

FORM 10

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

Name of Listed Issuer: Liht Cannabis Corp. (the "Issuer").

Trading Symbol: LIHT

Issued and Outstanding Securities of the Issuer Prior to Transaction: 234,927,532

Date of News Release Fully Disclosing the Transaction: June 25, 2018; August 21, 2018; September 26, 2018 and February 7, 2019

1. Transaction

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 Company has entered into a development agreement (the "Development Agreement") dated January 30, 2019 with 1186626 B.C. Ltd., a private British Columbia corporation for its project in Celista, British Columbia. The Development Agreement with 1186626 B.C. Ltd., provides Liht with C\$10,000,000 of non-dilutive financing to build-out operations in British Columbia. Funding will be provided in tranches over a two-year period based on certain development and production milestones. The Company is not selling an interest in the Celista project. The Company has agreed to, over time, pay back the capital contributions, plus interest at a rate of prime plus 5% and 50% of the potential distributable cash from the Celista cannabis operations, if any, for three (3) years after the date that all ten (10) facilities (each 10,000 square feet) are concurrently in full production and fully operational. The estimated timeline to complete the construction of all ten (10) facilities is conservatively two (2) years at an approximate cost of C\$2,500,000 per facility.

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: \$10,000,000.00

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

- (b) Cash: _____ .
- (c) Other: _____
- (d) Work commitments: _____ .
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). Negotiated between Legal Counsel, the Board of Directors and the Sellers.
_____ .
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: _____ .
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: These steps were performed by the Company's legal counsel.
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. N/A
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

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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: _____

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: March 7, 2019

Linda Sampson
Name of Director or Senior
Officer

"Linda Sampson"
Signature

President & COO
Official Capacity

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