

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Billy Goat Brands Ltd. (the "Issuer").

Trading Symbol: GOAT

Date: October 14, 2021

1. New Options Granted:

Date of Grant: October 13, 2021

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
Meadowbank Strategic Partners Inc.	Investor Relations	No	287,500	\$0.25	October 13, 2026	Nil
Peter Nguyen	Consultant	No	50,000	\$0.275	October 13, 2026	75,000
Leah Dionne	Consultant	No	50,000	\$0.275	October 13, 2026	75,000
Wallace Hill Partners Ltd.	Consultant	No	2,000,000	N/A	October 13, 2026	Nil
Gerald Wittenberg	Consultant	No	200,000	N/A	October 13, 2026	Nil
Gary Purdon	Consultant	No	300,000	N/A	October 13, 2026	Nil
Derek Huston	Consultant	No	200,000	N/A	October 13, 2026	Nil

Total Number of optioned shares proposed for acceptance: 387,500 Stock Options and 2,8000 restricted share units

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2. Other Presently Outstanding Options:

See the attached Schedule A.

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.

October 13, 20210

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

102,050,339

- (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.

7.46%

- (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.

2,593,034

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

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

None

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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: October 14, 2021.

Antony Harris
Name of Director or Senior
Officer

"Anthony Harris"
Signature

Chief Executive Officer
Official Capacity

Schedule A

Date of Grant	Name	Position	Expiry Date	Exercise Price	Number Options Held
7-May-21	Tony Harris Enterprises Inc.	Director/Officer	7-May-26	\$0.25	600,000
7-May-21	1231171 BC Ltd.	Director/Officer	7-May-26	\$0.25	600,000
7-May-21	Kristian Dahl	Director/Officer	7-May-26	\$0.25	600,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	10,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	10,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	10,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	10,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	10,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	12,500
7-May-21	Consultant	Consultant	7-May-26	\$0.25	12,500
7-May-21	Consultant	Consultant	7-May-26	\$0.25	25,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	600,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	600,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	600,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	125,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	75,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	75,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	100,000
7-May-21	Employee	Employee	7-May-26	\$0.25	50,000
7-May-21	Consultant	Consultant	7-May-26	\$0.25	25,000
7-May-21	Natasha Raey	Director	7-May-26	\$0.50	50,000
7-May-21	Lindsay Hamelin	Director	7-May-26	\$0.50	

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Schedule A

Date of Grant	Name	Position	Expiry Date	Exercise Price	Number Options Held
					50,000
7-May-21	1065068 BC Ltd	Corporate Secretary	7-May-26	\$0.50	50,000
7-May-21	Consultant	Investor Relations	7-May-26	\$0.50	125,000
TOTAL					4,425,000

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