

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Inner Spirit Holdings Ltd. (the "Issuer").

Trading Symbol: ISH.

Date: November 25, 2019.

1. New Options Granted:

Date of Grant: November 22, 2019.

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
David Ireland	Employee	No	100,000	\$0.11	November 22, 2024	0
Ashley Joly	Employee	No	130,000	\$0.11	November 22, 2024	20,000
Euge DeCarlo	Employee	No	100,000	\$0.11	November 22, 2024	0
Jessica McCann	Employee	No	60,000	\$0.11	November 22, 2024	40,000
Karlee Grondin	Employee	No	125,000	\$0.11	November 22, 2024	0
Krysten Chatenay	Employee	No	100,000	\$0.11	November 22, 2024	0
Michael Ginevsky	Officer	Yes	620,000	\$0.11	November 22, 2024	100,000
Sydney Madorsky	Employee	No	110,000	\$0.11	November 22, 2024	40,000
Will Turner	Employee	No	100,000	\$0.11	November 22, 2024	0
Monique Pinette	Employee	No	100,000	\$0.11	November 22, 2024	0
Jay Hickey	Employee	No	60,000	\$0.11	November 22, 2024	40,000
Dana Bakker	Employee	No	60,000	\$0.11	November 22, 2024	40,000

Total Number of optioned shares proposed for acceptance: 1,665,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Jessica McCann	20,000	\$0.20	June 24, 2019	June 24, 2024
Michael Ginevsky	100,000	\$0.20	June 24, 2019	June 24, 2024
Candace Ryan	140,000	\$0.20	June 1, 2019	June 1, 2024
Christine Smith	140,000	\$0.20	June 1, 2019	June 1, 2024
Darren Bondar	500,000	\$0.20	December 10, 2018	December 10, 2023
Cecil Horwitz	380,000	\$0.20	December 10, 2018	December 10, 2023
Chris Gulka	380,000	\$0.20	December 10, 2018	December 10, 2023
Rob Verbuck	380,000	\$0.20	December 10, 2018	December 10, 2023
David Margolus	150,000	\$0.20	December 10, 2018	December 10, 2023
Larry Wosk	150,000	\$0.20	December 10, 2018	December 10, 2023
Craig Steinberg	150,000	\$0.20	December 10, 2018	December 10, 2023
Auxly Cannabis Group Inc.	150,000	\$0.20	December 10, 2018	December 10, 2023
Autumn Allen	135,000	\$0.20	December 10, 2018	December 10, 2023
Nami Seyfollahy	275,000	\$0.20	December 10, 2018	December 10, 2023
Christine Kitz	150,000	\$0.20	December 10, 2018	December 10, 2023
Jeremy Lee	175,000	\$0.20	December 10, 2018	December 10, 2023
Chris Ostafie	175,000	\$0.20	December 10, 2018	December 10, 2023
Marnie Bondar	75,000	\$0.20	December 10, 2018	December 10, 2023
Alisa Kuzmina	160,000	\$0.20	December 10, 2018	December 10, 2023
Samantha Down	160,000	\$0.20	December 10, 2018	December 10, 2023
Nathan Noble	175,000	\$0.20	December 10, 2018	December 10, 2023
Courtney Richer	120,000	\$0.20	December 10, 2018	December 10, 2023
Jen Matus	40,000	\$0.20	December 10, 2018	December 10, 2023
Linda Chan	120,000	\$0.20	December 10, 2018	December 10, 2023
Michael Maisonneuve	30,000	\$0.20	December 10, 2018	December 10, 2023
Kelly Gibson	120,000	\$0.20	December 10, 2018	December 10, 2023
Skeve Michael	80,000	\$0.20	December 10, 2018	December 10, 2023
Kalvin Tong	20,000	\$0.20	December 10, 2018	December 10, 2023
Dany Salesse	120,000	\$0.20	December 10, 2018	December 10, 2023
Curtis Myers	20,000	\$0.20	December 10, 2018	December 10, 2023
Ashley Joly	20,000	\$0.20	December 10, 2018	December 10, 2023
Debbie Jager	180,000	\$0.20	December 10, 2018	December 10, 2023
Sydney Madorsky	40,000	\$0.20	December 10, 2018	December 10, 2023
Dana Bakker	40,000	\$0.20	December 10, 2018	December 10, 2023
Austin Goodbrand	10,000	\$0.20	December 10, 2018	December 10, 2023
Jay Hickey	40,000	\$0.20	December 10, 2018	December 10, 2023
Jamie Hammer	2,500	\$0.20	December 10, 2018	December 10, 2023
Jessica McCann	20,000	\$0.20	December 10, 2018	December 10, 2023
Marinocan Inc.	720,000	\$0.20	December 10, 2018	December 10, 2023
Darren Bondar	1,000,000	\$0.10	February 28, 2018	February 28, 2023

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Cecil Horwitz	720,000	\$0.10	February 28, 2018	February 28, 2023
Chris Gulka	720,000	\$0.10	February 28, 2018	February 28, 2023
Rob Verbuck	720,000	\$0.10	February 28, 2018	February 28, 2023
David Margolus	450,000	\$0.10	February 28, 2018	February 28, 2023
Larry Wosk	450,000	\$0.10	February 28, 2018	February 28, 2023
Craig Steinberg	450,000	\$0.10	February 28, 2018	February 28, 2023
Auxly Cannabis Group Inc.	450,000	\$0.10	February 28, 2018	February 28, 2023
Jessica Autumn Hodgins Allen	192,500	\$0.10	February 28, 2018	February 28, 2023
Nami Seyfollahy	325,000	\$0.10	February 28, 2018	February 28, 2023
Christine Kitz	325,000	\$0.10	February 28, 2018	February 28, 2023
Jeremy Lee	325,000	\$0.10	February 28, 2018	February 28, 2023
Chris Ostafie	325,000	\$0.10	February 28, 2018	February 28, 2023
Marnie Bondar	325,000	\$0.10	February 28, 2018	February 28, 2023
Alisa Kuzmina	135,000	\$0.10	February 28, 2018	February 28, 2023
Samantha Down	240,000	\$0.10	February 28, 2018	February 28, 2023
Nathan Noble	240,000	\$0.10	February 28, 2018	February 28, 2023
Courtney Richer	150,000	\$0.10	February 28, 2018	February 28, 2023
Jen Matus	240,000	\$0.10	February 28, 2018	February 28, 2023
Linda Chan	80,000	\$0.10	February 28, 2018	February 28, 2023
Michael Maisonneuve	65,000	\$0.10	February 28, 2018	February 28, 2023
Kelly Gibson	60,000	\$0.10	February 28, 2018	February 28, 2023
Skeve Michael	40,000	\$0.10	February 28, 2018	February 28, 2023
Kalvin Tong	40,000	\$0.10	February 28, 2018	February 28, 2023
Dany Salesse	40,000	\$0.10	February 28, 2018	February 28, 2023
Curtis Myers	40,000	\$0.10	February 28, 2018	February 28, 2023
Dylan Troutman	40,000	\$0.10	February 28, 2018	February 28, 2023

(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.

Shareholder approval was not required for the grant of options.

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

Not applicable.

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

As at the date of grant, a total of 206,236,295 common shares of the Issuer were issued and outstanding.

- (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.

7.62% of the issued and outstanding common shares of the Issuer.

- (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.

As at the date of grant, 4,908,630 common shares.

- (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.

Not applicable.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable.

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: November 25, 2019.

Darren Bondar
Name of Director or Senior
Officer

"Darren Bondar"
Signature

President, Chief Executive Officer
and Director
Official Capacity