

Harvest Health & Recreation Inc. Announces Settlement with Minority Owners of Interurban Capital Group

PHOENIX, November 20, 2020 -- [Harvest Health & Recreation Inc.](#) (“Harvest”) (CSE: HARV, OTCQX: HRVSF), a vertically integrated cannabis company and multi-state operator in the U.S., is pleased to announce the settlement of its dispute with a small group of the previous owners of Interurban Capital Group (“ICG”).

On March 13, 2020, Harvest completed a merger with Interurban Capital Group, LLC for approximately US\$85.8 million payable by issuance of 309,452 of Harvest’s Multiple Voting Shares, assumption of approximately \$19.1 million of debt convertible into 205,594 Multiple Voting Shares and payment of an additional \$9.3 million upon exercise of a call option agreement to acquire controlling interests in five Washington cannabis dispensaries or alternatively \$12.4 million to acquire substantially all of the assets of these dispensaries. On April 3, 2020, Harvest commenced litigation proceedings against the Washington dispensaries and a small group of the previous owners of ICG to enforce terms of service agreements and the call option agreements.

Settlement talks resulted in a mutually agreeable resolution for all parties. In accordance with the terms of a binding settlement agreement, Harvest will cancel a total of 42,378.4 Multiple Voting Shares issued to the small group of previous owners of ICG (equivalent to 4,237,840 Subordinate Voting Shares on an as-converted basis). Harvest will also receive a \$12 million secured promissory note with 7.5% interest and five-year maturity. The settlement includes cancellation of the service agreements and call option agreements for the Washington retail locations. The settlement agreement is subject to the parties entering into definitive agreements as set forth in the settlement agreement and applicable state regulatory approval.

“We are pleased to settle this dispute and move forward,” said Chief Executive Officer Steve White. “We are very excited to continue to focus on our core business operations as we execute on our plan to return to profitability.”

About Harvest Health & Recreation Inc.

Headquartered in Tempe, Arizona, Harvest Health & Recreation Inc. is a vertically integrated cannabis company and multi-state operator. Since 2011, Harvest has been committed to expanding its retail and wholesale presence throughout the U.S., acquiring, manufacturing, and selling cannabis products for patients and consumers in addition to providing services to retail dispensaries. Through organic license wins, service agreements, and targeted acquisitions, Harvest has assembled an operational footprint spanning multiple states in the U.S. Harvest’s mission is to improve lives through the goodness of cannabis. We hope you’ll join us on our journey: <https://harvesthoc.com>

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Forward-looking Statements

This press release contains statements which constitute "forward-looking information" within the meaning of Canadian and U.S. securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Harvest with respect to future business activities. Forward-looking information is often identified by the words "may," "would," "could," "should," "will," "intend," "plan," "anticipate," "believe," "estimate," "expect" or similar expressions and include information regarding: (i) expectations regarding the size of the U.S. cannabis market, (ii) the ability of Harvest to successfully achieve its business objectives, (iii) plans for expansion of Harvest, and (iv) expectations for other economic, business, and/or competitive factors. Investors are cautioned that forward-looking information is not based on historical facts but instead reflects Harvest management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Harvest believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the effects of the weather, natural disasters, and health pandemics, including the novel coronavirus (COVID-19), on customer demand, Harvest's supply chain as well as its consolidated results of operation, financial position and cash flows, the ability of Harvest to develop Harvest's brand and meet its revenue, growth and profitability objectives, the ability of Harvest to locate and execute acquisitions of companies, properties or assets that are accretive to its revenue and business objectives, the ability of Harvest to obtain and/or maintain licenses or other contractual rights to operate in the jurisdictions in which it operates or in which it expects or plans to operate; changes in general economic, business and political conditions, including changes in the financial markets; and in particular in the ability of Harvest to raise debt and equity capital in the amounts needed and at the costs that it expects; adverse changes in the public perception of cannabis; decreases in the prevailing prices for cannabis and cannabis products in the markets that Harvest operates in; adverse changes in applicable laws; or adverse changes in the application or enforcement of current laws, including those related to taxation; and increasing costs of compliance with extensive government regulation. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods. Although Harvest has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking information contained in this press release is based on Harvest's current estimates, expectations

and projections, which Harvest believes are reasonable as of the current date. Harvest can give no assurance that these estimates, expectations and projections will prove to have been correct. You should not place undue reliance on forward-looking statements, which are based on the information available as of the date of this press release. Forward-looking statements contained in this press release are made of the date of this press release and, except as required by applicable law, Harvest assumes no obligation to update or revise them to reflect new events or circumstances. Historical statements contained in this press release regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by Harvest. In particular historical results should not be taken as a representation that such trends will be replicated in the future. No statement in this press release is intended to be a profit forecast. While the information contained herein is believed to be accurate, Harvest, its affiliates, and their respective stockholders, members, partners, directors, managers, officers, employees, agents, advisors, and other representatives each expressly disclaims any and all liability for representations, expressed or implied, contained in or omitted from this press release or any other written or oral communications transmitted to any interested party in the course of its evaluation of Harvest. Nothing contained herein is or shall be relied upon as a promise or representation by Harvest or their affiliates or any of their respective stockholders, members, partners, directors, managers, officers, employees, agents, advisors, or other representatives as to the past or future performance of Harvest. Only those particular representations and warranties made by Harvest in a written definitive agreement, when and if one is executed, and subject to such limitations and restrictions as may be specified in such agreement, shall have any legal effect.

This forward-looking information may be affected by risks and uncertainties in the business of Harvest and market conditions. Please see the heading “Risk Factors” in our Canadian filings, and the heading “Item 1A. Risk Factors” in our Form 10, filed with the U.S. Securities and Exchange Commission on November 5, 2020, as well as our subsequent filings in the United States and Canada, for a discussion of material risk factors that could cause actual results to differ materially from the forward-looking information. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Harvest has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Harvest does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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