

# FORM 11

## NOTICE OF PROPOSED STOCK OPTIONS GRANT OR AMENDMENT

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

Trading Symbol: HARV

Date: May 3, 2021

### 1. New Stock Options Granted:

Date of Grant: April 29, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Other Employees	Employee	No	122,000	CAD \$3.48	April 29, 2031	N/A

Total Number of Stock Options proposed for acceptance: 122,000

### 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
		69,447 RSUs	N/A	December 31, 2020	N/A
Eula Adams	Director	150,000	CAD \$4.07	January 9, 2020	January 9, 2030
		46,298 RSUs	N/A	December 31, 2020	N/A
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
Ana Dutra	Director	46,298 RSUs	N/A	December 31, 2020	N/A
Scott Atkison	Director	46,298 RSUs	N/A	December 31, 2020	N/A
Deborah Keeley	Chief Financial Officer	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
		200,000	CAD \$2.75	December 31, 2020	December 31, 2030
Other employees		725,625	USD \$6.55	November 14, 2018	November 14, 2028
		2,142,938	CAD\$10.20	March 13, 2019	March 13, 2029
		12,813	CAD\$11.74	May 1, 2019	May 1, 2029
		318,750	CAD\$10.95	May 7, 2019	May 7, 2029
		218,75	CAD \$7.04	September 10, 2019	September 10, 2029
		72,750	CAD \$4.07	January 9, 2020	January 9, 2030
		1,253,938	CAD \$4.05	February 3, 2020	February 3, 2030
		456,500	CAD \$1.48	July 14, 2020	July 14, 2030
		140,000	CAD \$1.65	September 10, 2020	September 10, 2030
		106,000	CAD \$2.44	November 17, 2020	November 17, 2030
		1,867,000	CAD \$2.75	December 31, 2020	December 31, 2030

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		37,500 510,000	CAD \$3.97 CAD \$5.28	January 15, 2021 February 10, 2021	January 15, 2031 February 10, 2031
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: 248,419,605  
Multiple Voting Shares: 1,631,281.52  
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.

27,022,868

- (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: May 3, 2021.

Nicole Stanton  
Name of Director or Senior  
Officer

/s/ Nicole Stanton  
Signature

Secretary  
Official Capacity