

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Lineage Grow Company Ltd. (the "Issuer").

Trading Symbol: BUDD

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

Please refer to Note 17 of the Company's unaudited condensed interim consolidated financial statements for the 3 and 9 months ended October 31, 2018 and 2017 for more answers and details to the above Related Party Transactions questions.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Q3 2019	Common shares	Warrant exercise	2,000,000	\$0.10	\$200,000	Cash	Arm's length parties	N/A
Q3 2019	Common shares	Option exercise	250,000	\$0.10	\$25,000	Cash	Arm's length parties	N/A
Q3 2019	Common shares	Issuance on conversion of debentures	5,100,000	Various prices	Nil	N/A	Arm's length parties	N/A
October 31, 2018	Common shares	Issuance as finder's fee	386,909	\$0.165	Nil	N/A	Arm's length parties	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
August 3, 2018	20,000		Consultant	\$0.25	August 3, 2023	\$0.165

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

The Company is authorized to issue an unlimited number of common shares and preferred shares without par value. The Company has not issued any preferred shares to date.

(b) number and recorded value for shares issued and outstanding,

	Number of common shares	Amount
	#	\$
Balance, January 31, 2018	38,397,110	5,692,180
Shares issued from private placements	7,389,664	1,164,129
Share issuance costs	-	(127,551)
Shares issued from exercise of warrants	2,175,000	258,825
Shares issued from exercise of options	335,000	42,700
Shares issued for put-option agreement	1,650,000	254,606
Shares issued for consulting fees	320,000	80,000
Shares issued as finder's fees	386,909	61,021
Shares issued for interest on debentures	336,000	67,200
Shares issued on conversion of debentures	12,000,000	3,350,060
Expiry of warrants	-	28,292
Balance, October 31, 2018	62,989,683	10,871,462

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

The following table summarizes information of stock options outstanding and exercisable as at October 31, 2018:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining
	#	#	\$	Years
December 12, 2021	2,120,000	1,330,000	0.10	3.12
December 12, 2021	460,000	460,000	0.10	3.12
May 24, 2023	2,675,000	712,500	0.25	4.56
August 3, 2023	20,000	-	0.25	4.76
	5,275,000	2,502,500	0.17	4.07

The following table summarizes information of warrants outstanding as at October 31, 2018:

Date of expiry	Number of warrants outstanding	Exercise price	Weighted average remaining
	#	\$	Years
November 16, 2018	2,050,000	0.10	0.04
December 9, 2018	6,175,000	0.10	0.11
December 12, 2018	798,409	0.10	0.12
March 16, 2019	333,333	0.20	0.37
May 12, 2019	10,000,000	0.25	0.53
May 12, 2019	400,000	0.25	0.53
January 24, 2020	4,740,000	0.325	1.23
January 24, 2020	379,200	0.25	1.23
February 8, 2020	3,442,064	0.325	1.27
February 8, 2020	251,600	0.25	1.27
February 14, 2020	3,047,600	0.325	1.29
February 14, 2020	75,200	0.25	1.29
February 16, 2020	900,000	0.325	1.30
February 16, 2020	72,000	0.25	1.30
	32,664,406	0.23	0.91

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

There were no shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Peter Bilodeau, CEO and Director
 Keith Li, CFO
 Aurelio Useche, Director
 David Posner, Director
 Hamish Sutherland, Director
 Robert Schwartz, Director
 Adam Szweras, Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

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 Quarterly Listing Statement.
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 5 Quarterly Listing Statement is true.

Dated December 27, 2018.

Keith Li
Name of Director or Senior Officer

"Keith Li"
Signature

Chief Financial Officer
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/DD
Name of Issuer		October 31, 2018	18/12/27
Lineage Grow Company Ltd.			
Issuer Address 77 King Street West, Suite 2905			
City/Province/Postal Code Toronto/Ontario/M5K 1H1		Issuer Fax No. ()	Issuer Telephone No. (416) 840-3798
Contact Name Keith Li		Contact Position CFO	Contact Telephone No. (647) 660-8703
Contact Email Address kli@lineagegrow.com		Web Site Address www.lineagegrow.com	