

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Inner Spirit Holdings Ltd. (the "Issuer").

Trading Symbol: ISH

Date: December 11, 2018

1. New Options Granted:

Date of Grant: December 10, 2018

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
Darren Bondar, CEO	Director/Officer	Yes	500,000	\$ 0.20	December 10, 2023	1,000,000
Cecil Horwitz, Business Development	Employee	No	380,000	\$ 0.20	December 10, 2023	720,000
Chris Gulka, CFO	Director/Officer	Yes	380,000	\$ 0.20	December 10, 2023	720,000
Rob Verbuck	Consultant	No	380,000	\$ 0.20	December 10, 2023	720,000
David Margolus	Director	Yes	150,000	\$ 0.20	December 10, 2023	450,000
Larry Wosk	Director	Yes	150,000	\$ 0.20	December 10, 2023	450,000
Craig Steinberg	Director	Yes	150,000	\$ 0.20	December 10, 2023	450,000
Auxly Cannabis Group	Director ¹	Yes	150,000	\$ 0.20	December 10, 2023	450,000
Autumn Allen	Employee	No	135,000	\$ 0.20	December 10, 2023	265,000
Nami Seyfollahy	Employee	No	275,000	\$ 0.20	December 10, 2023	325,000
Christine Kitz	Employee	No	150,000	\$ 0.20	December 10, 2023	325,000
Jeremy Lee	Employee	No	175,000	\$ 0.20	December 10, 2023	325,000
Chris Ostafie	Employee	No	175,000	\$ 0.20	December 10, 2023	325,000

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Marnie Bondar	Employee	No	75,000	\$ 0.20	December 10, 2023	325,000
Alisa Kuzmina	Employee	No	160,000	\$ 0.20	December 10, 2023	240,000
Samantha Down	Employee	No	160,000	\$ 0.20	December 10, 2023	240,000
Nathan Noble	Employee	No	175,000	\$ 0.20	December 10, 2023	240,000
Courtney Richer	Employee	No	120,000	\$ 0.20	December 10, 2023	240,000
Jen Matus	Employee	No	40,000	\$ 0.20	December 10, 2023	240,000
Linda Chan	Employee	No	120,000	\$ 0.20	December 10, 2023	80,000
Michael Maisonneuve	Employee	No	30,000	\$ 0.20	December 10, 2023	65,000
Kelly Gibson	Employee	No	120,000	\$ 0.20	December 10, 2023	60,000
Skeve Michael	Employee	No	80,000	\$ 0.20	December 10, 2023	40,000
John Lee	Employee	No	40,000	\$ 0.20	December 10, 2023	40,000
Kalvin Tong	Employee	No	20,000	\$ 0.20	December 10, 2023	40,000
Dany Salesse	Employee	No	120,000	\$ 0.20	December 10, 2023	40,000
Curtis Myers	Employee	No	20,000	\$ 0.20	December 10, 2023	40,000
Dylan Troutman	Employee	No	20,000	\$ 0.20	December 10, 2023	40,000
Debbie Jager	Employee	No	180,000	\$ 0.20	December 10, 2023	Nil
Sydney Madorsky	Employee	No	40,000	\$ 0.20	December 10, 2023	Nil
Dana Bakker	Employee	No	40,000	\$ 0.20	December 10, 2023	Nil
Steven Leong	Employee	No	60,000	\$0.20	December 10, 2023	Nil
Austin Goodbrand	Employee	No	40,000	\$0.20	December 10, 2023	Nil
Jay Hickey	Employee	No	40,000	\$ 0.20	December 10, 2023	Nil
Jamie Hammer	Employee	No	10,000	\$0.20	December 10, 2023	Nil
Jessica McCann	Employee	No	20,000	\$0.20	December 10, 2023	Nil
Marinocan Inc.	Management Company/Consultant	No	720,000	\$0.20	December 10, 2023	Nil

(1) Jeff Tung serves on the board of directors of the Issuer as the nominee of Auxly Cannabis Group.

Total Number of optioned shares proposed for acceptance: 5,600,000

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2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Darren Bondar, CEO	1,000,000	\$ 0.10	February 28, 2018	February 28, 2023
Cecil Horwitz, Business Development	720,000	\$ 0.10	February 28, 2018	February 28, 2023
Chris Gulka, CFO	720,000	\$ 0.10	February 28, 2018	February 28, 2023
Rob Verbuck	720,000	\$ 0.10	February 28, 2018	February 28, 2023
David Margolus	450,000	\$ 0.10	February 28, 2018	February 28, 2023
Larry Wosk	450,000	\$ 0.10	February 28, 2018	February 28, 2023
Bill Macdonald	450,000	\$ 0.10	February 28, 2018	February 28, 2023
Craig Steinberg	450,000	\$ 0.10	February 28, 2018	February 28, 2023
Cannabis Wheaton	450,000	\$ 0.10	February 28, 2018	February 28, 2023
Jessica Autumn Hodgins Allen	265,000	\$ 0.10	February 28, 2018	February 28, 2023
Nami Seyfollahy	325,000	\$ 0.10	February 28, 2018	February 28, 2023
Christine Kitz	325,000	\$ 0.10	February 28, 2018	February 28, 2023
Jeremy Lee	325,000	\$ 0.10	February 28, 2018	February 28, 2023
Chris Ostafie	325,000	\$ 0.10	February 28, 2018	February 28, 2023
Marnie Bondar	325,000	\$ 0.10	February 28, 2018	February 28, 2023
Alisa Kuzmina	240,000	\$ 0.10	February 28, 2018	February 28, 2023
Samantha Down	240,000	\$ 0.10	February 28, 2018	February 28, 2023
Nathan Noble	240,000	\$ 0.10	February 28, 2018	February 28, 2023
Courtney Richer	240,000	\$ 0.10	February 28, 2018	February 28, 2023
Jen Matus	240,000	\$ 0.10	February 28, 2018	February 28, 2023
Linda Chan	80,000	\$ 0.10	February 28, 2018	February 28, 2023
Michael Maisonneuve	65,000	\$ 0.10	February 28, 2018	February 28, 2023
Kelly Gibson	60,000	\$ 0.10	February 28, 2018	February 28, 2023
Skeve Michael	40,000	\$ 0.10	February 28, 2018	February 28, 2023
John Lee	40,000	\$ 0.10	February 28, 2018	February 28, 2023

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Kalvin Tong	40,000	\$ 0.10	February 28, 2018	February 28, 2023
Dany Salesse	40,000	\$ 0.10	February 28, 2018	February 28, 2023
Sean Soloway	40,000	\$ 0.10	February 28, 2018	February 28, 2023
Curtis Myers	40,000	\$ 0.10	February 28, 2018	February 28, 2023
Dylan Troutman	40,000	\$ 0.10	February 28, 2018	February 28, 2023

(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.

Shareholder approval was not required for the grant of options

- (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 186,179,524 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.

The aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options represent 7.83% of the issued and outstanding shares of the Issuer.

- (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.

4,032,952

- (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.

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- (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.

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 11, 2018.

Darren Bondar
Name of Director or Senior
Officer

"Darren Bondar"
Signature

President and CEO
Official Capacity