

GABY INC.
MANAGEMENT INFORMATION CIRCULAR
NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
APRIL 6, 2022

As a result of the emergence of COVID-19, and in light of limits on larger gatherings and our concern for the health and safety of our employees and shareholders, our annual general and special meeting of shareholders will be held as a Zoom meeting. A Zoom meeting format is being adopted to enfranchise and give all shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or other particular constraints, circumstances or risks they may be facing as a result of COVID-19. Shareholders will not be able to physically attend the meeting in person. Important details about the meeting and how shareholders can participate via teleconference are set out in this Management Information Circular and the accompanying proxy materials.

NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS OF GABY INC.

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the holders of common shares ("Common Shares") of GABY Inc. (the "Corporation" or "GABY") will be held on Tuesday, May 3, 2022 at 11:00 a.m. (Calgary time) via Zoom. Shareholders can access the Meeting from <https://us02web.zoom.us/j/86310997266?pwd=dEZBQ1o3enVBOElFQkg3ai9BcDlXZz09> (Zoom meeting ID 863 1099 7266) and entering the following password: 452232. The Meeting is being held for the following purposes:

1. to receive the consolidated annual financial statements of the Corporation, together with the auditor's report thereon, for the years ended December 31, 2020 and December 31, 2021;
2. all shareholders will be asked to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors;
3. all shareholders will be asked to elect 7 directors of the Corporation to hold office until the next annual meeting of shareholders;
4. all shareholders will be asked to consider, and if thought fit, to pass a resolution to approve the adoption of the amendments to the Corporation's Restricted Share Unit Plan (the "RSU Plan"); and
5. to transact such other business as may properly be brought before the meeting or any adjournments or postponements thereof.

This notice is accompanied by a management information circular and form of proxy. The annual financial statements of the Corporation for the year ended December 31, 2020 together with the report of the auditors thereon, and the management discussion and analysis for the year ended December 31, 2020 can be found at www.sedar.com, the website of the Canadian Securities Exchange at www.thecse.com, and the website of the OTCQB at www.otcqb.com. The annual financial statements and MD&A for the year ended December 31, 2021 will be posted on or before April 30, 2022.

The board of directors of the Corporation has by resolution fixed the close of business on March 29, 2022 as the record date, being the date for the determination of the registered holders of the Corporation's Common Shares entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described below, as in-person voting at the time of the Meeting will not be possible.**

Registered and Non-Registered (Beneficial) Shareholders. If you are a registered shareholder, you have a choice of voting by proxy on the internet, or by mail or by fax using your proxy form to appoint another person to act for you. If you are a non-registered (beneficial) shareholder, you must vote using your voting instruction form, which typically allows you to vote by proxy on the internet, by telephone, by mail or by fax. If you vote by proxy on the internet, by mail or by fax in advance of the Meeting, your vote will be counted. Please refer to your proxy form or voting instruction form, as applicable, and to the Voting and Proxies Questions & Answers section in the accompanying management information circular for assistance in determining whether you are a registered or non-registered (beneficial) shareholder and for more information on the voting methods available to you. **Completed proxy forms must be received by the transfer agent and registrar of the Corporation, Odyssey Trust Company, Stock Exchange Tower, 1230 – 300, 5th Avenue S.W., Calgary, Alberta, T2P 3C4, no later than 11:00 a.m. Calgary time on April 29, 2022 or,**

in the case of any adjournment or postponement of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the adjourned or postponed meeting. Completed voting instruction forms must be returned in accordance with the instructions on the form.

Your vote is important. Please read the enclosed materials carefully. **If you have questions about any of the information or require assistance in completing your proxy form or voting instruction form, as the case may be, please contact Odyssey Trust Company at (587) 885-0960.**

Only registered shareholders and proxyholders are entitled to participate in the business of the Meeting. **Persons who are not registered shareholders or proxyholders who wish to attend the Meeting as a registered guest should request permission to attend in advance of the Meeting via email to ir@gabyinc.com, or by telephone at (403) 771-4918.** Persons not entitled or required to be present at the Meeting, including registered guests, may be admitted only with the consent of the Chair of the Meeting or with consent of the Meeting.

By order of the Board of Directors of GABY Inc.

"Leanne E. Likness"

Leanne E. Likness, Corporate Secretary

April 6, 2022