

## FORM 8

### NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Harvest Health & Recreation Inc.(the “**Issuer**”).

Trading Symbol: HARV

Date: October 22, 2020

Is this an updating or amending Notice: ☐Yes ☒No

If yes provide date(s) of prior Notices:\_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:  
1,761,874.03 multiple voting shares; 189,874,453 subordinate voting shares; 2,000,000  
super voting shares.

Date of News Release Announcing Proposed Prospectus Offering: October 21, 2020.  
(or provide explanation if news release not disseminated yet and expected date or  
circumstances that are expected to trigger news release dissemination)

#### 1. Prospectus Offering

##### 1. Description of securities to be issued:

(a) Class: Units (“**Units**”), with each Unit consisting of one subordinate voting share (a “**Unit Share**”) and one-half of one share purchase warrant (a “**Warrant**”).

(b) Number: 17,699,200 Units, plus any securities issued pursuant to the Underwriters’ (as defined below) Over-Allotment Option (as defined below).

The Issuer has granted the Underwriters an over-allotment option (the “**Over-Allotment Option**”), exercisable, in whole or in part, at any time not later than the 30th day following the closing of the Offering, to purchase up to an additional 15% of the Offering at the Offering Price (as defined below).

(c) Price per security: \$2.26 per Unit (the “**Offering Price**”). All figures in this Form 8 are in Canadian dollars unless otherwise stated.

(d) Voting rights: One vote per Unit Share.

2. Provide details of the net proceeds to the Issuer as follows:
  - (a) Per security: \$2.14.
  - (b) Aggregate proceeds: 37,800,181.44 (net proceeds) before deducting expenses of the Offering. If the Over-Allotment Option is exercised in full, the net proceeds to the Issuer will be \$43,470,000.
3. Provide description of any Warrants (or options) including:
  - (a) Number: 8,849,600 Warrants, plus up to 1,327,440 Warrants issued pursuant to the full exercise of the Over-Allotment Option.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 8,849,600 subordinate voting shares, plus up to 1,327,440 subordinate voting shares issued pursuant to the full exercise of the Over-Allotment Option (the "**Warrant Shares**").
  - (c) Exercise price: \$3.05 per Warrant Share.
  - (d) Expiry date: 30 months from the closing date of the Offering.
  - (e) Other significant terms: None
4. Provide the following information if debt securities are to be issued: N/A
  - (a) Aggregate principal amount \_\_\_\_\_ .
  - (b) Maturity date \_\_\_\_\_ .
  - (c) Interest rate \_\_\_\_\_ .
  - (d) Conversion terms \_\_\_\_\_ .
  - (e) Default provisions \_\_\_\_\_ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 1,761,874.03 multiple voting shares; 189,874,453 subordinate voting shares; 2,000,000 super voting shares.
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: Working capital and general corporate purposes.

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: Cash on hand.
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):  
  
Eight Capital, 100 Adelaide St. W., 29th Fl., Toronto, ON, M5C 2V9  
  
Canaccord Genuity Corp., 161 Bay Street, Suite 300, Toronto, ON M5J 2S1  
  
ATB Capital Markets Inc., 66 Wellington Street West, Suite 3530, Toronto, ON M5K 1A1  
  
Beacon Securities Ltd., 66 Wellington Street West, Suite 4050, Toronto, ON M5K 1H1  
  
(collectively, the "**Underwriters**").
  - (b) Cash: 5.5% of the gross proceeds of the Offering.
  - (c) Securities: That number of compensation warrants equal to 5.5% of the number of Units ("**Compensation Warrants**"), exercisable into one Unit and issuable on the closing of the Offering.
  - (d) Other: N/A
  - (e) Expiry date of any options, warrants etc.: The Compensation Warrants expire 30 months from the closing of the Offering.
  - (f) Exercise price of any options, warrants etc.: Each Compensation Warrant will be exercisable into one Unit at the Offering Price.
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: N/A.


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 securities are being issued pursuant to an underwriting agreement to be entered into between the Issuer and the Underwriters, a copy of which will be posted on SEDAR.
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. The Underwriting Agreement will be posted on SEDAR.

## 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 October 22, 2020.

Steve White  
\_\_\_\_\_  
Name of Director or Senior  
Officer  
  
\_\_\_\_\_  
Signature  
  
Chief Executive Officer  
\_\_\_\_\_  
Official Capacity