

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):
Gabriella's Kitchen Inc. (the "Issuer").	GABY

Date: May 3, 2019

Is this an updating or amending Notice: No

If yes provide date(s) of prior Notices: N/A

Issued and Outstanding Securities of Issuer Prior to Issuance: 109,114,583.

Pricing

Date of news release announcing proposed issuance: May 3, 2019 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: \$0.30 or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: Up to 3,333,333 units (not including securities issued as compensation to the Agents (as defined below) or pursuant to the Option (as defined below)); each unit comprised of one common share in the capital of the Issuer (a "Common Share") and one-half of one common share purchase warrant, with each whole warrant (a "Warrant") exercisable for one common share. See explanation below.

Issued and outstanding securities following issuance: Up to 112,447,916 Common Shares (not including the Option or Common Shares issuable upon the exercise of the Warrants). See explanation below.

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

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
TBD (<i>see summary below</i>)	TBD	\$0.30	\$10,000,000 (<i>anticipated</i>)
Total number of purchasers:	TBD		
Total dollar value of distribution in all jurisdictions:			\$10,000,000 (<i>anticipated</i>)

As per the press release issued by the Issuer on May 3, 2019, the Issuer announced that it has entered into an agreement with a syndicate of agents co-lead by GMP Securities L.P. and Haywood Securities Inc., and including Echelon Wealth Partners Inc., and Sprott Capital Partners (collectively, the "Agents"), pursuant to which the Issuer will issue on a marketed, "best efforts" private placement basis, up to CDN\$10,000,000 of units (the "Units") of the Issuer at a price of CDN\$0.30 per Unit (the "Offering Price") (the "Offering").

Each Unit will consist of one Common Share and one-half of one Warrant. Each full Warrant will be exercisable to acquire one Common Share for a period of two years following the Closing Date (as hereinafter defined) of the Offering at an exercise price of CDN\$0.38 per share, subject to adjustment in certain events.

Pursuant to the terms of the offering, the Agents have been granted an option (the "Option") to arrange for the sale, at the Offering Price, additional Units up to 25% of the Units sold under the Offering. The Option is exercisable by the Agents at any time up until 48 hours prior to the Closing Date. The net proceeds from the Offering will be used for capital expenditures, potential acquisitions, brand and sales investment, working capital, and general corporate purposes.

Closing of the Offering is expected to occur on or about May 20, 2019 (the "Closing Date"). The Offering is in the form of a best efforts private placement pursuant to applicable exemptions from the prospectus requirements in all of the Provinces of Canada to "accredited investors" within the meaning of National Instrument 45-106. The Agents are also entitled to offer the Units for sale in the United States only to Qualified Institutional Buyers (within the meaning of Rule 144A) and/or Accredited Investors (within the meaning of Rule 501(a) of Regulation D) pursuant to available exemptions from the registration requirements of the Securities Act of 1933, as amended, and in each case in compliance with the securities laws of the applicable States of the United States. The Agents may also offer the Units for sale outside Canada and the United

States provided no prospectus offering or comparable obligation arises in such other jurisdiction.

All securities issued under the Offering will be subject to a four month and one day hold period under applicable securities laws. The Offering is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals, including but not limited to the approval of the Canadian Securities Exchange.

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
TBD	TBD	\$0.30	TBD	TBD	TBD	TBD	TBD

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.

The Issuer anticipates that a portion of the Units will be sold to the directors, officers, or other insiders of the Issuer, who are related parties of the Issuer pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"), therefore the Offering may constitute a "related party transaction" within the meaning of MI 61-101. In its consideration and approval of the Offering, the board of directors of the Issuer determined that the Offering will be exempt from the formal valuation and minority approval requirements of MI 61- 101 on the basis that the fair market value of the Offering to related parties is not expected to exceed 25% of the market capitalization of the Issuer, in accordance with Sections 5.5 and 5.7 of MI 61-101.

1. Total amount of funds to be raised: Up to CDN\$10,000,000.
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 net proceeds from the Offering will be used for capital expenditures, potential acquisitions, brand and sales investment, working capital, and 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.

N/A

5. Description of securities to be issued:

- (a) Class: N/A
- (b) Number: N/A
- (c) Price per security: N/A
- (d) Voting rights: N/A

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

(a) Number: Up to CDN\$10,000,000 of Units of the Issuer at a price of CDN\$0.30 per Unit. Each Unit will consist of one Common Share and one-half of one Warrant. Each Warrant will be exercisable to acquire one Common Share for a period of two years following the Closing Date of the Offering at an exercise price of C\$0.38 per share, subject to adjustment in certain events.

(b) Number of securities eligible to be purchased on exercise of warrants (or options): Up to 5,000,000

(c) Exercise price: \$0.38

(d) Expiry date: 2 years from the closing of the offering

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

(a) Aggregate principal amount: N/A

(b) Maturity date: N/A

(c) Interest rate: N/A

(d) Conversion terms: N/A

(e) Default provisions: N/A

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):

GMP Securities L.P., Haywood Securities Inc., Echelon Wealth Partners Inc., and Sprott Capital Partners

(b) Cash:

The Issuer shall pay the Agents a cash fee equal to 6.0% of the gross proceeds of the Offering, except in respect of any subscriptions by eligible purchasers for the Offering on a list provided by the Issuer and accepted by the Agents (the "President's List"), which will only have a cash fee equal to 2.0% of the gross proceeds from the Offering (the "Offering Fee"). The Offering Fee shall be payable on the Closing Date.

(c) Securities:

As additional consideration for its services, the Agents shall be issued that number of non-transferrable compensation options (each a "Compensation Option"), in such manner as directed by the Agents, equal to 8.0% of the number of Units sold pursuant to the Offering not listed on the President's List and 2.0% of the aggregate number of Units sold to purchasers listed on the President's List. Each Compensation Option will entitle the holder thereof to acquire one unit of the Issuer (each a "Compensation Unit") at the Offering Price at any time prior to 5:00 p.m. (Toronto time) on the date which is twenty-four months following the Closing Date. Each Compensation Unit shall be comprised of one Common Share and one-half of one Common Share purchase warrant (each full warrant, a "Compensation Warrant"). Each Compensation Warrant will entitle the holder thereof to acquire one Common Share in the capital of the Issuer at a price of C\$0.38 per share at any time prior to 5:00 p.m. (Toronto time) on the date that is twenty-four months from the Closing Date. The Compensation Options will be evidenced by certificates and the Compensation Warrants will be duly created and issued pursuant to a warrant indenture. If such Compensation Options are unavailable or are unable to be issued for any reason on the terms described herein, the Issuer shall pay the Agents such other compensation of comparable value to the Compensation Options as may be agreed between the parties, each acting reasonably.

- (d) Other: N/A
 - (e) Expiry date of any options, warrants, etc.: See above.
 - (f) Exercise price of any options, warrants, etc.: See above.
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:
- None of the Agents listed above are related parties.
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:
- The private placement will not result in a change of control.
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: _____
_____ .
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: ____
_____ .
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: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. 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:

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

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____.

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 acquisition (including warrants, options, etc.):
 - (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. _____.

9. 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. _____

_____.

10. 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. _____

_____.

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 May 3, 2019.

Leanne E. Likness
Name of Director or Senior
Officer

"Leanne E. Likness"
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:

- 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.