

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

GABY Inc. (the "Issuer" or "GABY").

GABY

Date: February 4, 2021 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 237,793,408.

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: November 17, 2020

Closing Market Price on Day Preceding the news release: _____ or

Day preceding request for price protection: \$0.065

Closing

Number of securities to be issued: 172,929,123 Subscription Receipts pursuant to a brokered private placement offering (the "Private Placement") of Subscription Receipts led by Mackie Research Capital Corporation ("Mackie", and together with Haywood Securities Inc., the "Agents"). Each Subscription Receipt represents the right to receive, without payment of additional consideration or further action on the part of the holder thereof, one unit of the Issuer (each, a "Unit") upon the later of: (i) the satisfaction of certain Escrow Release Conditions (as defined below); and (ii) the date that is the earlier of: (A) June 5, 2021; and (B) the second business day following the filing of a Qualifying Prospectus (as defined below) (the "Qualification Date").

Each Unit will consist of: (i) one common share in the capital of the Issuer (each, a "GABY Share"); and (ii) and one GABY Share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder to purchase a GABY Share at an exercise price of C\$0.09, at any time up to 24 months following the date of issuance; provided that if, at any time prior to the expiry date of the Warrants, the volume weighted average trading price of the Common Shares on the CSE, or other principal exchange on which the GABY Shares are listed, is greater than C\$0.18 for 5 consecutive trading days, the Issuer may, within 10 business days of the occurrence of such event, deliver a notice to the holders of Warrants (the "Acceleration Right") accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice (the "Accelerated Exercise Period"). Any unexercised Warrants will automatically expire at the end of the Accelerated Exercise Period.

The Issuer will use its commercially reasonable efforts to obtain a receipt from the Alberta Securities Commission, on behalf of the applicable provincial securities regulatory authorities, for a (final) prospectus (the "**Qualifying Prospectus**") qualifying the distribution of the GABY Shares and Warrants underlying the Units issuable upon conversion of the Subscription Receipts and the GABY Shares and Warrants underlying the compensation warrants issuable to the Agents.

The gross proceeds from the sale of the Subscription Receipts, less the expenses of the Agents and a portion of the commissions pursuant to the Private Placement, are currently held in escrow with an escrow agent (the "**Escrow Agent**") pending the satisfaction of certain Escrow Release Conditions. If all conditions precedent to the Escrow Release Conditions are satisfied on or before May 5, 2021, the net proceeds, less the outstanding cash commission and any outstanding costs and expenses of the Agents to be released to the Agents out of the escrowed proceeds, from the sale of the Subscription Receipts will be released from escrow to GABY (the "**Escrow Release Date**"). If the merger between the Issuer and Miramar Professional Services ("**Miramar**", and the transaction is the "**Merger**") is not completed on or before May 5, 2021 (or such later date as Mackie may consent in writing), or is terminated at an earlier time, then the purchase price for the Subscription Receipts will be returned to subscribers, together with a pro rata portion of interest earned on the escrowed funds, if any.

The "**Escrow Release Conditions**" are set forth in the subscription receipt agreement among the Company, the Escrow Agent and the Mackie, on behalf of the Agents, and include: (i) the definitive agreement in respect of the Merger (the "**Definitive Agreement**") shall have been entered into; (ii) all conditions precedent, undertakings, and other matters to be satisfied, completed and otherwise met at or prior to the completion of the Merger (other than delivery of standard closing documentation) have been satisfied or waived in accordance with the terms of the Definitive Agreement (any such waiver to be consented to by Mackie in writing, acting reasonably); (iii) there have been no material amendments or material waivers of the terms and conditions of the Definitive Agreement which have not been approved by the Agents; and (iv) receipt by the Issuer of all necessary regulatory and other approvals regarding the Private Placement and the Merger.

80,140,444 Units in the capital of the Issuer: Pursuant to a concurrent non-brokered private placement, the Issuer has issued 80,140,444 Units. Each Unit consists of: (i) one GABY Share; and (ii) and one Warrant. Each Warrant entitles the holder to purchase a GABY Share at an exercise price of C\$0.09, at any time up to 24 months following the date of issuance, subject to the Acceleration Right.

Issued and outstanding securities following issuance: 172,929,123 Subscription Receipts; 321,933,819 Common Shares; and 80,140,444 Warrants in this class.

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Alberta, Canada	18	\$0.05 CAD (per Unit)	\$3,222,995.40
British Columbia, Canada	2	\$0.05 CAD (per Unit)	\$203,363.10
California, United States	9	\$0.05 CAD (per Unit)	\$547,768.95
Georgia, United States	1	\$0.05 CAD (per Unit)	\$32,894.75
Alberta, Canada	27	\$0.05 CAD (per Subscription Receipt)	\$1,592,324.55
Ontario, Canada	23	\$0.05 CAD (per Subscription Receipt)	\$2,312,500.00
British Columbia, Canada	10	\$0.05 CAD (per Subscription Receipt)	\$290,000.00
Quebec, Canada	3	\$0.05 CAD (per Subscription Receipt)	\$45,000.00
California, United States	5	\$0.05 CAD (per Subscription Receipt)	\$678,947.40
Florida, United States	1	\$0.05 CAD (per Subscription Receipt)	\$39,473.70
Texas, United States	1	\$0.05 CAD (per Subscription Receipt)	\$2,631,578.95
New York, United States	1	\$0.05 CAD (per Subscription Receipt)	\$500,000.00
Arizona, United States	1	\$0.05 CAD (per Subscription Receipt)	\$2,631.55
Cayman Islands	1	\$0.05 CAD (per Subscription Receipt)	\$400,000.00
Germany	1	\$0.05 CAD (per Subscription Receipt)	\$150,000.00
Saudi Arabia	1	\$0.05 CAD (per Subscription Receipt)	\$4,000.00

		Receipt)	
Total number of purchasers:	105		
Total dollar value of distribution in all jurisdictions:			\$12.65 million

Note: certain of these values are deemed value in Canadian dollars for subscription in other currencies and may have some rounding and exchange rate changes.

