

GABY INC. CLOSES MERGER WITH MANKIND DISPENSARY AND RESUMES TRADING

SANTA ROSA, CA / ACCESSWIRE / April 22, 2021 / GABY Inc. ("**GABY**" or the "**Company**") (CSE: GABY) (OTCQB: GABLF), a California based cannabis consumer products company and now cannabis retailer, is pleased to announce it has closed its previously announced merger (the "**Merger**") with Miramar Professional Services ("**Miramar**"), which operates the Mankind Dispensary ("**Mankind**").

Additional details regarding the Merger are available in the Company's press releases dated December 3, 2020 and February 16, 2021.

“Over the past several months, we have worked closely with the team at Mankind to integrate our operations and have already started moving GABY’s proprietary products onto Mankind’s shelves, including our Sonoma Pacific™ flower and Lulu’s™ infused chocolates. We’ve also begun integrating our marketing and sales teams and providing production services to Mankind for its proprietary products marketed under the Kind Republic™ brand”, said Margot Micallef, Founder, President and Chief Executive Officer of GABY. “We look forward to realizing even greater synergies as we integrate more fully. The opportunities abound”.

"I'm thrilled that Mankind has joined the GABY family and that we can now offer our customers the benefits of a multi-vertical strategy that gives us control of the cannabis plant from harvest to consumer," said James Schmachtenberger, Co-founder and Chief Executive Officer of Miramar. "As I move from my CEO role to Chief Strategy Officer with GABY, I intend to focus on opportunities for growth particularly in retail as well on innovative opportunities for new products using novel or emerging ingredients”.

In connection with closing of the Merger, Margot Micallef became the CEO of the combined operations.

Mankind generated revenue of C\$33.4 million and EBITDA of C\$5.2 million for the fiscal year ended September 30, 2019. For the fiscal year ended September 30, 2020, Mankind generated C\$39.1 million in revenue and C\$7.0 million in EBITDA¹.

The Company is also pleased to welcome James Schmachtenberger and Javier Estades to the board of directors of GABY and Brad Isfeld as Acting CFO.

“I am pleased to welcome Javier and James to the GABY board. Both men have a diverse background and bring their deep knowledge of retail to the GABY team joining a board well versed in retail consolidation and a company poised for growth,” said Margot Micallef.

“I’m also pleased to welcome Brad Isfeld as Acting CFO of GABY”, said Margot Micallef. “Based in Alberta, Brad brings 25 years of accounting and finance experience to GABY, having

¹ Mankind reports its results in US dollars and generated US\$25.4 million and EBITDA of US\$3.9 million for the fiscal year ended September 30, 2019. For the fiscal year ended September 30, 2020 Mankind generated US\$29.8 million in revenue and US\$5.3 million in EBITDA in 2020. For ease of reference Mankind’s results and expected results have been converted into Canadian dollars at a foreign exchange rate of US\$.76 per C\$1.

worked both in public accountancy and in industry and will help bridge the gap for GABY until we find a California based Chief Financial Officer with cannabis experience. That search is already under way” she concluded.

The cash portion of the purchase price for the Merger was financed using proceeds from the previously announced brokered private placement of subscription receipts of the Company.

On April 22, 2021, the Canadian Stock Exchange ("CSE") will publish its bulletin granting final approval for the listing of the Company's common shares ("**GABY Shares**") issued pursuant to the Merger. The GABY Shares will resume trading on the CSE at market open on Friday, April 23, 2021, and will resume trading on the OTCQB shortly thereafter. As the Merger constituted a "fundamental change" of the Company under the rules and polices of the CSE, trading in GABY Shares has been halted since February 16, 2021.

Additional information regarding the Merger, Mankind, the financial statements of Mankind and pro forma financial statements of the Company after giving effect to the Merger will be available in the listing statement filed on SEDAR in connection with the Merger at www.sedar.com.

About Javier Estades

Javier Estades Saez Johansson joins the GABY Inc. team with an outstanding track record in business and leadership, most recently as President and CEO of Tabacalera USA Inc., leading and engaging a high-performing team responsible for esteemed U.S. cigar brands such as Romeo & Julieta and Montecristo.

Javier’s exceptional leadership first in Spain and now in the U.S. has helped establish Tabacalera USA and its brands become true leaders in the U.S. premium cigar market. As a board member of GABY Inc., Javier will be instrumental in the development of GABY Inc’s. retail strategy, leveraging his expertise in brand management and business strategy and implementation.

