

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Heritage Cannabis Holdings Corp. (the “**Issuer**”).

Trading Symbol: CANN

Date: Feb 15, 2019

1. New Options Granted:

Date of Grant: February 8, 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
Clint Sharples	Director	Y	500,000	\$0.34	Feb 8, 2024	780,500
Dan Phaure	Officer	Y	500,000	\$0.34	Feb 8, 2024	800,000
Erin Prohaska	Officer	Y	500,000	\$0.34	Feb 8, 2024	500,000
Donald Ziraldo	Chairman	Y	500,000	\$0.34	Feb 8, 2024	500,000
Debra Senger	Director	Y	250,000	\$0.34	Feb 8, 2024	250,000
Graeme Staley	Director	Y	250,000	\$0.34	Feb 8, 2024	250,000
Celine Arenault	Director	Y	250,000	\$0.34	Feb 8, 2024	250,000
Chris Spooner	Consultant	N	250,000	\$0.34	Feb 8, 2024	250,000
Gary Whitaker	Employee	N	175,000	\$0.34	Feb 8, 2024	175,000
Elizabeth Thomas	Officer	Y	200,000	\$0.34	Feb 8, 2024	200,000
Michael Tkautz	Consultant	N	75,000	\$0.34	Feb 8, 2024	75,000
Andrew Prowse	Consultant	N	150,000	\$0.34	Feb 8, 2024	150,000
Nicole Kolipinski	Employee	N	50,000	\$0.34	Feb 8, 2024	50,000
Cyndi McLean	Employee	N	75,000	\$0.34	Feb 8, 2024	75,000
Jon Pounder	Employee	N	75,000	\$0.34	Feb 8, 2024	75,000
Phil Senger	Employee	N	75,000	\$0.34	Feb 8, 2024	75,000
Greg Salloumn	Consultant	N	200,000	\$0.34	Feb 8, 2024	200,000
Peter Yuzek	Employee	N	200,000	\$0.34	Feb 8, 2024	200,000
Jasmine Paige	Consultant	N	75,000	\$0.34	Feb 8, 2024	75,000
Justin Dixon	Employee	N	75,000	\$0.34	Feb 8, 2024	75,000
Becky Loverock	Employee	N	50,000	\$0.34	Feb 8, 2024	50,000
Robin Steg	Employee	N	75,000	\$0.34	Feb 8, 2024	75,000

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Solo Kaleikini	Employee	N	150,000	\$0.34	Feb 8, 2024	150,000
Glenn Garland	Consultant	N	50,000	\$0.34	Feb 8, 2024	50,000
Kristina Khersonski	Consultant	N	50,000	\$0.34	Feb 8, 2024	50,000
Hybrid Financial	Consultant	N	500,000	\$0.34	Feb 8, 2024	500,000
Stanley Park Digital	Consultant	N	200,000	\$0.34	Feb 8, 2024	200,000

Total Number of optioned shares proposed for acceptance: 5,500,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Surinder Bal	500,000	\$0.35	April 30, 2018	April 30, 2023
Fraser Campbell	500,000	\$0.35	April 30, 2018	April 30, 2023
Terry Vaudry GLE Group	250,000	\$0.35	April 30, 2018	April 30, 2023
Fraser Campbell	300,000	\$0.54	March 19, 2018	March 19, 2023
Jagdip Bal	280,500	\$0.54	March 19, 2018	March 19, 2023
Clint Sharples	280,500	\$0.54	March 19, 2018	March 19, 2023
Debra Senger	2,000,000	\$0.10	Aug 16, 2017	Aug 16, 2022
Brad Culver	200,000	\$0.14	Nov 15, 2017	Nov 15, 2022
Gary Whitaker	200,000	\$0.14	Nov 15, 2017	Nov 15, 2022
Seth Allen	80,000	\$0.14	Nov 15, 2017	Nov 15, 2022
Jagdip Bal	250,000	\$0.59	Jan 22, 2018	Jan 22, 2023
Michele Cadero	100,000	\$0.59	Jan 22, 2018	Jan 22, 2023
Bob Simmonds	100,000	\$0.59	Jan 22, 2018	Jan 22, 2023
Jatinder Bal	100,000	\$0.59	Jan 22, 2018	Jan 22, 2023
GLE Brands Canada	150,000	\$0.59	Jan 22, 2018	Jan 22, 2023
Total	5,291,000			

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

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.

The Issuer's rolling stock option plan was approved by shareholders of the Issuer at the annual general meeting held on August 10, 2018

- (b) State the date of the news release announcing the grant of options.

February 8, 2019

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

408,915,484

- (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.

2.64% on a undiluted 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.

10,791,000

- (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.

\$0.25

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

The Company completed an AIF and Short Form Prospectus. Also the Company acquired Purfarma Solutions Inc. and Cannacure Corp.

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 February 15, 2019.

Clint Sharples
Name of Director or Senior
Officer



Signature

President, CEO
Official Capacity