

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Harborside Inc. (the "Issuer").

Trading Symbol: HBOR

Issued and Outstanding Securities of the Issuer Prior to Transaction: 16,833,360

Date of News Release Fully Disclosing the Transaction: July 29, 2019

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer has appointed Mattio Communications ("Mattio") as its investor relations advisor, subject to certain customary regulatory approvals. Mattio is a New York-based communications firm which provides public and private cannabis companies with an array of services designed to maximize shareholder value through customized strategic investor relations programs. The Issuer has also engaged Mattio to provide media and public relations support in an effort to build awareness of the Harborside brand and to capitalize on the Issuer's heritage as one of the oldest, largest and most respected cannabis retailers in the world.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: Approximately \$19,731.00 per month (USD\$15,000 per month) for an indefinite term.
 - (b) Cash: See 2(a)

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (c) Other: Mattio will also be reimbursed for certain fees and expenses approved by the Company in performing its services under the Agreement.
- (d) Work commitments: N/A
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc.).
The agreed upon contract fee is based on Mattio standard rates.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
- (b) Cash N/A
- (c) Other N/A
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Mattio is not a related person and does not have any other relationship with the Issuer.
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Mattio has been engaged to provide the Issuer with investor relations, media and public relations services. Mattio is a New York-based communications firm which provides public and private cannabis companies with an array of services designed to maximize shareholder value through customized strategic investor relations programs. Mattio is a full-service communications firm specializing in the cannabis industry, with clients across the supply chain including cultivation, manufacturing, distribution, finance, technology and ancillary services. Mattio will receive USD\$15,000 per month for its services. The term of the engagement will be ongoing on a month-to-month basis. The agreement may be terminated by either party with sixty days' notice.

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated: July 29, 2019

Keith Li _____
Name of Director or Senior
Officer

“Keith Li” _____
Signature

Chief Financial Officer _____
Official Capacity