

## LINEAGE GROW COMPANY LTD.

### NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

#### SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 16, 2019

You are receiving this notification because Lineage Grow Company Ltd. (the “**Corporation**”) has decided to use the notice and access model (“**Notice and Access**”) for the delivery of meeting materials to its shareholders in respect of its special meeting of shareholders to be held on May 16, 2019 (the “**Meeting**”).

Under Notice and Access, shareholders receive a proxy or voting instruction form (“**VIF**”), as applicable, enabling them to vote at the Meeting. However, instead of receiving paper copies of the Corporation’s notice of special meeting of shareholders and management information circular and the Corporation’s listing statement in Canadian Securities Exchange Form 2A (collectively, the “**Meeting Materials**”), shareholders receive this notice with information on how they may access the Meeting Materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation’s printing and mailing costs.

#### MEETING DATE AND LOCATION

**When:** Thursday, May 16, 2019  
11:00 a.m. (Toronto time)

**Where:** 77 King Street West  
Suite 3000  
Toronto, ON M5K 1G8

#### SHAREHOLDERS WILL BE ASKED TO VOTE ON THE FOLLOWING MATTERS:

- **Approve Stock Dividend Articles of Amendment:** To approve a special resolution to authorize and approve an amendment of the articles of Lineage to create a class of special shares, issuable in series. See the section entitled “**Particulars of Matters to be Acted Upon – Stock Dividend Amendment Resolution**” in the information circular.
- **Approve Merger Articles of Amendment:** To approve a special resolution to authorize and approve an amendment of the articles of Lineage to (i) consolidate the Lineage common shares on a 41.82 to one basis; (ii) amend the rights and restrictions of the existing class of Lineage common shares on a post-consolidation basis and reclassify such class as subordinate voting shares; (iii) create a class of 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; and (iv) approve the reverse take-over transaction (the "**Transaction**") between Lineage and FLRish, Inc. See the section entitled “**Particulars of Matters to be Acted Upon – Merger Amendment Resolution**” in the information circular.
- **Set Number of Resulting Issuer Directors:** To approve a special resolution to set the number of the directors for Lineage as the resulting issuer on completion of the Transaction (the "**Resulting Issuer**"). See the section entitled “**Particulars of Matters to be Acted Upon – Resulting Issuer Board Number Resolution**” in the information circular.
- **Authorize the Board to Fix Number of Directors:** To approve a special resolution to authorize the board of directors of Lineage to set the number of directors between the minimum and maximum set out in the articles of Lineage, subject to applicable law. See the section entitled “**Particulars of Matters to be Acted Upon – Board Size Authorizing Resolution**” in the information circular.
- **Elect Directors of Resulting Issuer:** To approve an ordinary resolution to elect t Peter Bilodeau, Matthew K. Hawkins, Andrew Berman, Tracy Geldert, Adam Szweras, Sherri Altshuler and Nayir Munoz as

directors of the Resulting Issuer. See the section entitled “**Particulars of Matters to be Acted Upon – Resulting Issuer Director Election Resolution**” in the information circular.

- **Approve the Resulting Issuer's Equity Incentive Plan:** To approve an ordinary resolution to adopt a new equity incentive plan for the Resulting Issuer. See the section entitled “**Particulars of Matters to be Acted Upon – Resulting Issuer Equity Incentive Plan Resolution**” in the information circular.
- **Confirm the New By-law:** To approve an ordinary resolution to confirm the new By-law of Lineage adopted by the board on April 9, 2019 which includes advance notice provisions for election of directors. See the section entitled “**Particulars of Matters to be Acted Upon – New By-law Resolution**” in the information circular.
- **Approve the Resulting Issuer's Rights Plan:** To approve an ordinary resolution to adopt a shareholder rights plan for the Resulting Issuer. See the section entitled “**Particulars of Matters to be Acted Upon – Resulting Issuer Rights Plan Resolution**” in the information circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

#### **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Meeting Materials can be viewed online under the Corporation’s profile at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website, via the following link [www.lineagegrow.com](http://www.lineagegrow.com).

#### **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made for up to one year from the date the Meeting Materials were filed on SEDAR by:

- contacting Odyssey Trust Company at toll-free at 1-888-290-1175 or outside Canada and U.S. 1-587-885-0960, or visit [www.odysseycontact.com](http://www.odysseycontact.com) prior to May 6, 2019, we will send them within three business days of your request. You should take into account the three-business day period for processing requests as well as the typical mailing times for letter-post mail suggested by Canada Post (i.e., two to four business days for Canadian addresses, four to six business days for U.S. addresses and four to seven business days for other addresses).
- mailing a request to:

Corporate Secretary  
Lineage Grow Company Ltd.  
77 King Street West  
Suite 2905  
Toronto, Ontario M5K 1H1

Requests for paper copies of the Meeting Materials should be received by May 6, 2019 in order to allow sufficient time for shareholders to receive the paper copy and return their proxy or VIF in advance of the proxy deadline.

The Corporation is not using “stratification” and is sending this notice of its intention to employ Notice and Access to ALL shareholders, registered and beneficial shareholders.

## VOTING

**Registered Holders** are asked to return their **proxies** using the following methods by the proxy deposit date noted on the proxy:

**Internet:** Go to <https://odysseytrust.com/Transfer-Agent/Login> and follow the instructions

**Mail:** Complete the form of proxy, sign it and mail it to the **Proxy Department** at:

Odyssey Trust Company  
Proxy Department,  
1717 - 25 Adelaide St. E.  
Toronto, ON M5C 3A1

**Beneficial Holders** are asked to return their **VIFs** using the following methods at least one business day in advance of the proxy deposit date noted on the VIF:

**Internet:** See the VIF for details

**Mail or Facsimile:** Complete the VIF, sign it and return it to the address provided on the form, or fax it to the number provided on the form.

**Shareholders with questions about notice and access can call toll-free at 1-888-290-1175 or outside Canada and U.S. 1-587-885-0960.**