

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: 4Front Ventures Corp. (the "Issuer").

Trading Symbol: FFNT

Date: November 6, 2019

### 1. New Options Granted:

Date of Grant: November 6, 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
Employee (E-64)	Employee	No	188	\$64.00	2024-11-06	nil

Total number of optioned shares proposed for acceptance: 188 Options to Purchase 188 Proportionate Voting Shares (PVS) for an aggregate total of 15,040 Options to purchase Subordinate Voting Shares (SVS) on an as-converted to SVS basis (as one PVS is convertible to 80 SVS)

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Directors <sup>(2)</sup> (x2)	15,000 PVS	\$64.00	2019-11-01	2024-11-01
<b>Sub-Total PVS</b>	<b>15,000</b> (Converts to 1,200,000 SVS)			
Director <sup>(2)</sup>	500,000 SVS	\$1.00	2019-08-22	2024-08-22
Directors/Officers <sup>(2)</sup> (x7)	63,125 PVS	\$80.00	2019-08-22	2024-08-22
Consultants (x2)	21,250 PVS	\$80.00	2019-08-22	2024-08-22
Directors/Officers <sup>(2)</sup> (x2)	15,000 PVS	\$64.00	2019-08-22	2024-08-22
Consultants (x1)	3,750 PVS	\$64.00	2019-08-22	2024-08-22
Employees (x58)	86,549 PVS	\$64.00	2019-08-22	2024-08-22

<b>Sub-Total SVS</b>	<b>500,000</b>			
<b>Sub-Total PVS</b>	<b>189,674</b> (Converts to 15,173,920 SVS)			
Directors/Officers <sup>(2)</sup> (x5)	66,881 PVS <sup>(3)</sup>	\$0.10 <sup>(3)</sup>	2019-07-31	2024-09-16
Employees (x7)	18,016 PVS <sup>(3)</sup>	\$0.10 <sup>(3)</sup>	2019-07-31	2024-09-16
<b>Sub-Total PVS</b>	<b>84,897</b> (Converts to 6,791,760 SVS)			
Director (x1) <sup>(2)</sup>	800,000	\$1.50	2019-06-17	2024-06-17
Directors/Officers (x4) <sup>(2)</sup>	1,200,000	\$1.50	2019-06-12	2024-06-12
Consultants (x27)	1,665,000	\$1.50	2019-06-12	2024-06-12
Employees (x4)	465,000	\$1.50	2019-06-12	2024-06-12
Directors/Officers (x3) <sup>(2)</sup>	1,000,000	\$1.00	2018-10-05	2023-10-05
Consultants (x8)	675,000	\$1.00	2018-10-05	2023-10-05
Employees (x3)	300,000	\$1.00	2018-10-05	2023-10-05
Directors/Officers (x7) <sup>(2)</sup>	5,900,000	\$1.00	2017-12-11	2022-12-11
Consultants (x23)	4,550,000	\$1.00	2017-12-11	2022-12-11
Employees (x2)	350,000	\$1.00	2017-12-11	2022-12-11
Advisors (x1)	150,000	\$1.00	2017-12-11	2022-12-11
<b>Sub-Total SVS</b>	<b>17,055,000</b>			
<b>Outstanding SVS Options</b>	<b>40,720,680</b>			

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

(2) Details for the directors and officers are available on [www.sedi.ca](http://www.sedi.ca).

(3) The \$0.10 options are replacement options for equivalent options previously granted to certain 4Front Holdings LLC founders in 2014 and 2015. These option holders received replacement options as opposed to Proportionate Voting Shares upon completion of the business combination.

### 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.

*Stock option plan was approved by shareholders as part of the plan of amalgamation pursuant to the business combination agreement dated March 1, 2019, as amended, between 4Front Ventures Corp. and Cannex Capital Holdings Inc.*

- (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.

*125,163,250 Subordinate Voting Shares, 5,055,147 Proportionate Voting Shares, 1,276,208 Multiple Voting Shares = 530,851,218 Total Outstanding Shares (as converted to Subordinate Voting Shares)*

- (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.

*7.67% on an as-converted to Subordinate Voting Share basis*

- (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.

*12,349,401 on an as-converted to Subordinate Voting Share basis*

- (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: November 6, 2019

Brad Kotansky  
Name of Director or Senior Officer

"Brad Kotansky"  
Signature

CFO  
Official Capacity