

FORM 11

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

Name of Listed Issuer: HYTN Innovations Inc. (the “Issuer”)

Trading Symbol: HYTN

Date: March 27, 2024

1. (A) **New Options Granted:**

Date of Grant: N/A

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Options	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
No new options were granted.						
<b>TOTAL: Nil</b>						

Total Number of Options proposed for acceptance: Nil

(B) **New Restricted Shares Units (“RSUs”) Granted:**

Date of Grant: March 19, 2024

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
Jason Broome	Director and Officer	Yes	250,000	N/A	N/A	Nil
Elliot McKerr	Director and Officer	Yes	250,000	N/A	N/A	Nil
Blackstone Consulting Inc. (Paul More)	Officer	Yes	250,000	N/A	N/A	Nil
Sweet North Consulting Inc. (Eli Dusenbury)	Director	Yes	125,000	N/A	N/A	Nil
Employee(s) and Consultant(s)	Employee(s) and Consultant(s)	No	530,000	N/A	N/A	Nil
<b>TOTAL: 1,405,000</b>						

Total Number of RSUs proposed for acceptance: 1,405,000

2. (A) Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Jason Broome	200,000	\$0.35	February 17, 2022	February 17, 2026
Elliot McKerr	200,000	\$0.35	February 17, 2022	February 17, 2026
Blackstone Consulting Inc. (Paul More)	200,000	\$0.35	February 17, 2022	February 17, 2026
Employee(s) and Consultant(s)	1,125,000	\$0.35	February 17, 2022	February 17, 2026
Employee(s) and Consultant(s)	265,000	\$0.35	February 18, 2022	February 21, 2026
<b>TOTAL:</b>		<b>1,990,000</b>		

(1) Sets out number of optioned shares for each grant with different terms

(B) Other Presently Outstanding Restricted Share Units (“RSUs”):

Name of Grantee	No. of RSU Shares <sup>(1)</sup>	Original Date of Grant
Jason Broome	200,000	February 17, 2022
Elliot McKerr	200,000	February 17, 2022
Eli Dusenbury	200,000	February 17, 2022
Paul More	100,000	February 17, 2022
<b>TOTAL:</b>		<b>700,000</b>

(1) Sets out number of RSU 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.

**Shareholder approval was not required for the grant of RSUs.**

- (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.

**As of the date of grant, a total of 67,369,837 common shares of the Issuer are issued and outstanding.**

- (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.

**Following the grant, 4,095,000 common shares of the Issuer will be subject to stock options and RSUs under the Issuer’s Omnibus Equity Incentive Plan (the “Plan”), representing 6.08% of the 67,369,837 issued and outstanding common shares.**

- (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.

**The aggregate number of common shares issuable pursuant to the Plan shall not exceed 10% of the issued and outstanding common shares of the Issuer. There remain 2,641,983 common shares available for issuance under the 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.

**Not applicable**

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

**There are no proposed material changes in the affairs of the Issuer.**

*[Remainder of page intentionally left blank. Signature page follows.]*

#### 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 March 27, 2024

Paul More

Name of Director or Senior Officer

/s/ Paul More

Signature

Chief Financial Officer and Corporate Secretary  
Official Capacity