

FORM 11
NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: GABY Inc. (the “Issuer” or “GABY”)

Trading Symbol: GABY

Date: December 15, 2021

1. New Restricted Share Units Granted:

Date of Grant: December 9, 2021

Last Name of Grantee	First Name of Grantee	No. of RSUs Granted	Insider? Yes or No	Expiry Date	No. of RSUs Granted. In Past 12 Months
Melby	Jeness	200,000	No	31-Dec-24	N/A
Likness	Leanne	600,000	No	31-Dec-24	N/A
Travis	Robert	1,000,000	Yes	31-Dec-24	1,000,000
Altwasser	Jackie	1,000,000	Yes	31-Dec-24	1,000,000

Total Number of RSUs proposed for acceptance: 2,800,000

2. Other Presently Outstanding Restricted Share Units:

43,896,667 Restricted Share Units and 4,875,000 stock options are currently outstanding.

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.

This RSU grant is not material and will not be press released.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

665,621,042

- (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.

7%, which percentage includes the issued stock options in the amount stated above.

- (e) If the new options (RSUs) are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

GABY has both a stock option plan and an RSU Plan, of which state that the number of stock options and RSUs (in total) issued cannot exceed 10% of the issued and outstanding shares. As such, the number of remaining shares reserved for issuance is 17,790,437 (including the current grant).

- (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 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 15, 2021

“Leanne E. Likness”

Leanne E. Likness

Corporate Secretary

Official Capacity