

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Willow Biosciences Inc. (the “**Issuer**”).

Trading Symbol: WLLW

Date: September 9, 2019

1. **New Options Granted:**

Date of Grant: September 9, 2019

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⁽¹⁾
Employees	Employees	No	1,118,000	\$0.60	September 9, 2024	4,852,800 (post-consolidated basis)

(1) Presented on a post-consolidation basis.

Total Number of optioned shares proposed for acceptance: 1,118,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price ⁽¹⁾	Original Date of Grant	Expiry Date
Directors, Officers and Employees	3,644,800	\$1.75	May 2, 2019	May 2, 2024
Employees	90,000	\$1.18	June 25, 2019	June 25, 2024

(1) Presented on a post-consolidation basis.

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.

The Issuer's stock option plan was approved by the shareholders on December 5, 2018.

- (b) State the date of the news release announcing the grant of options.

September 9, 2019.

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

78,891,880 shares outstanding.

- (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.

6.15% of the issued and outstanding shares of the Issuer.

- (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.

3,037,188.

- (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.

\$0.875 (on a post-consolidation basis).

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

N/A.

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 September 9, 2019.

Travis Doupe
Name of Director or Senior
Officer

(signed) "Travis Doupe"
Signature

Chief Financial Officer
Official Capacity