

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: ISH.

Date: July 14, 2020.

1. New Options Granted:

Date of Grant: July 14, 2020.

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
Frank P. Rochon	Director	Yes	800,000	\$0.16	July 14, 2025	Nil

Total Number of optioned shares proposed for acceptance: 800,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Alisa Kuzmina	135,000	\$0.10	February 28, 2018	February 28, 2023
	160,000	\$0.20	December 10, 2018	December 10, 2023
	50,000	\$0.16	June 19, 2020	June 19, 2025
Allen Lister	25,000	\$0.16	June 19, 2020	June 19, 2025
Ashley Joly	20,000	\$0.20	December 10, 2018	December 10, 2023
	130,000	\$0.11	November 22, 2019	November 22, 2024
	100,000	\$0.16	June 19, 2020	June 19, 2025
Auxly Cannabis Group Inc.	450,000	\$0.10	February 28, 2018	February 28, 2023
	150,000	\$0.20	December 10, 2018	December 10, 2023
	500,000	\$0.16	June 19, 2020	June 19, 2025
Brandi Escudero	25,000	\$0.16	June 19, 2020	June 19, 2025
Brandon Beavan	50,000	\$0.16	June 19, 2020	June 19, 2025
Candace Ryan	140,000	\$0.20	June 1, 2019	June 1, 2024
	75,000	\$0.16	June 19, 2020	June 19, 2025

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Cecil Horwitz	720,000	\$0.10	February 28, 2018	February 28, 2023
	380,000	\$0.20	December 10, 2018	December 10, 2023
	125,000	\$0.16	June 19, 2020	June 19, 2025
Chris Ostafie	325,000	\$0.10	February 28, 2018	February 28, 2023
	175,000	\$0.20	December 10, 2018	December 10, 2023
	100,000	\$0.16	June 19, 2020	June 19, 2025
Christine Kitz	325,000	\$0.10	February 28, 2018	February 28, 2023
	150,000	\$0.20	December 10, 2018	December 10, 2023
	100,000	\$0.16	June 19, 2020	June 19, 2025
Christine Smith	140,000	\$0.20	June 1, 2019	June 1, 2024
	100,000	\$0.16	June 19, 2020	June 19, 2025
Christopher Gulka	720,000	\$0.10	February 28, 2018	February 28, 2023
	380,000	\$0.20	December 10, 2018	December 10, 2023
	625,000	\$0.16	June 19, 2020	June 19, 2025
Courtney Richer	150,000	\$0.10	February 28, 2018	February 28, 2023
	120,000	\$0.20	December 10, 2018	December 10, 2023
	100,000	\$0.16	June 19, 2020	June 19, 2025
Craig Steinberg	450,000	\$0.10	February 28, 2018	February 28, 2023
	150,000	\$0.20	December 10, 2018	December 10, 2023
	500,000	\$0.16	June 19, 2020	June 19, 2025
Dana Bakker	40,000	\$0.20	December 10, 2018	December 10, 2023
	60,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025
Dany Salesse	40,000	\$0.10	February 28, 2018	February 28, 2023
	120,000	\$0.20	December 10, 2018	December 10, 2023
	50,000	\$0.16	June 19, 2020	June 19, 2025
Darren Bondar	1,000,000	\$0.10	February 28, 2018	February 28, 2023
	500,000	\$0.20	December 10, 2018	December 10, 2023
	650,000	\$0.16	June 19, 2020	June 19, 2025
Dave Marino	100,000	\$0.16	June 19, 2020	June 19, 2025
David Ireland	100,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025
David Margolus	450,000	\$0.10	February 28, 2018	February 28, 2023
	150,000	\$0.20	December 10, 2018	December 10, 2023
	500,000	\$0.16	June 19, 2020	June 19, 2025
Debbie Jager	180,000	\$0.20	December 10, 2018	December 10, 2023
	100,000	\$0.16	June 19, 2020	June 19, 2025
Euge DeCarlo	25,000	\$0.11	November 22, 2019	November 22, 2024
	12,500	\$0.16	June 19, 2020	June 19, 2025
Jackie McBean	25,000	\$0.16	June 19, 2020	June 19, 2025
Jay Hickey	40,000	\$0.20	December 10, 2018	December 10, 2023
	60,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025

