

**FORM 11**  
**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

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

Trading Symbol: GABY

Date: October 15, 2020

**1. New Restricted Share Units Granted:**

Date of Grant: October 8, 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
Weintraub	Daniel	No	420,000	December 31, 2023	60,000
Vargus-Milano	Jason	No	15,000	December 31, 2023	N/A
Altwasser	Jackie	Yes	4,000,000	December 31, 2023	1,130,000

Total Number of RSUs proposed for acceptance: 4,435,000

**2. Other Presently Outstanding Restricted Share Units:**

**EMPLOYEE  
RSUS**

Last Name	First Name	No. of RSUs	Date of Grant	Expiry Date
Benoit	Edward	30,000	March 16, 2020	December 31, 2023
Bonner	Zirque	60,000	March 16, 2020	December 31, 2023
Gomez	Nathan	15,000	March 16, 2020	December 31, 2023
Harjak	Kenny	15,000	March 16, 2020	December 31, 2023
Higginbotham	Nicholas	30,000	March 16, 2020	December 31, 2023
Jefferson	Travis	15,000	March 16, 2020	December 31, 2023
Kanistras	William	60,000	March 16, 2020	December 31, 2023
Micallef	Margot	400,000	March 16, 2020	December 31, 2023
Miller	Andrea	30,000	March 16, 2020	December 31, 2023

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Nunez	Martin	15,000	March 16, 2020	December 31, 2023
Peterson	Nicole	15,000	March 16, 2020	December 31, 2023
Richard	Thomas	15,000	March 16, 2020	December 31, 2023
Rodriguez	Melissa	15,000	March 16, 2020	December 31, 2023
Savou	Laitia	15,000	March 16, 2020	December 31, 2023
Sharpe	Louise	125,000	March 16, 2020	December 31, 2023
Simpson	Ian	30,000	March 16, 2020	December 31, 2023
Weintraub	Daniel	30,000	March 16, 2020	December 31, 2023
Browe	Aaron	350,000	June 22, 2020	December 31, 2023
Patel	Dhavel	500,000	June 22, 2020	December 31, 2023
Sivasubramaniam	Printha	500,000	June 22, 2020	December 31, 2023
Brunaccioni	Ron	500,000	June 22, 2020	December 31, 2023
Benoit	Edward	30,000	June 22, 2020	December 31, 2023
Bonner	Zirque	60,000	June 22, 2020	December 31, 2023
Gomez	Nathan	15,000	June 22, 2020	December 31, 2023
Harjak	Kenny	15,000	June 22, 2020	December 31, 2023
Higginbotham	Nicholas	30,000	June 22, 2020	December 31, 2023
Jefferson	Travis	15,000	June 22, 2020	December 31, 2023
Kanistras	William	60,000	June 22, 2020	December 31, 2023
Miller	Andrea	30,000	June 22, 2020	December 31, 2023
Nunez	Martin	15,000	June 22, 2020	December 31, 2023
Peterson	Nicole	15,000	June 22, 2020	December 31, 2023
Richard	Thomas	15,000	June 22, 2020	December 31, 2023
Rodriguez	Melissa	15,000	June 22, 2020	December 31, 2023
Savou	Laitia	15,000	June 22, 2020	December 31, 2023
Sharpe	Louise	125,000	June 22, 2020	December 31, 2023
Simpson	Ian	30,000	June 22, 2020	December 31, 2023
Weintraub	Daniel	30,000	June 22, 2020	December 31, 2023
Bonner	Zirque	1,000,000	September 2, 2020	December 31, 2023
Kanistras	William	1,000,000	September 2, 2020	December 31, 2023
Sharpe	Louise	1,000,000	September 2, 2020	December 31, 2023
Browe	Aaron	1,000,000	September 2, 2020	December 31, 2023
Micallef	Margot	400,000	September 2, 2020	December 31, 2023
<b>Employee Totals</b>		<b>7,680,000</b>		

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## BOARD RSUS

Last Name	First Name	No. of RSUs	Date of Grant	Expiry Date
Micallef	Margot	30,000	March 23, 2020	December 31, 2023
Altwasser	Jackie	130,000	March 23, 2020	December 31, 2023
Travis	Robert	80,000	March 23, 2020	December 31, 2023
Bartlett	Matthew	80,000	March 23, 2020	December 31, 2023
Micallef	Margot	1,000,000	April 14, 2020	December 31, 2023
Altwasser	Jackie	1,000,000	April 14, 2020	December 31, 2023
Travis	Robert	1,000,000	April 14, 2020	December 31, 2023
Bartlett	Matthew	1,000,000	April 14, 2020	December 31, 2023

There are also 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.

231,999,415

- (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.

9.96%, 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 99,942.

- (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 October 15, 2020

*“Leanne E. Likness”*

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Leanne E. Likness

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Corporate Secretary  
Official Capacity