About James Schmachtenberger

James Schmachtenberger is a serial entrepreneur who has dedicated his career to using cutting edge medicine and technology to enhance quality of life. James was an early pioneer in the cannabis industry, starting his first cannabis company in 2009. Throughout his time in cannabis James has played a significant role in public education around cannabis, founded industry trade associations that played a major role in advancing cannabis legislation and has launched some of the most successful and recognizable companies in the industry, including Mankind.

In addition to his roles in the cannabis industry, James was the CEO of one of the most prominent and respected alternative health colleges in the country and co-founded one of the fastest growing nutraceutical companies, with a focus on developing products to increase quality of life and advance human capacities.

His experience across multiple industries, along with the unique lens he’s had into the cannabis industry through leading trade associations has given James and ability to understand and predict how the industry will evolve and to always be a step ahead.

About Mankind Dispensary

Mankind, one of the oldest licensed dispensaries in California, is a well-known, and highly respected dispensary with deep roots in the California cannabis community operating in San Diego, California. Mankind is known for its ability to curate a diverse portfolio of products grown and manufactured by operators which meet high operating standards determined by its buyers and quality assurance team. Mankind is dedicated to normalizing the consumption of cannabis by providing its discerning San Diego cannabis connoisseur clientele with quality products, education, and a unique shopping experience only found at Mankind. Since the beginning Mankind has sought to create a comfortable shopping experience for its customers and has refused to lock its product away from its customers enabling customers to more freely shop. In this way Mankind normalizes the shopping experience for traditional as well as new cannabis consumers.

For more information on Mankind, visit <https://mankindcannabis.com>.

About GABY

Based in Sonoma County California, GABY is a cannabis consumer goods company with proprietary cannabis brands sold in over 200 dispensaries throughout California. GABY owns a significant majority of its supply channel including, retail, manufacturing and distribution. GABY's strong asset base combined with a management team comprised of highly skilled and successful retail entrepreneurs along with pioneers in California cannabis establishes a strong foundation from which GABY will continue to aggressively grow its brand portfolio and dispensary footprint across California

GABY's shares trade on the CSE under the symbol "GABY" and on the OTCQB under the symbol "GABLF". For more information on GABY, visit www.GABYInc.com

For general inquiries, please contact Margot Micallef, Founder, President & CEO at margot@GABYinc.com

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Cautionary Statement

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly, and without limitation, this news release contains forward looking statements and information concerning: GABY, Miramar and the combined company; and the resumption of trading of the GABY Shares.

The forward-looking statements and information are based on certain key expectations and assumptions made by GABY, including expectations and assumptions concerning: GABY, Miramar and the combined company; the future operations of, and transactions completed by, GABY; the availability of sufficient capital; the availability of and access to qualified personnel; the expected growth in the cannabis market, the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis; the securities markets and the general economy; and applicable laws not changing in a manner that is unfavorable to GABY.

Although GABY believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because GABY can give no assurance that they will prove to be correct. By its nature, such forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed. Without limitation, these risks and uncertainties include: the parties being unable to obtain the required CSE and shareholder approvals; the severity of the COVID-19 pandemic; the failure to complete the Merger on satisfactory terms, risks associated with the cannabis industry in general, failure to benefit from partnerships or successfully integrate acquisitions, actions and initiatives of federal, state and provincial governments and changes to government policies and the execution and impact of these actions, initiatives and policies, the size of the medical-use and adult-use cannabis market, competition from other industry participants, adverse U.S., Canadian and global economic conditions, failure to comply with certain regulations and departure of key management personnel or inability to attract and retain talent. GABY undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

Miramar and Sonoma Pacific Distribution, Inc., are subsidiaries of GABY and each hold a cannabis license in the State of California. Readers are cautioned that unlike in Canada which has Federal 032320-F legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Cannabis Act (Federal), in the United States ("U.S."), cannabis is largely regulated at the State level. Cannabis is legal in the State of California; however, cannabis remains illegal under U.S. federal laws. Notwithstanding the permissive regulatory environment of cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. To the knowledge of the Company, the businesses operated by each of GABY's subsidiaries are conducted in a manner consistent with the State law of California, as applicable, and are in compliance with regulatory and licensing requirements applicable in the State of California, respectively. However, readers should be aware that strict compliance with State laws with respect to cannabis will neither absolve GABY, or its subsidiary of liability under U.S. federal law, nor will it provide a defense to any federal proceeding in the U.S. which could be brought against any of GABY, or its subsidiary. Any such proceedings brought against GABY, or its subsidiary may materially adversely affect the Company's operations and financial performance generally in the U.S. market specifically.

Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.