

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: 4Front Ventures Corp. (the "Issuer").

Trading Symbol: FFNT

Date: August 4, 2020

### 1. New Options Granted:

Date of Grant: July 31, 2020

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
Employee (E-72)	Employee	No	25,000	\$0.80	2025-07-31	nil
Employee (E-71)	Employee	No	75,000	\$0.80	2025-07-31	25,000
Consultant (C-65)	Consultant	No	1,400,000	\$0.80	2025-07-31	nil

Total number of optioned shares proposed for acceptance: 1,500,000 Options to Purchase 1,500,000 Subordinate Voting Shares (SVS)

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Employee (Ex1)	25,000	\$0.80	2020-06-08	2025-06-08
<b>Total SVS</b>	<b>25,000</b>			
Employee (Ex6)	475,000	\$0.80	2020-02-03	2025-02-03
Sub-Total SVS	475,000			
Less Cancelled	-50,000			
<b>Total SVS</b>	<b>425,000</b>			
Employee (E x1)	188 PVS	\$64.00	2019-11-06	2024-11-06

Sub-Total PVS	188			
<b>Converts to Total SVS</b>	<b>15,040</b>			
Directors <sup>(2)</sup> (x2)	15,000 PVS	\$64.00	2019-11-01	2024-11-01
Sub-Total PVS	15,000			
<b>Converts to Total SVS</b>	<b>1,200,000</b>			
Consultant <sup>1</sup>	500,000 SVS	\$1.00	2019-08-22	2024-08-22
Directors/Officers <sup>(2)</sup> (x7)	57,500 PVS	\$80.00	2019-08-22	2024-08-22
Employees (x1)	5,625 PVS	\$80.00	2019-08-22	2024-08-22
Consultants (x2)	21,250 PVS	\$80.00	2019-08-22	2024-08-22
Directors/Officers <sup>(2)</sup> (x2)	15,000 PVS	\$64.00	2019-08-22	2024-08-22
Consultants (x1)	3,750 PVS	\$64.00	2019-08-22	2024-08-22
Employees (x58)	86,549 PVS	\$64.00	2019-08-22	2024-08-22
Sub-Total SVS	500,000			
Sub-Total PVS	189,675			
	(Converts to 15,175,000 SVS)			
Cancelled Options from 2019-08-22 Award (SVS)	-2,866,560			
<b>Total SVS</b>	<b>12,808,440</b>			
Directors/Officers <sup>(2)</sup> (x2)	58,691 PVS <sup>(3)</sup>	\$0.10 <sup>(3)</sup>	2019-07-31	2024-09-16
Employees (x12)	27,571 PVS <sup>(3)</sup>	\$0.10 <sup>(3)</sup>	2019-07-31	2024-09-16
Sub-Total PVS	86,262			
	(Converts to 6,900,960 SVS)			
Cancelled Options from 2019-07-31 Award (SVS)	-545,920			
<b>Total SVS</b>	<b>6,355,040</b>			
Consultant (x1)	800,000	\$1.50	2019-06-17	2024-06-17
<b>Total SVS</b>	<b>800,000</b>			
Consultants (x28)	1,865,000	\$1.50	2019-06-12	2024-06-12
Employees (x6)	1,465,000	\$1.50	2019-06-12	2024-06-12
Subtotal SVS	3,330,000			

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Cancelled Options from 2019-06-12 Award (SVS)	-980,000			
<b>Total SVS</b>	<b>2,350,000</b>			
Consultants (x8)	1,075,000	\$1.00	2018-10-05	2023-10-05
Employees (x3)	900,000	\$1.00	2018-10-05	2023-10-05
Subtotal SVS	1,975,000			
Cancelled Options from 2018-10-05 Award (SVS)	-75,000			
<b>Total SVS</b>	<b>1,900,000</b>			
Directors/Officers (x1) <sup>(2)</sup>	1,800,000	\$1.00	2017-12-11	2022-12-11
Consultants (x23)	9,300,000	\$1.00	2017-12-11	2022-12-11
Employees (x3)	400,000	\$1.00	2017-12-11	2022-12-11
Advisors (x1)	150,000	\$1.00	2017-12-11	2022-12-11
Sub Total SVS	11,650,000			
Cancelled Options from 2017-12-11 Award (SVS)	2,000,000			
<b>Total SVS</b>	<b>9,650,000</b>			
<b>Outstanding SVS Options</b>	<b>35,528,520</b>			

(1) Set out number of optioned shares for each grant with different terms.

(2) Details for the directors and officers are available on [www.sedi.ca](http://www.sedi.ca).

(3) The \$0.10 options are replacement options for equivalent options previously granted to certain 4Front Holdings LLC founders in 2014 and 2015. These option holders received replacement options as opposed to Proportionate Voting Shares upon completion of the business combination.

### 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.

*Stock option plan was approved by shareholders as part of the plan of amalgamation pursuant to the business combination agreement dated March 1, 2019, as amended, between 4Front Ventures Corp. and Cannex Capital Holdings Inc.*

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

*N/A*

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

*312,874,794 Subordinate Voting Shares, 2,362,176 Proportionate Voting Shares, 1,276,208 Multiple Voting Shares = 503,125,082 Total Outstanding Shares (as converted to Subordinate Voting Shares)*

- (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.

*7% on an as-converted to Subordinate Voting Share basis*

- (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.

*13,601,464 on an as-converted to Subordinate Voting Share basis*

- (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: August 4, 2020

Nicolle Dorsey  
Name of Director or Senior Officer

"Nicolle Dorsey"  
Signature

CFO  
Official Capacity