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Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Jeremy Lee	325,000	\$0.10	February 28, 2018	February 28, 2023
	175,000	\$0.20	December 10, 2018	December 10, 2023
	125,000	\$0.16	June 19, 2020	June 19, 2025
Jessica Autumn Hodgins Allen	192,500	\$0.10	February 28, 2018	February 28, 2023
	135,000	\$0.20	December 10, 2018	December 10, 2023
	50,000	\$0.16	June 19, 2020	June 19, 2025
Jessica Blair	50,000	\$0.16	June 19, 2020	June 19, 2025
Joey Dargan	50,000	\$0.16	June 19, 2020	June 19, 2025
Karlee Butler-Grondin	125,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025
Kelly Gibson	60,000	\$0.10	February 28, 2018	February 28, 2023
	120,000	\$0.20	December 10, 2018	December 10, 2023
Krysten Chatenay	100,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025
Larry Wosk	450,000	\$0.10	February 28, 2018	February 28, 2023
	150,000	\$0.20	December 10, 2018	December 10, 2023
Linda Chan	80,000	\$0.10	February 28, 2018	February 28, 2023
	120,000	\$0.20	December 10, 2018	December 10, 2023
	50,000	\$0.16	June 19, 2020	June 19, 2025
Manjit Minhas	500,000	\$0.10	March 31, 2020	March 31, 2025
Marinocan Inc.	720,000	\$0.20	December 10, 2018	December 10, 2023
Marnie Bondar	325,000	\$0.10	February 28, 2018	February 28, 2023
	75,000	\$0.20	December 10, 2018	December 10, 2023
Mary Poulos	12,500	\$0.16	June 19, 2020	June 19, 2025
Mason Wheadon	50,000	\$0.16	June 19, 2020	June 19, 2025
Melissa Baker	25,000	\$0.16	June 19, 2020	June 19, 2025
Michael Ginevsky	100,000	\$0.20	June 24, 2019	June 24, 2024
	620,000	\$0.11	November 22, 2019	November 22, 2024
	280,000	\$0.16	June 19, 2020	June 19, 2025
Monique Pinette	100,000	\$0.11	November 22, 2019	November 22, 2024
Nami Seyfollahy	325,000	\$0.10	February 28, 2018	February 28, 2023
	275,000	\$0.20	December 10, 2018	December 10, 2023
	75,000	\$0.16	June 19, 2020	June 19, 2025
Nathan Noble	240,000	\$0.10	February 28, 2018	February 28, 2023
	175,000	\$0.20	December 10, 2018	December 10, 2023
	100,000	\$0.16	June 19, 2020	June 19, 2025
Robert Verbuck	720,000	\$0.10	February 28, 2018	February 28, 2023
	380,000	\$0.20	December 10, 2018	December 10, 2023
	75,000	\$0.16	June 19, 2020	June 19, 2025
Russell Wilson	500,000	\$0.16	June 19, 2020	June 19, 2025
Samantha Down	240,000	\$0.10	February 28, 2018	February 28, 2023
	160,000	\$0.20	December 10, 2018	December 10, 2023
	50,000	\$0.16	June 19, 2020	June 19, 2025
Stephen Lewis	75,000	\$0.16	June 19, 2020	June 19, 2025

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Sydney Madorsky	40,000	\$0.20	December 10, 2018	December 10, 2023
	110,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025
Will Turner	100,000	\$0.11	November 22, 2019	November 22, 2024
	50,000	\$0.16	June 19, 2020	June 19, 2025

(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.

Not applicable.

- (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 at the date of grant, a total of 229,090,837 common shares of the Issuer were 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.

9.60% of the issued and outstanding common 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.

As at the date of the grant, 906,584 common shares.

- (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.

\$0.10 per common share.

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

Not applicable.

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 14, 2020.

Christopher Gulka

Name of Director or Senior
Officer

"Christopher Gulka"

Signature

Chief Financial Officer and
Director

Official Capacity