

FORM 11
NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: GABY

Date: June 26, 2020

1. New Restricted Share Units Granted:

Date of Grant: June 22, 2020

Last Name	First Name	No. of RSUs	Insider ?	Date of Grant	Expiry Date	No of RSUs Granted in Last 12 Months
Benoit	Edward	30,000	No	June 22, 2020	December 31, 2023	30,000
Bonner	Zirque	60,000	No	June 22, 2020	December 31, 2023	60,000
Gomez	Nathan	15,000	No	June 22, 2020	December 31, 2023	15,000
Guevara	Seamus	60,000	No	June 22, 2020	December 31, 2023	60,000
Harjak	Kenny	15,000	No	June 22, 2020	December 31, 2023	15,000
Higginbotham	Nicholas	30,000	No	June 22, 2020	December 31, 2023	30,000
Jefferson	Travis	15,000	No	June 22, 2020	December 31, 2023	15,000
Kanistras	William	60,000	No	June 22, 2020	December 31, 2023	60,000
Miller	Andrea	30,000	No	June 22, 2020	December 31, 2023	30,000
Nunez	Martin	15,000	No	June 22, 2020	December 31, 2023	15,000
Peterson	Nicole	15,000	No	June 22, 2020	December 31, 2023	15,000
Richard	Thomas	15,000	No	June 22, 2020	December 31, 2023	15,000
Rodriguez	Melissa	15,000	No	June 22, 2020	December 31, 2023	15,000
Savou	Laitia	15,000	No	June 22, 2020	December 31, 2023	15,000
Sharpe	Louise	125,000	No	June 22, 2020	December 31, 2023	125,000
Simpson	Ian	30,000	No	June 22, 2020	December 31, 2023	30,000
Stagg	Grace	30,000	No	June 22, 2020	December 31, 2023	30,000
White	Kevin	60,000	No	June 22, 2020	December 31, 2023	60,000
Weintraub	Daniel	30,000	No	June 22, 2020	December 31, 2023	30,000
Browe	Aaron	350,000	No	June 22, 2020	December 31, 2023	-
Lockhart	Wendy	500,000	No	June 22, 2020	December 31, 2023	-
Patel	Dhavel	500,000	No	June 22, 2020	December 31, 2023	-

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Sivasubramani am	Printha	500,000	No	June 22, 2020	December 31, 2023	-
Brunaccioni	Ron	500,000	No	June 22, 2020	December 31, 2023	-

Total Number of RSUs proposed for acceptance: 3,015,000

2. Other Presently Outstanding Restricted Share Units:

8,340,000 Restricted Share Units and 6,165,000 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.

229,388,896

- (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.

6%, which percentage includes the issued stock options in the amount of 6,165,000.

- (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 8,371,532.

- (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 June 26, 2020

“Leanne E. Likness”

Leanne E. Likness

Corporate Secretary

Official Capacity