

# FORM 11

## NOTICE OF PROPOSED STOCK OPTIONS / RESTRICTED STOCK UNIT GRANT OR AMENDMENT

Name of Listed Issuer: Harvest Health & Recreation Inc. (the "Issuer").

Trading Symbol: HARV

Date: January 6, 2021

### 1. New Stock Options/RSUs Granted:

Date of Grant: December 31, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares/RSUs	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Nicole Stanton	VP, General Counsel & Secretary	Yes	200,000	CAD \$2.75	December 31, 2030	260,000
Eula Adams	Director	Yes	46,298 RSUs	CAD \$2.75	100% of the granted RSUs shall vest on December 31, 2021	150,000
Scott Atkison	Director	Yes	46,298 RSUs	CAD \$2.75	100% of the granted RSUs shall vest on December 31, 2021	None.
Mark Barnard	Director and Chairman of the Board	Yes	69,447 RSUs	CAD \$2.75	100% of the granted RSUs shall vest on December 31, 2021	75,000

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Ana Dutra	Director	Yes	46,298 RSUs	CAD \$2.75	100% of the granted RSUs shall vest on December 31, 2021	None.
Other Employees	Various	No	2,003,000	CAD \$2.75	December 31, 2030	N/A

Total Number of Stock Options/Restricted Stock Units proposed for acceptance: 2,411,341

**2. Other Presently Outstanding Options/Restricted Stock Units:**

Name of Optionee	Position (Director/ Officer/ Employee)	No. of Optioned Shares/RSUs <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Elroy Sailor	Director and Chief Strategy Officer	150,000	US \$6.55	November 14, 2018	November 14, 2028
		150,000	CAD \$10.20	March 13, 2019	March 13, 2029
		750,000	CAD \$4.07	January 9, 2020	January 9, 2030
		75,000	CAD \$4.05	February 3, 2020	February 3, 2030
Mark Barnard	Director and Chairman of the Board	150,000	US \$6.55	November 14, 2018	November 14, 2028
		150,000	CAD \$10.20	March 13, 2019	March 13, 2029
		75,000	CAD \$4.05	February 3, 2020	February 3, 2030
Eula Adams	Director	150,000	CAD \$4.07	January 9, 2020	January 9, 2030
Steve White	Director and Chief Executive Officer	55,478	US \$7.21	November 14, 2018	November 14, 2023
		2,444,522	US \$6.55	November 14, 2018	November 14, 2028
Deborah Keeley	Chief Financial Officer	98,765 RSUs	N/A	May 5, 2020	N/A
		600,000	CAD \$1.48	July 14, 2020	July 14, 2030
Nicole Stanton	General Counsel, Secretary & Vice President	240,000	CAD \$7.04	September 10, 2019	September 10, 2029
		120,000	CAD \$4.05	February 3, 2020	February 3, 2030
		140,000	CAD \$1.48	July 14, 2020	July 14, 2030

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Other employees		761,250	USD \$6.55	November 14, 2018	November 14, 2028
		2,423,250	CAD\$10.20	March 13, 2019	March 13, 2029
		13,750	CAD\$11.74	May 1, 2019	May 1, 2029
		397,500	CAD\$10.95	May 7, 2019	May 7, 2029
		252,500	CAD \$7.04	September 10, 2019	September 10, 2029
		133,500	CAD \$4.07	January 9, 2020	January 9, 2030
		1,496,125	CAD \$4.05	February 3, 2020	Various
		50,300 RSUs	N/A	May 2, 2019	N/A
		471,000	CAD \$1.48	July 14, 2020	July 14, 2030
		130,000	CAD \$1.65	September 10, 2020	September 10, 2030
		106,000	CAD \$2.44	November 17, 2020	November 17, 2030
Hybrid Financial LTD	Consultant/ Consulting Services	100,000 NQSOs	CAD \$7.96	April 9, 2020	November 19, 2023

(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.

Shareholder approval for the Stock Option Plan was obtained on November 13, 2018.

- (b) State the date of the news release announcing the grant of options.

None.

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

Subordinate Voting Shares: 220,913,258

Multiple Voting Shares: 1,828,422.32

Super Voting Shares: 2,000,000

- (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.

10.00%

- (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.

26,480,267

- (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.

N/A

- (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: January 6, 2021.

Nicole Stanton  
Name of Director or Senior  
Officer

/s/ Nicole Stanton  
Signature

Secretary  
Official Capacity