

LINEAGE GROW COMPANY LTD.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT a special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (the “**Common Shares**”) of Lineage Grow Company Ltd. (“**Lineage**” or the “**Corporation**”) will be held at the offices of Fogler, Rubinoff LLP, Suite 3000, 77 King Street West, TD North Tower, Toronto, Ontario M5K 1G8 on May 16, 2019 at 11:00 a.m. (Toronto time) for the following purposes:

1. to consider and, if thought advisable, approve with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular (the “**Circular**”), to authorize and approve an amendment of the articles of Lineage to create a class of special shares, issuable in series, the first series to consist of up to 45,000,000 special shares designated as Series A Special Shares, the second series to consist of up to 12,000,000 special shares designated as Series B Special Shares, and the third series to consist of up to 15,000,000 special shares designated as Series C Special Shares (the “**Stock Dividend Amendment Resolution**”);
2. to consider and, if thought advisable, approve with or without variation, a special resolution, the full text of which is set forth in the Circular (the “**Merger Amendment Resolution**”), to authorize and approve:
 - (a) a transaction (the “**Transaction**”) between, inter alia, the Corporation and FLRish, Inc. (“**FLRish**”) pursuant to which, among other things, the security holders of FLRish will complete a reverse take-over of Lineage, and the listing for trading of the Subordinate Voting Shares of the issuer resulting from the Transaction (the “**Resulting Issuer**”) on the Canadian Securities Exchange, and pursuant to which the Lineage Shareholders will receive, upon completion of the Transaction, Subordinate Voting Shares; and
 - (b) amendments to the articles of Lineage to (i) consolidate the Common Shares on a 41.82 to one basis (the “**Consolidation**”); (ii) amend the rights and restrictions of the existing class of Common Shares in the capital of Lineage on a post-Consolidation basis and reclassify such class as subordinate voting shares (the “**Subordinate Voting Shares**”); (iii) create a class of multiple voting shares (the “**Multiple Voting Shares**”); and (iv) change the name of the Corporation to “Harborside, Inc.” or such other name as FLRish and the Corporation may approve and acceptable to the regulatory authorities (the “**Name Change**”);

provided that the foregoing amendments to the Articles of Lineage will be implemented only in the event that all conditions to the Transaction have been satisfied or waived (other than conditions that may be or are intended to be satisfied only after the Transaction is completed);
3. to consider and, if thought advisable, approve with or without variation, a special resolution, the full text of which is set forth in the Circular, to set the number of directors of the Corporation at seven (the “**Resulting Issuer Board Number Resolution**”), to be implemented only in the event that the Transaction is completed;
4. to consider and, if thought advisable, approve with or without variation, a special resolution, the full text of which is set forth in the Circular, to authorize the directors of Lineage to set the number of directors of the Corporation between the minimum and maximum provided in the articles (the “**Board Size Authorizing Resolution**”);

5. to elect, conditional on and effective following the closing of the Transaction, Peter Bilodeau, Matthew K. Hawkins, Andrew Berman, Tracy Geldert, Adam Szweras, Sherri Altshuler and Nayir Munoz as directors of the Resulting Issuer as set out in the Circular (the “**Resulting Issuer Directors Election Resolution**”), to take effect only in the event that the Transaction is completed;
6. to consider and, if thought advisable, approve with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, to authorize and approve the adoption of a new equity incentive plan of the Resulting Issuer (the “**Resulting Issuer Equity Incentive Plan Resolution**”), to be implemented only in the event that the Transaction is completed;
7. to consider and, if thought advisable, approve with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, to authorize and approve the adoption of a new By-law of the Corporation which includes an advance notice provision (the “**New By-law Resolution**”);
8. to consider and, if thought advisable, approve with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, to authorize and approve the adoption of a shareholder rights plan of the Resulting Issuer (the “**Resulting Issuer Rights Plan Resolution**”), to be implemented only in the event that the Transaction is completed; and
9. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Each of the Stock Dividend Amendment Resolution, the Merger Amendment Resolution and the Board Size Authorizing Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present in person or represented by proxy at the Meeting. Each of the Resulting Issuer Board Number Resolution, the Resulting Issuer Director Election Resolution, the Resulting Issuer Equity Incentive Plan Resolution, the By-law Resolution and the Resulting Issuer Rights Plan Resolution must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting. In addition, the Merger Amendment Resolution will be used to approve a “restricted security reorganization” pursuant to National Instrument 41-101 *General Prospectus Requirements* and Ontario Securities Commission Rule 56-501 *Restricted Shares* (the “**Restricted Share Rules**”). The Restricted Share Rules require that a restricted security reorganization receive prior majority approval of the securityholders of the Corporation in accordance with applicable law, excluding any votes attaching to securities held, directly or indirectly, by affiliates of the Corporation or control persons of the Corporation. To the knowledge of management of the Corporation, no shareholder of Lineage is an affiliate or a control person of Lineage. However, Lineage has requested that its directors and officers, FMICA and certain of their affiliates refrain from voting their Common Shares on the Merger Amendment Resolution, and therefore a total of 8,639,875 Common Shares will be excluded from voting on the Merger Amendment Resolution.

