FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: <u>Metalo Manufacturing Inc</u> (the "Issuer")

Trading Symbol: MMI

Date: July 31, 2023

New Options Granted: 1.

Date of Grant: July 31, 2023

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 the Past 12 Months
Paul Allingham	Director	Y	80,000	\$0.25	31/07/28	Same
Joseph Flabbi	Director	Y	120,000	\$0.25	31/07/28	Same
David J Hennigar	Director	Y	225,000	\$0.25	31/07/28	Same
Elizabeth MacKenzie	Officer	Y	120,000	\$0.25	31/07/28	Same
Francis MacKenzie	Officer	Y	225,000	\$0.25	31/07/28	Same
Jean-Marc MacKenzie	Director	Y	80,000	\$0.25	31/07/28	Same
Paul Snelgrove	Director	Y	80,000	\$0.25	31/07/28	Same
K. Barry Sparks	Director	Y	120,000	\$0.25	31/07/28	Same
Chris Stait-Gardner	Director	Y	80,000	\$0.25	31/07/28	Same
Terry Whalley	Employee	Y	15,000	\$0.25	31/07/28	Same

Total Number of optioned shares proposed for acceptance: <u>1,145,000.</u>

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

January 2015 Page 1

2. Other Presently Outstanding Options:

	No. of Optioned	Exercise	Original Date	
Name of Optionee	Shares ⁽¹⁾	Price	of Grant	Expiry Date
Paul Allingham	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	20,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Joseph Flabbi	40,000	\$0.25	May 18, 2022	May 18, 2027
David J Hennigar	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	25,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Elizabeth MacKenzie	50,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	40,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Francis MacKenzie	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	45,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Jean-Marc MacKenzie	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	20,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Paul Snelgrove	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	20,000	\$0.75	Dec 8, 2014	Dec 8, 2024
K. Barry Sparks	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	20,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Chris Stait-Gardner	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	20,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Robert Stevens	75,000	\$0.75	Dec 8, 2014	Dec 8, 2024
Lina Tannous	85,000	\$0.85	Dec 6, 2013	Dec 6, 2023
	45,000	\$0.75	Dec 8, 2014	Dec 8, 2024

(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.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

January 2015 Page 2

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

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: July 31, 2023.

<u>Francis MacKenzie</u> Name of Director or Senior Officer

Signature

President Official Capacity

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

January 2015 Page 3