

# FORM 11

## NOTICE OF PROPOSED RESTRICTED SHARE UNITS (“RSUs”) GRANT OR AMENDMENT

Name of Listed Issuer: Nabis Holdings Inc. (the “Issuer”).

Trading Symbol: NAB

Date: July 30, 2020.

### 1. New RSUs Granted:

Date of Grant: July 29, 2020

Name of RSU Recipient	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs Granted	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
Mark Krytiuk	COO	Yes	3,000,000	\$0.025	N/A	3,000,000
Dr. Safiya Lyn-Lassiter	Director	Yes	50,000	\$0.025	N/A	150,000
Gursharan Toor	Employee	No	150,000	\$0.025	N/A	Nil
Victoria Allen	Employee	No	200,000	\$0.025	N/A	Nil
Cheryl Stubbs	Employee	No	200,000	\$0.025	N/A	Nil

Total Number of optioned shares proposed for acceptance: **3,600,000.**

### 2. Other Presently Outstanding RSUs:

Name of RSU Holder	No. of RSU's	Exercise Price	Original Date of Grant	Vesting Date
Emmanuel Paul	200,000	To be determined on December 31,	November 5, 2019	December 31, 2020

		2020 settlement date		
Safiya Lyn	150,000	To be determined on December 31, 2020 settlement date	November 5, 2019	December 31, 2020
Yoni Ashurov	150,000	To be determined on December 31, 2020 settlement date	November 5, 2019	December 31, 2020
<b>Total</b>	<b>500,000</b>			

### 3. Additional Information

- (a) If shareholder approval was required for the grant of RSUs (including prior approval of an RSU plan), state the date that the shareholder meeting approving the grant was or will be held. A rolling 10% RSU plan was adopted on December 1, 2019 which allows the Company to issue up to 10% of the issued and outstanding common shares in RSUs. As a result, 11,812,944 RSUs are available for issuance under the rolling 10% RSU Plan.
- (b) State the date of the news release announcing the grant of RSU's. 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. Total Issued and Outstanding common shares immediately prior to grant date: 118,129,441
- (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 RSUs, including new RSUs, amended RSUs and other presently outstanding RSUs. Total RSUs outstanding immediately prior to grant is 500,000; post grant is 500,000 of which all are subject to vesting conditions that should be satisfied on December 31, 2020. RSUs issued and outstanding after this proposed grant represents 0.4% of the issued and outstanding common shares.

- (e) If the new RSUs are being granted pursuant to an RSU plan, state the number of remaining RSUs reserved for issuance under the plan. The rolling 10% RSU plan allows for a maximum of 11,812,944 RSUs to be granted so there are 11,312,944 RSUs remaining for issuance under the RSU plan.
- (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 July 30, 2020.

Nicole Rusaw  
 \_\_\_\_\_  
 Name of Director or Senior Officer

"Nicole Rusaw"  
 \_\_\_\_\_  
 Signature

CFO  
 \_\_\_\_\_  
 Official Capacity