

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of CNSX Issuer: Matica Enterprises Inc. (the "Issuer").

Trading Symbol: MMJ

Date: July 13, 2015

#### 1. New Options Granted:

Date of Grant: July 13, 2015

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
Avarice Investments	Consultant	n	500,000	\$0.055	July 14, 2020	2,400,000

Total Number of optioned shares proposed for acceptance: 500,000.

#### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Boris Ziger	225,000	\$0.10	March 6, 2013	March 6, 2018
Richard Tong	250,000	\$0.10	March 6, 2013	March 6, 2018
James Tong	250,000	\$0.10	March 6, 2013	March 6, 2018
Boris Ziger	275,000	\$0.10	June 17, 2014	June 17, 2019
Richard Tong	250,000	\$0.10	June 17, 2014	June 17, 2019
David Lee	100,000	\$0.10	June 17, 2014	June 17, 2019
Charn Deol	200,000	\$0.10	June 17, 2014	June 17, 2019
Stuart Gray	100,000	\$0.10	June 17, 2014	June 17, 2019

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James Tong	225,000	\$0.10	June 17, 2014	June 17, 2019
Frank Segleski	50,000	\$0.10	June 17, 2014	June 17, 2019
Max Sioson	50,000	\$0.10	June 17, 2014	June 17, 2019
Jackie English Productions	100,000	\$0.10	July 14, 2014	July 14, 2019
James Tong	200,000	\$0.10	July 14, 2014	July 14, 2019
Paul Huges	150,000	\$0.10	July 14, 2014	July 14, 2019
Richard Tong	100,000	\$0.10	July 14, 2014	July 14, 2019
Sandey Wang	100,000	\$0.10	July 14, 2014	July 14, 2019
This is a Test	100,000	\$0.10	October 31, 2014	October 31, 2019
Adil Shamsdin	100,000	\$0.10	October 31, 2014	October 31, 2019
Matiya Manalo	25,000	\$0.10	October 31, 2014	October 31, 2019
Jay Howson	250,000	\$0.10	October 31, 2014	October 31, 2019
Avarice Investments	400,000	\$0.105	February 18, 2015	February 18, 2020
Asia Asset Management	400,000	\$0.105	February 18, 2015	February 18, 2020
Marksman Geological	200,000	\$0.105	February 18, 2015	February 18, 2020
Marcel R. Tremblay	200,000	\$0.105	February 18, 2015	February 18, 2020
Richard Tong	400,000	\$0.105	February 18, 2015	February 18, 2020
Boris Ziger	600,000	\$0.105	February 18, 2015	February 18, 2020
Munir Ali	375,000	\$0.125	February 27, 2015	February 27, 2020
David Lee	125,000	\$0.125	February 27, 2015	February 27, 2020
0910978 BC Ltd.	400,000	\$0.07	May 5, 2015	May 5, 2020
Greg Worobec	200,000	\$0.07	June 12, 2015	June 12, 2020
George Brown	500,000	\$0.07	June 12, 2015	June 12, 2020
Avarice Investents	500,000	\$.055	June 15, 2015	June 15, 2020

(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.

N/A

- (c) State the total issued and outstanding share capital at the date of grant or amendment. 84,964,274
- (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. 9.4%
- (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.  
542,427
- (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

#### **4. Certificate of Compliance**

The undersigned hereby certifies that:

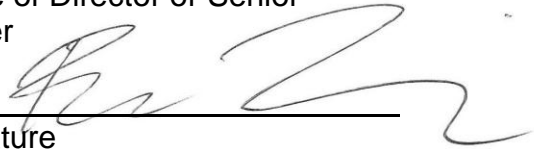
- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to CNSX 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 CNSX 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 July 13, 2015.

Boris Ziger

Name of Director or Senior  
Officer

  
Signature

CEO, Director

Official Capacity