

FORM 11
NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: GABY

Date: March 28, 2020

1. New Restricted Share Units Granted:

Date of Grant: March 11, 2020

Last Name of Grantee	First Name of Grantee	Insider Yes or No	No. of RSUs Granted	Expiry Date	No. of RSUs Granted in Past 12 Months
Benoit	Edward	No	30,000	December 31, 2023	0
Bonner	Zirque	No	60,000	December 31, 2023	0
Buck	Karen	No	75,000	December 31, 2023	0
Couce	Dave	No	30,000	December 31, 2023	0
Drees	Sarah	No	75,000	December 31, 2023	0
Gallaher	Marco	No	15,000	December 31, 2023	0
Gomez	Nathan	No	15,000	December 31, 2023	0
Guevara	Seamus	No	60,000	December 31, 2023	0
Hackwood	Mitch	No	15,000	December 31, 2023	0
Harjak	Kenny	No	15,000	December 31, 2023	0
Higginbotham	Nicholas	No	30,000	December 31, 2023	0

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Last Name of Grantee	First Name of Grantee	Insider Yes or No	No. of RSUs Granted	Expiry Date	No. of RSUs Granted in Past 12 Months
Jefferson	Travis	No	15,000	December 31, 2023	0
Kanistras	William	No	60,000	December 31, 2023	0
Micallef	Margot	Yes	400,000	December 31, 2023	0
Miller	Andrea	No	30,000	December 31, 2023	0
Murphy	Brittany	No	30,000	December 31, 2023	0
Nicosia	Natalie	No	30,000	December 31, 2023	0
Nunez	Martin	No	15,000	December 31, 2023	0
O'Neill	Madison	No	125,000	December 31, 2023	0
Palacios	Bianca	No	15,000	December 31, 2023	0
Peterson	Nicole	No	15,000	December 31, 2023	0
Ramirez	Jason	No	15,000	December 31, 2023	0
Re	Thomas	No	15,000	December 31, 2023	0
Risucci	Amber	No	125,000	December 31, 2023	0
Rodriguez	Melissa	No	15,000	December 31, 2023	0
Rogers	James	No	30,000	December 31, 2023	0
Savou	Laitia	No	15,000	December 31, 2023	0
Sharpe	Louise	No	125,000	December 31, 2023	0

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Last Name of Grantee	First Name of Grantee	Insider Yes or No	No. of RSUs Granted	Expiry Date	No. of RSUs Granted in Past 12 Months
Simpson	Ian	No	30,000	December 31, 2023	0
St. Louis	David	No	15,000	December 31, 2023	0
Stagg	Grace	No	30,000	December 31, 2023	0
Sullivan	Sara	No	30,000	December 31, 2023	0
vonDohlen	Victoria	No	30,000	December 31, 2023	0
Weintraub	Daniel	No	30,000	December 31, 2023	0
White	Kevin	No	60,000	December 31, 2023	0

Date of Grant: March 23, 2020

Last Name of Grantee	First Name of Grantee	Insider Yes or No	No. of RSUs Granted	Expiry Date	No. of RSUs Granted in Past 12 Months
Micallef	Margot	Yes	30,000	December 31, 2023	400,000
Altwasser	Jackie	Yes	130,000	December 31, 2023	0
Travis	Robert	Yes	80,000	December 31, 2023	0
Bartlett	Matthew	Yes	80,000	December 31, 2023	0

Total Number of RSUs proposed for acceptance: 2,040,000

2. Other Presently Outstanding Restricted Share Units:

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No other Restricted Share Units are presently outstanding. However, 11,790,000 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.

227,077,991

- (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 11,790,000.

- (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 8,877,799.

- (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 March 28, 2020

“Leanne E. Likness”

Leanne E. Likness

Corporate Secretary
Official Capacity