

FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: HBOR

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 21 of the Issuer's unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2019 and 2018 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,

The following table provides a summary of all securities issued since May 30, 2019, the date of the Issuer's last Listing Statement (Form 2A) (the "Initial Listing Statement"):

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
May 30, 2019	Subordinate Voting Shares ⁽¹⁾	Reclassification and consolidation of Lineage common shares on closing of the RTO	1,817,109	N/A	N/A	Non-cash consideration	Arm's length parties – former holders of Lineage common shares	N/A
May 30, 2019	Subordinate Voting Shares ⁽²⁾	Conversion of Series A Special Shares on closing of the RTO	1,070,669	N/A	N/A	Non-cash consideration	Arm's length parties – former holders of Lineage common shares	N/A
May 30, 2019	Subordinate Voting Shares	Consideration for acquiring FLRish Series D Common Stock on closing of the RTO	6,780,384	C\$7	C\$47,462,688	Non-cash consideration	Arm's length parties – former holders of FLRish Series D Common Stock	N/A
May 30, 2019	Multiple Voting Shares	Consideration for acquiring FLRish Series A, B and C Common Stock on closing of the RTO	322,587.49	C\$700	C\$225,811,243	Non-cash consideration	Arm's length parties – former holders of FLRish Series A, B and C Common Stock	N/A
June 3, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	3,180,038	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
June 10, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	2,738,180	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
June 19, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	261,969	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
July 4, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	772,887	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
July 22, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	206,327	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
July 22, 2019	Subordinate Voting Shares	Share issuance on exercise of options	5,797	C\$6.90	C\$39,999	Cash	Related Person	N/A
July 26, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	407,861	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A

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July 31, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	301,266	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A
August 19, 2019	Subordinate Voting Shares	Share issuance on exercise of options	15,000	US\$0.05	US\$750	Cash	Related Person	N/A
August 19, 2019	Subordinate Voting Shares	Share issuance on conversion of Multiple Voting Shares	568,314	N/A	N/A	N/A	Arm's length parties – former holders of Multiple Voting Shares	N/A

Notes:

(1) The Issuer completed its reverse take-over (the "RTO") by the shareholders of FLRish, Inc. ("FLRish") on May 30, 2019. On closing of the RTO, the Issuer's common shares were consolidated and redesignated into an aggregate of 1,817,109 Subordinate Voting Shares.

(2) On May 24, 2019, the Issuer declared a stock dividend to the holders of its common shares through the issuance of 44,775,010 Series A Special Shares (1,070,669 on a post-consolidation basis), 11,513,533 Series B Special Shares (275,325 on a post-consolidation basis) and 14,072,120 Series C Special Shares (336,508 on a post-consolidation basis). On closing of the RTO on May 30, 2019, all Series A Special Shares were automatically converted, consolidated and redesignated into a total of 1,070,669 Subordinate Voting Shares.

(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
N/A	N/A		N/A	N/A	N/A	N/A

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 Issuer is authorized to issue an unlimited number of Subordinate Voting Shares, an unlimited number of Multiple Voting Shares and an unlimited number of Special Shares. Please refer to Item 10 of the Initial Listing Statement for a description of the authorized securities of the Issuer.

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

	Number of Subordinate Voting Shares	Amount
	#	USD \$
Balance, December 31, 2018	17,205,657	27,111,578
Shares issued on exercise of stock options	968,253	71,413

Concurrent raise offering	2,806,981	14,587,132
Share issue costs	-	(1,222,492)
Allocation of derivative liability	-	(3,890,186)
Conversion of convertible debentures	8,086,772	35,727,116
Issuance of shares as settlement for interest payable	403,437	2,253,719
Issuance as per PMACC purchase option	2,846,429	-
Issuance of shares on RTO Transaction	1,817,109	6,988,882
Issuance of stock dividend to Lineage shareholders	1,070,669	-
Share-based payment	440,182	2,252,479
Exchange / conversion on RTO Transaction	(18,829,855)	-
Balance, June 30, 2019	15,848,349	83,879,642

(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 June 30, 2019:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining
	#	#	\$	Years
December 12, 2021	2,033	2,033	CAD \$4.18	2.45
May 24, 2023	63,967	41,549	CAD \$10.45	3.90
August 3, 2023	478	159	CAD \$10.45	4.10
December 14, 2023	67,754	67,754	CAD \$6.90	4.46
August 1, 2026	1,710,375	1,710,375	USD \$0.05	6.53
July 26, 2027	579,375	335,271	USD \$0.05	8.00
October 25, 2027	285,000	285,000	USD \$0.05	8.33
December 4, 2027	27,375	13,688	USD \$0.05	8.44
April 25, 2028	1,454,000	1,051,365	USD \$4.15	8.83
N/A	769,000	-	-	N/A
May 7, 2028	15,000	15,000	USD \$4.15	8.88
May 15, 2028	8,000	8,000	USD \$4.15	8.88
June 25, 2028	10,000	10,000	USD \$4.15	8.99
September 12, 2028	50,000	20,833	USD \$4.15	9.36
November 7, 2028	10,000	2,292	USD \$5.31	9.36
November 29, 2028	20,000	1,667	USD \$5.31	9.42
April 22, 2029	35,000	35,000	USD \$4.15	9.82
April 22, 2029	265,000	265,000	USD \$0.05	9.82
	5,372,357	3,864,986		

The following table summarizes information of warrants outstanding as at June 30, 2019:

Date of expiry	Number of warrants outstanding	Exercise price	Weighted average remaining
	#	\$	Years

January 24, 2020	113,348	CAD \$13.59	0.57
January 24, 2020	9,068	CAD \$10.45	0.57
February 8, 2020	82,310	CAD \$13.59	0.61
February 8, 2020	6,017	CAD \$10.45	0.61
February 14, 2020	72,877	CAD \$13.59	0.63
February 14, 2020	1,798	CAD \$10.45	0.63
February 16, 2020	21,522	CAD \$13.59	0.63
February 16, 2020	1,722	CAD \$10.45	0.63
October 30, 2020	3,989,124	USD \$6.45	1.34
October 30, 2020	311,544	USD \$4.15	1.34
May 17, 2021	2,806,981	USD \$6.686	1.88
May 17, 2021	152,941	USD \$5.349	1.88

7,569,252

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

As at June 30, 2019, 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.

Andrew Berman, President, CEO and Director

Peter Bilodeau, Chairman and Director

Keith Li, CFO

Adam Szweras, Director

Matthew K. Hawkins, Director

Nayir Felix Munoz, Director

Sherri Altshuler, Director

Tracy Geldert, Director

Jack Nichols, 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 September 5, 2019.

Keith Li
Name of Director or Senior Officer

"Keith Li"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/DD
Harborside Inc. (formerly Lineage Grow Company Ltd.)	June 30, 2019	19/09/05
Issuer Address 2100 Embarcadero, Suite 202		
City/Province/Postal Code Oakland/California/94606	Issuer Fax No. ()	Issuer Telephone No.
Contact Name Keith Li	Contact Position CFO	Contact Telephone No. (647) 660-8703
Contact Email Address kli@bransonservices.com	Web Site Address www.investharborside.com	