

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

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

Date: October 8, 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 Issuance: 473,718,024.

Pricing

Date of news release announcing proposed issuance: August 5, 2020 and October 7, 2020 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$.105 or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 15,838,982

Issued and outstanding securities following issuance: 489,557,006.

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to

listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: _____ .
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
- (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. 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 placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship ____
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
_____ .
11. State whether the private placement will result in a change of control.
_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: All of the issued out outstanding securities of Opticann, Inc. ("Opticann").

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: The Issuer and the securityholders of Opticann (the "Vendors") entered into a purchase agreement dated October 6, 2020, pursuant to which the Issuer acquired all of the issued and outstanding securities of Opticann. As consideration for the acquisition of Opticann, the Issuer issued common shares in the capital of the Company ("Common Shares") and securities of a subsidiary of the Issuer ("Subco") that are exchangeable for Common Shares pursuant to an exchange rights agreement entered into between the Issuer and the Vendors (the "Exchange Rights Agreement").

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: For the Common Shares issued on closing, the aggregate consideration is \$2,375,847.30.
 - (b) Cash: Nil.
 - (c) Securities (including options, warrants etc.) and dollar value:
 1. 15,838,982 Common Shares;
 2. 7,919,493 warrants of Subco (the "First Warrants"), exercisable for exchangeable shares of Subco (the "Class A Exchangeable Shares"), with each of the First Warrants exercisable at a price of \$0.20 per Class A Exchangeable Share for a period of twenty-four months following the closing date;
 3. 3,511,111 warrants of Subco (the "Second Warrants") exercisable for Class A Exchangeable Shares, with each Second Warrant exercisable at a price of \$0.30 per Class A

Exchangeable Share for a period of thirty-six months following the closing date;

4. 100,000,000 class B exchangeable shares of Subco ("Milestone Shares"), exchangeable for Common Shares on a 1:1 basis in accordance with the Exchange Rights Agreement upon certain earnout milestones being achieved and subject to cancellation if such earnout milestones are not achieved; and
5. The Company has also agreed to pay additional consideration on certain conditional events being met, such payment to be determinable at the time such events occur and will be satisfied in the form of Common Shares.

(d) Other: N/A.

(e) Expiry date of options, warrants, etc. if any: The First Warrants expire 24 months following the closing date of the transaction. The Second Warrants expire 36 months following the closing date of the transaction.

(f) Exercise price of options, warrants, etc. if any: The exercise price of each First Warrant is \$0.20. and the exercise price of each Second Warrant is \$0.30. The Class A Exchangeable Shares issued upon exercise of the First Warrants and Second Warrants and the Milestone Shares are exchangeable for Common Shares on a 1:1 basis for no additional consideration, subject to the terms of the Exchange Rights Agreement.

(g) Work commitments: N/A.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was determined through arm's-length negotiation. The participation in the transaction of Peter Kampian, the Vice President of Finance and a consultant of the Issuer and an executive officer of one of the Vendors, may constitute a related party transaction under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"), but is otherwise exempt from (i) the formal valuation requirements of Section 5.4 of MI 61-101 by virtue of Subsection 5.5(a) of MI 61-101, and (ii) the minority shareholder approval requirements of Section 5.6 of MI 61-101 by virtue of Subsection 5.7(1)(a) of MI 61-101, on the basis that at the time of completion of the transaction the fair market value of the consideration provided to the corporation in which Peter Kampian is an executive officer did not exceed an amount equal to 25% of the Company's market capitalization at such time.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A.
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer⁽¹⁾
10495891 Canada Inc.	791,949	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Jamie Mintzberg	250,006	CND\$0.15	N/A	Section 2.12 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Collinsco Inc.	512,294	CND\$0.15	N/A	OSC Rule 72-503 Section 2.3	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Mark Diamond	375,009	CND\$0.15	N/A	Section 2.12 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Geocann LLC	436,689	CND\$0.15	N/A	OSC Rule 72-503 Section 2.3	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Athena Anegada Corporation	1,765,041	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Ori Sher	808,592	CND\$0.15	N/A	Section 2.12 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
NQC Investment Corporation	7,608,468	CND\$0.15	N/A	Section 2.3 of National Instrument 46-	Less than 10% of the Issuer's outstanding	Non-Related Person

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				106	common shares	
Roger Lam	487,434	CND\$0.15	N/A	Section 2.12 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
10495891 Canada Inc.	841,050	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Dube Family Trust	420,525	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
Edge Financial Consulting Services Corp. (Peter Kampian)	140,175	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Related Person
CR Niagara Holdings Ltd.	560,700	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person
12237237 Canada Inc.	841,050	CND\$0.15	N/A	Section 2.3 of National Instrument 46-106	Less than 10% of the Issuer's outstanding common shares	Non-Related Person

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Legal due diligence.
8. 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 acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and 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) Securities N/A.
 - (d) Other N/A.

- (e) Expiry date of any options, warrants etc. N/A.
 - (f) Exercise price of any options, warrants etc. N/A.
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- 9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.
 - 10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. No.

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 not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 8, 2020.

Elizabeth Thomas
Name of Director or Senior
Officer

(Signed) Elizabeth Thomas
Signature

Corporate Secretary
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.