

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: HARV

Date: February 5, 2020

1. New Options Granted:

Date of Grant: February 3, 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
Nicole Stanton	General Counsel, Secretary & Vice President	Yes	120,000	CAD \$4.05	September 10, 2029	240,000
Elroy Sailor	Director and Chief Strategy Officer	Yes	75,000	CAD \$4.05	March 13, 2029	900,000
Mark Barnard	Director	Yes	75,000	CAD \$4.05	March 13, 2029	150,000
Other Employees	Employee	No	2,904,875	CAD \$4.05	Various	N/A

Total Number of optioned shares proposed for acceptance: 3,174,875.

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	150,000 150,000	US\$6.55 CAD\$10.20	November 14, 2018 March 13, 2019	November 14, 2028 March 13, 2029
Mark Barnard	Director	150,000 150,000	US\$6.55 CAD\$10.20	November 14, 2018 March 13, 2019	November 14, 2028 March 13, 2029
Eula Adams	Director	150,000	CAD \$4.07	January 9, 2020	January 9, 2030
Jason Vedadi	Director and Executive Chairman	55,478 2,444,522	US\$7.21 US\$6.55	November 14, 2018 November 14, 2018	November 14, 2023 November 14, 2028
Steve White	Director and Chief Executive Officer	55,478 2,444,522	US\$7.21 US\$6.55	November 14, 2018 November 14, 2018	November 14, 2023 November 14, 2028
Ron Goodson	Chief Operating Officer	750,000	CAD \$4.07	January 9, 2020	January 9, 2030
Leo Jaschke	Chief Financial Officer	1,000,000	CAD\$10.20	March 13, 2019	March 13, 2029
Elroy Sailor	Chief Strategy Officer	750,000	CAD \$4.07	January 9, 2020	January 9, 2030
Nicole Stanton	General Counsel, Secretary & Vice President	240,000	CAD \$7.04	September 10, 2019	September 10, 2029

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Other employees		1,480,000	USD \$6.55	November 14, 2018	November 14, 2028
		4,152,500	CAD\$10.20	March 13, 2019	March 13, 2029
		88,750	CAD\$11.74	May 1, 2019	May 1, 2029
		1,370,000	CAD\$10.95	May 7, 2019	May 7, 2029
		315,000	CAD \$7.04	September 10, 2019	September 10, 2029
		150,000	CAD \$2.78	December 19, 2019	December 19, 2029
		258,000	CAD \$4.07	January 9, 2020	January 9, 2030

(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.

February 4, 2020

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

Subordinate Voting Shares: 108,036,727
Multiple Voting Shares: 1,790,888.34
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.

6.75%

- (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.

9,383,131

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- (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.

On February 3, 2020 the following officers of Issuer executed forfeiture agreements to voluntarily surrender certain stock options previously granted to them by the Issuer as identified below:

Name of Optionee	Position (Director/ Officer/ Employee)	No. of Optioned Shares	Exercise Price	Original Date of Grant	Expiry Date
Jason Vedadi	Director and Executive Chairman	46,909 353,091	CAD\$11.22 CAD\$10.20	March 13, 2019 March 13, 2019	March 13, 2024 March 13, 2029
Steve White	Director and Chief Executive Officer	46,909 953,091	CAD\$11.22 CAD\$10.20	March 13, 2019 March 13, 2019	March 13, 2024 March 13, 2029
Joe Sai	Chief of Staff	250,000 750,000	US\$6.55 CAD\$10.20	November 14, 2018 March 13, 2019	November 14, 2028 March 13, 2029

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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 February 5, 2020.

Nicole Stanton
Name of Director or Senior
Officer



Signature

Secretary
Official Capacity