June 28, 2019 | June 28, 2024 |
| Rose Zanic | 200,000 | $0.20 | July 29, 2019 | July 29, 2024 |
| Derrick Townsend | 300,000 | $0.20 | July 29, 2019 | July 29, 2021 |
| Rahim Rajwani | 500,000 | $0.165 | August 7, 2019 | August 7, 2024 |
| Faizaan Lalani | 100,000 | $0.165 | August 7, 2019 | August 7, 2024 |
| **TOTAL** | **4,688,500** |  |  |  |

1. Set out number of optioned shares for each grant with different terms.
2. Any dates prior to listing date represent the original grant date of the options that were granted in Green Star Biosciences Inc. and exchanged for options of the Issuer.
3. Options have various vesting dates.

# 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. ***N/A***
  2. State the date of the news release announcing the grant of options. ***September 3, 2019***
  3. State the total issued and outstanding share capital at the date of grant or amendment.

## 67,805,788 Common Shares

* 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.

## 5,963,500 or 8.8%

* 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.

## 817,078 remaining for issuance.

* 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.

## None.

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

## None.

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

Dated: September 3, 2019 .

Alex McAulay Name of Director or Senior Officer

“*Alex McAulay”*

Signature

CFO Official Capacity