

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: XEBRA BRANDS LTD. (the "Issuer").

Trading Symbol: XBRA

Date: March 18, 2024

1. New Options Granted:

Date of Grant: March 15, 2024

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
Keith Dolo	Director	Yes	400,000	\$0.10	15-March-2027	Nil
Omar Garcia	Officer	Yes	600,000	\$0.10	15-March-2027	Nil
Rodrigo Gallardo	Officer & Director	Yes	750,000	\$0.10	15-March-2027	Nil
Erick Ponce	Director	Yes	400,000	\$0.10	15-March-2027	Nil
David Ross Macias Diaz	Director	Yes	200,000	\$0.10	15-March-2027	Nil
Jordi Chemonte	Consultant	No	200,000	\$0.10	15-March-2027	Nil
Antonio Grimaldo	Consultant	No	200,000	\$0.10	15-March-2027	Nil
Tada Lupia Dalotto	Consultant	No	200,000	\$0.10	15-March-2027	Nil
CSC2020 Corp.	Consultant	No	250,000	\$0.10	15-March-2025	Nil

Total Number of optioned shares proposed for acceptance: 3,200,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Rodrigo Gallardo	200,000	\$1.00	18-Oct-2021	18-Oct-2026
Antonio Grimaldo	200,000	\$1.00	18-Oct-2021	29-Jan-2025
Jordi Chemonte	200,000	\$1.00	18-Oct-2021	23-Jan-2025
Tada Dalotto	200,000	\$1.00	18-Oct-2021	23-Jan-2025
Jay Garnett	250,000	\$1.00	26-Apr-2022	30-Mar-2024
Daniela Freitas	50,000	\$0.10	23-Jan-2024	23-Jan-2025

(1) Set out number of optioned shares for each grant with different terms.

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.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. **66,526,313**
- (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. **10%**
- (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. **2,352,631**
- (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. **\$0.05 per share**
- (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 March 18, 2024.

Omar Garcia
Name of Director or Senior
Officer

S: /Omar Garcia/
Signature

CFO and Corporate Secretary
Official Capacity