

FORM 13

NOTICE OF AMENDMENT OF WARRANT TERMS

Name of Listed Issuer: Harvest Heath & Recreation Inc. (the "Issuer").

Trading Symbol: HARV (warrants are not listed)

Date: June 30, 2021

Date of Press Release announcing amendment: June 30, 2021

Closing price of underlying shares on the day prior to the announcement: \$5.18

Closing price of underlying shares at the time of issuance: C\$10.72, C\$3.08, C\$1.88 and C\$3.66

1. Current terms of warrants to be amended:

| Date Issued | Issue Price | Exercise Price | Market Price of underlying shares | Number of Warrants | Expiry Date | Percentage of Warrant class held by Insiders |
|--------------------|--------------------|-----------------------|--|---------------------------|--------------------|---|
| May 10, 2019 | n/a | C\$18.17 | C\$10.72 | 3,502,666 | May 10, 2022 | none |
| December 20, 2019 | n/a | C\$3.66 | C\$3.08 | 2,289,000 | December 20, 2022 | none |
| October 28, 2020 | n/a | C\$3.05 | C\$1.88 | 10,736,777 | April 28, 2023 | none |
| December 30, 2020 | n/a | C\$3.66 | C\$2.70 | 81,163 | December 30, 2025 | none |

The unlisted warrants are being amended to reflect the exercise price of such warrants in U.S. dollars. No other terms of the warrants were changed. The US dollar exercise price was determined using the US dollar exchange rate published by the Bank of Canada on the original date of issuance of each of the warrants.

The warrants were originally issued in May 2019 in connection with a private placement of convertible debt, December 2019 in connection with a private placement of senior secured debt, October 2020 in connection with a bought deal offering, and December 2020 in connection with a private transaction with an investor.

Pursuant to Policy 6, Section 7.4, Amendments are permitted provided that:

listed Issuers must obtain appropriate corporate approvals prior to any change, modification or amendment of outstanding warrants or other convertible securities (including non-listed securities). The amendment of the terms of a warrant (or other security) may be considered to be the distribution of a new security under securities laws and require exemptions from legislative requirements. Furthermore, the amendment of the terms of a security held by an insider or a related party may be considered to be a related party transaction under Multilateral Instrument 61-101 and require exemptions from provisions of that rule. Issuers should consult legal counsel before amending the terms of a security.

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 Policy 1).
4. All of the information in this Form 13 Notice of Amendment of Warrant Terms is true.

Dated June 30, 2021.

Deborah Keeley

Name of Director or Senior
Officer

/s/ Deborah Keeley

Signature

Chief Financial Officer

Official Capacity