

**FORM 11**

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

Name of Listed Issuer: Gabriella's Kitchen Inc. (the "Issuer").

Trading Symbol: GABY

Date: July 26, 2019

**1. New Options Granted:**

Date of Grant: July 23, 2019

<b>Name of Optionee</b>	<b>Position (Director/ Officer/ Employee/ Consultant/ Management Company)</b>	<b>Insider Yes or No?</b>	<b>No. of Optioned Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>No. of Options Granted in Past 12 Months</b>
Margot Micallef	Chief Executive Officer and Chair	Yes	2,000,000	\$0.36	July 23, 2024	1,450,000
Barb Feit	Chief Financial Officer	Yes	1,500,000	\$0.36	July 23, 2024	1,500,000
Neil Hammond	VP, Sales, Cannabis	No	150,000	\$0.36	July 23, 2024	0
Alexander Westerburg	VP, Operations, Cannabis	No	150,000	\$0.36	July 23, 2024	0
Christine Hergenrother	Controller, Cannabis	No	150,000	\$0.36	July 23, 2024	0

Total Number of optioned shares proposed for acceptance: 3,950,000

**2. Other Presently Outstanding Options:**

<b>Name of Optionee</b>	<b>No. of Optioned Shares<sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Margot Micallef	950,000	\$0.2857	September 4, 2018	September 4, 2023
Mara Gordon	150,000	\$0.2857	September 4, 2018	September 4, 2023
Jackie Altwasser	150,000	\$0.2857	September 4, 2018	September 4, 2023
Richard Bonnycastle	150,000	\$0.2857	September 4, 2018	September 4, 2023
Jason Kujath	200,000	\$0.2857	September 4, 2018	September 4, 2023
Russell Wilson	175,000	\$0.2857	September 4, 2018	September 4, 2023
Mara Gordon	500,000	\$0.50	October 21, 2018	October 21, 2028
Maureen Putman	150,000	\$0.50	October 21, 2018	October 21, 2028
Aaron Browe	250,000	\$0.50	October 21, 2018	October 21, 2028
Scott Koyich	250,000	\$0.50	October 21, 2018	October 21, 2028
Stuart Bennett	100,000	\$0.50	October 21, 2018	October 21, 2028
Nicola Coulson	50,000	\$0.50	October 21, 2018	October 21, 2028
Maureen Putman	150,000	\$0.50	November 26, 2018	November 26, 2023
Robert Travis	150,000	\$0.50	November 26, 2018	November 26, 2023
Barb Feit	1,500,000	\$0.50	January 1, 2019	January 1, 2029
Jamie Fay	1,500,000	\$0.50	January 20, 2019	January 20, 2029

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OR AMENDMENT**

<b>Name of Optionee</b>	<b>No. of Optioned Shares<sup>(1)</sup></b>	<b>Exercise Price</b>	<b>Original Date of Grant</b>	<b>Expiry Date</b>
Investing Tweets Communications Inc.	490,000	\$0.50	January 20, 2019	January 20, 2029
C6 Enterprises Ltd.	200,000	\$0.50	January 20, 2019	January 20, 2029
Save Investments Ltd.	200,000	\$0.50	January 20, 2019	January 20, 2029
Garet Prins	500,000	\$0.50	January 20, 2019	January 20, 2029
Wildhorse Capital Partners	420,000	\$0.50	January 20, 2019	January 20, 2029
Margot Micallef	500,000	\$0.50	January 20, 2019	January 20, 2029
Mara Gordon	500,000	\$0.50	January 20, 2019	January 20, 2029
Robert Travis	25,000	\$0.35	April 28, 2019	April 28, 2024

(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.

N/A

- (b) State the date of the news release announcing the grant of options.

N/A

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

176,260,483

- (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%

- (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.

4,466,048

- (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 July 26, 2019

*“Leanne E. Likness”*

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Leanne E. Likness

Corporate Secretary

Official Capacity