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
891310 Alberta Ltd. Calgary, AB Canada	334,115 (units)	\$0.05 CAD (per Unit)	N/A	Accredited Investor, (j), (within the meaning of Section 1.1 of NI 45-106)	2,469,307 common shares and securities convertible into common shares	February 4, 2021	Director
Oliver Capital Partners Inc. Calgary, AB Canada	23,000,000 (units)	\$0.05 CAD (per Unit)	N/A	Accredited Investor, (m), (within the meaning of Section 1.1 of NI 45-106)	58,578,326 common shares and securities convertible into common shares	February 4, 2021	Director
Aaron Browe Santa Rosa, CA United States	3,421,053 (units)	\$0.05 CAD (per Unit)	N/A	An accredited investor that satisfies Category 13 of "accredited investor" in Rule 501(a) of Regulation D under the U.S. Securities Act	25,000,000 common shares and securities convertible into common shares	February 4, 2021	Officer

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$12.65 million.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The escrowed proceeds are expected to be used to fund a merger of GABY Inc. with Miramar Professional Services, which operates the Mankind Dispensary, a licensed cannabis dispensary in California, U.S. The proceeds will also be used for the business plan of the GABY Inc. and for general corporate purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued: N/A.

(a) Class _____

(b) Number _____

(c) Price per security _____

(d) Voting rights _____

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

Subscription Receipts

(a) Number: 172,929,123.

(b) Number of securities eligible to be purchased on exercise of warrants (or options) Each Subscription Receipt will entitle the holder thereof on the terms set forth above to one Unit, each comprised of a GABY Share and a Warrant.

(c) Exercise price The Warrants are exercisable for \$0.09.

(d) Expiry date: The Warrants expire on February 4, 2023, subject to the Acceleration Right.

Units

(a) Number 80,140,444.

(b) Number of securities eligible to be purchased on exercise of warrants (or options) Each Unit consists of one GABY Share and one Warrant. Each Warrant shall entitle the holder thereof to purchase one GABY Share on the terms and conditions below.

(c) Exercise price CDN\$0.09.

(d) Expiry date February 4, 2023, subject to the Acceleration Right.

7. Provide the following information if debt securities are to be issued: N/A.

(a) Aggregate principal amount _____ .

(b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Mackie Research Capital Corporation
199 Bay St., Suite 4500
Toronto, ON M5L 1G2

Haywood Securities Inc.
700 – 200 Burrard Street
Vancouver, BC V6C 3L6

(collectively, the "**Agents**").

(b) Cash: In consideration of the services to be rendered by the Agents in connection with the Private Placement, GABY shall pay to the Agents a cash commission equal to 7.0% of the aggregate gross proceeds from the sale of the Subscription Receipts to purchasers pursuant to the offering (excluding gross proceeds raised from purchasers on a president's list of subscribers identified by the Issuer (the "**President's List**") and 3.5% of the aggregate gross

proceeds from the sale of the Subscription Receipts to purchasers on the President's List.

- (c) Securities: Non-transferrable compensation warrants (the "Compensation Warrants"), in an amount equal to 7.0% of the aggregate number of Subscription Receipts sold pursuant to the offering (excluding Subscription Receipts sold to purchasers on the President's List) and 3.5% of the aggregate number of Subscription Receipts sold to purchasers on the President's List.
- (d) Other N/A.
- (e) Expiry date of any options, warrants etc. Each Compensation Warrant will entitle the holder thereof to acquire one Subscription Receipt (a "Compensation Subscription Receipt"), or following the Qualification Date, one Unit (a "Compensation Unit") at an exercise price equal to the offering price for a period of 24 months following the escrow release date, subject to the Acceleration Right (as defined above). Each Compensation Unit being comprised of one Common Share (an "Underlying Compensation Share") and one Warrant (an "Underlying Compensation Warrant").
- (f) Exercise price of any options, warrants etc. Each Underlying Compensation Warrant shall entitle the holder thereof to purchase one Warrant Share (an "Underlying Compensation Warrant Share") at a price of \$0.09 at any time before 5:00 p.m. (Toronto time) on the date that is 24 months following the Escrow Release Date, subject to adjustment in certain events.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A.

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

N/A.

11. State whether the private placement will result in a change of control.

No.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.

13. Each purchaser has been advised of the applicable securities legislation

restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: N/A
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: N/A
 - (b) Cash: N/A
 - (c) Securities (including options, warrants etc.) and dollar value: N/A
 - (d) Other: N/A
 - (e) Expiry date of options, warrants, etc. if any: N/A.
 - (f) Exercise price of options, warrants, etc. if any: N/A.
 - (g) Work commitments: N/A.
3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). N/A
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
5. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: N/A

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
14. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.
_____ .
8. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated February 4, 2021.

Leanne Likness Swanson

Name of Director or Senior
Officer

"Leanne Likness Swanson"
Signature

Corporate Secretary

Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.