

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: HARV

Date: May 15, 2019

### 1. New Options Granted:

Date of Grant: May 7, 2019

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
Employees		No	2,335,000	CND \$10.95	May 7, 2029	0

Total Number of optioned shares proposed for acceptance: 2,335,000.

### 2. Other Presently Outstanding Options:

Name of Optionee	Position (Director/ Officer/ Employee)	No. of Optioned Shares(1)	Exercise Price	Original Date of Grant	Expiry Date
Elroy Sailor	Director	150,000	US\$6.55	November 14, 2018	November 14, 2028
		150,000	CAD\$10.20	March 13, 2019	March 13, 2029

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Name of Optionee	Position (Director/ Officer/ Employee)	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Mark Barnard	Director	150,000	US\$6.55	November 14, 2018	November 14, 2028
		150,000	CAD\$10.20	March 13, 2019	March 13, 2029
Jason Vedadi	Director and Executive Chairman	55,478.5	US\$7.21	November 14, 2018	November 14, 2023
		2,444,521.5	US\$6.55	November 14, 2018	November 14, 2028
		46,909	CAD\$11.22	March 13, 2019	March 13, 2024
		353,091	CAD\$10.20	March 13, 2019	March 13, 2029
Steve White	Director and Chief Executive Officer	55,478.5	US\$7.21	November 14, 2018	November 14, 2023
		2,444,521.5	US\$6.55	November 14, 2018	November 14, 2028
		46,909	CAD\$11.22	March 13, 2019	March 13, 2024
		953,091	CAD\$10.20	March 13, 2019	March 13, 2029
Steve Gutterman	President	2,000,000	US\$6.55	November 14, 2018	November 14, 2028
		1,000,000	CAD\$10.20	March 13, 2019	March 13, 2029
Joe Sai	Chief of Staff	250,000	US\$6.55	November 14, 2018	November 14, 2028
		750,000	CAD\$10.20	March 13, 2019	March 13, 2029
Leo Jaschke	Chief Financial Officer	1,000,000	CAD\$10.20	March 13, 2019	March 13, 2029
John Cochran	Chief Operations Officer	1,500,000	CAD\$10.20	March 13, 2019	March 13, 2029
Kevin George	Chief Marketing Officer	1,200,000 40,215 RSUs	CAD\$10.20 N/A	March 13, 2019 5,031 RSUs vest May 31, 2019; 5,031 RSUs vest June 30, 2019; 5,031 RSUs vest July 31, 2019; 5,031 RSUs vest August 31, 2019; 5,031 RSUs vest September 30, 2019; 5,031 RSUs vest October 31, 2019; 5,031 RSUs vest November 30, 2019; 4,995 RSUs vest December 30, 2019	March 13, 2029 N/A
Other employees		1,517,500	US\$6.55	November 14, 2018	November 14, 2028
		5,268,000	CAD\$10.20	March 13, 2019	March 13, 2029
		327,500	CAD\$11.74	May 1, 2019	May 1, 2029

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

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**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.

The grant of Options was approved by the Board of Directors on May 7, 2019

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.

N/A

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

Subordinate Voting Shares: 73,640,213

Multiple Voting Shares: 2,095,190

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.

8.48%

- (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.

4,811,785

- (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 15, 2019.

Brian Manning

Name of Director or Senior  
Officer

  
Signature

Secretary

Official Capacity