The Transaction will be completed pursuant to the merger agreement between Lineage, Lineage Merger Sub Inc. (“**Lineage Subco**”) and FLRish dated as of February 8, 2019, as may be amended from time to time (the “**Definitive Agreement**”). A copy of Definitive Agreement will be available under Lineage’s profile on SEDAR at www.sedar.com. A description of the Transaction, FLRish, Lineage and the Resulting Issuer will be set out in a CSE Form 2A Listing Statement to be filed on SEDAR at www.sedar.com prior to the Meeting (the “**Listing Statement**”) which Listing Statement is incorporated by reference in the Circular. Shareholders are urged to review the Listing Statement before voting on the matters to be transacted at the Meeting.

This notice of Meeting is accompanied by: (a) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders; and (b) a letter of transmittal for Shareholders to exchange their Common Shares for Subordinate Voting Shares upon completion of the Transaction. **The Circular is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof was March 18, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be received by the Corporation’s transfer agent, Odyssey Trust Company (“**Odyssey**”) by no later than 11:00 a.m. (Toronto time) on May 14, 2019 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

NOTICE-AND-ACCESS

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as information circulars and annual financial statements, (collectively, the “**Proxy-Related Materials**”) online, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Listing Statement to be filed on SEDAR prior to the Meeting (the “**Listing Statement**”) and the Circular may be found on the Corporation’s SEDAR profile at www.sedar.com and also on the Corporation’s website at www.lineagegrow.com under “News”. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using the Notice-and-Access Provisions for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can

call the Corporation's transfer agent Odyssey toll-free at 1-888-290-1175 or outside Canada and U.S. 1-587-885-0960. Shareholders may also obtain paper copies of the Circular and Listing Statement free of charge by contacting Odyssey toll-free at 1-888-290-1175 or outside Canada and U.S. call 1-587-885-0960; or visit www.odysseycontact.com or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Odyssey, as applicable, by Monday, May 6, 2019, in order to allow sufficient time for Shareholders to receive the paper copies, and to return their proxies to Odyssey, or voting instruction forms to intermediaries, in each case before 11:00 a.m. (Toronto time) on May 14, 2019, or the time that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

FORM OF PROXY FOR REGISTERED SHAREHOLDERS

Completed proxies, for registered Shareholders, must be returned to Odyssey, the Corporation's transfer agent, (i) by mail c/o Proxy Department, 1717, 25 Adelaide St E, Toronto, ON M5C 3A1; or (ii) via the Internet at <https://odysseytrust.com/Transfer-Agent/Login> by 11:00 a.m. (Toronto time) on May 14, 2019, or, or the time that is not later than the Proxy Deadline.

VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS

Non-registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of common shares beneficially owned by the non-registered Shareholder but which is otherwise not completed.

Non-registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A non-registered Shareholder wishing to attend and vote at the Meeting in person should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the non-registered Shareholder's name in the space provided.

DATED April 9, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Peter Bilodeau"
Peter Bilodeau

Director and Chief Executive Officer