HERITAGE CANNABIS HOLDINGS CORP.

January 26, 2021

Canadian Securities Exchange
220 Bay Street, 9th Floor
Toronto, Ontario
M5J 2W4

Dear Sirs/Mesdames:

Re: Heritage Cannabis Holdings Corp. (the "Company")

Pursuant to Section 3.3 of Policy 6 of the Canadian Securities Exchange and as outlined in the Company's Form 9 – *Notice of Proposed Issuance of Listed Securities* dated January 26, 2021 (the "**Form 9**"), we advise as follows:

1) the Company has completed the acquisition as contemplated by the acquisition agreement dated December 22, 2020 as described in the Form 9; and

2) the Company has issued 150,000,0000 common shares of the Company at a price of $0.14 per common share to the shareholders of Premium 5 Ltd., as the aggregate consideration payable under the acquisition agreement dated December 22, 2020.

Yours very truly,

HERITAGE CANNABIS HOLDINGS CORP.

(Signed) "Umar Syed"
Umar Syed
Corporate Secretary