

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

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

Trading Symbol: CANN

Date: April 18th, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 429,685,090.

Date of News Release Announcing Proposed Prospectus Offering: April 10, 2019 and April 11, 2019.

1. Prospectus Offering

1. Description of securities to be issued:

(a) Class: Units (the "Units") consisting of one common share in the capital of the Issuer (each, a "Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant").

(b) Number: 28,400,000 Units with an over-allotment option of the underwriter to purchase up to 4,260,000 additional Units for a total offering of up to 32,660,000 Units (the "Offering").

(c) Price per security: \$0.53.

(d) Voting rights: Each holder of Common Shares is entitled to one vote per Common Share.

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$0.53 per Unit.

(b) Aggregate proceeds: Up to \$17,309,800 if the entire over-allotment option is exercised.

3. Provide description of any warrants (or options) including:
- (a) Number: 16,330,000 Warrants (one half of one Warrant per Unit) if the entire over-allotment option is exercised.
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options): 16,330,000 Common Shares are issuable if all 16,330,000 Warrants are exercised.
 - (c) Exercise price: \$0.70 per Common Share.
 - (d) Expiry date: The Warrants expire 30 months following the closing date of the Offering.
 - (e) Other significant terms: In the event that the volume-weighted average trading price of the Common Shares exceeds \$1.05 for 20 consecutive trading days, the Issuer will be entitled to accelerate the exercise of the Warrants to a period ending on not less than 21 days from the date written notice of such acceleration is provided to the holders of the Warrants.
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A.
 - (b) Maturity date N/A.
 - (c) Interest rate N/A.
 - (d) Conversion terms N/A.
 - (e) Default provisions N/A.
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: The Issuer has 429,685,090 Common Shares issued and outstanding and 17,496,000 Warrants outstanding.
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
- N/A.
7. Provide details of the use of the proceeds:

If the over-allotment option is exercised in full, the net proceeds to the Issuer from the Offering is expected to be \$16,098,114 after deducting the underwriters' fee, but before deducting the expenses of the Offering (estimated to be approximately

\$250,000). The Company intends to use the net proceeds from the Offering as set out in the table below:

Expansion of Medical Services Division	\$3,000,000
Phase 2 and 3 improvements and product expansion	\$3,000,000
Expansion of cultivation capacity at Falkland Facility	\$750,000
Purchase of Fort Erie Facility	\$2,266,000
Purchase of biomass for Fort Erie Facility and Falkland Facility	\$1,000,000
Extraction-related equipment	\$1,200,000
General and Administrative Expenses	\$2,000,000
Working Capital	\$782,360
Total	\$13,998,360

Although the Issuer intends to use the proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments or unforeseen events. There can be no assurances that the above objectives will be completed. See "Risk Factors – The Company has discretion in the use of net proceeds" in the Issuer's Preliminary Short Form Prospectus filed on www.sedar.com on April 16, 2019 (the "**Prospectus**").

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A.
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: N/A.
10. 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 offering (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)

Cormark Securities Inc.
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2800
Toronto, Ontario M5J 2J2

PI Financial Corp.
1900-666 Burrard Street
Vancouver, British Columbia V6C 3N1

Canaccord Genuity Corp.
609 Granville Street, Suite 2100
Vancouver, British Columbia V7Y 1H2

Desjardins Securities Inc.
25 York Street, Suite 1000
Toronto, Ontario M5J 2V5

- (b) Cash: A cash fee equal to 7% of the gross proceeds under the Offering will be payable to the underwriters.
 - (c) Securities: The number of broker warrants equal to 7% of the Units sold under the Offering will be issuable to the underwriters. Each broker warrant entitles the holder to purchase one Unit for a period of 36 months following the closing date.
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. See Section 10(c) above.
 - (f) Exercise price of any options, warrants etc. \$0.53.
11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: No underwriter is a Related Person of the Issuer.
12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Units are being offered pursuant to an underwriting agreement between the underwriters and the Issuer, pursuant to which the underwriters have agreed to purchase 28,400,000 Units with an over-allotment option to acquire an additional 4,260,000 Units. See "Plan of Distribution" in the Prospectus for further details.

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. Please refer to the Prospectus for full details of the Offering.

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 on behalf of the Issuer.
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 8 Notice of Proposed Prospectus Offering is true.

Dated April 18th, 2019.

Elizabeth Thomas
Name of Director or Senior
Officer

"Signed" Elizabeth Thomas
Signature

Corporate Secretary
Official Capacity