

FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT (“RSU”) GRANT OR AMENDMENT

Name of Listed Issuer: Ritual Superfoods Inc. (the “Issuer”).

Trading Symbol: RSF.

Date: April 6, 2021.

1. **New RSUs Granted:**

Date of Grant: April 5, 2021.

Name of Holder	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of RSUs	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
Robert Payment	CFO	Yes	35,000	N/A	N/A	0
David Kerbel	CEO, Director	Yes	50,000	N/A	N/A	0
David Lubotta	Non-Executive Chairman, Director	Yes	35,000	N/A	N/A	0
Warren Spence	Director	Yes	35,000	N/A	N/A	0
Scott Eldridge	Director	Yes	35,000	N/A	N/A	0
Tamara Mimran	Consultant	No	100,000	NA	N/A	0
River Green Consulting Ltd.	Consultant	No	600,000	N/A	N/A	0
Pillar Growth Consulting Inc.	Consultant	No	250,000	N/A	N/A	0

Total Number of RSU shares proposed for acceptance: 1,140,000.

2. Other Presently Outstanding RSUs:

Name of Holder	No. of RSUs	Exercise Price	Original Date of Grant	Expiry Date
Nikolay Vassev	900,000	N/A	June 23, 2020	N/A

3. Additional Information

- (a) If shareholder approval was required for the grant of RSUs (including prior approval of an incentive 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 RSUs. April 5, 2021.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 59,963,083 (before grant).
- (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. 2,049,000 (RSU shares)/60,863,083 (partially diluted issued and outstanding to include RSU shares) = 3.37%.
- (e) If the new RSUs are being granted pursuant to an incentive plan, state the number of remaining shares reserved for issuance under the plan. 4,816,771.
- (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. \$0.30 per Unit in the Issuer's initial public offering, each unit consisting of one common share and one-half of one common share purchase warrant, with each warrant entitling the holder thereof to purchase one additional common share at a price of \$0.60 per share for a period of 36 months following issuance.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. None.

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 RSU Grant or Amendment is true.

Dated April 6, 2021.

Robert Payment
Name of Director or Senior
Officer

"Robert Payment"
Signature

Chief Financial Officer
Official Capacity