

**LETTER OF TRANSMITTAL  
FOR REGISTERED HOLDERS OF COMMON SHARES OF  
Lineage Grow Company Ltd.**

**For use in connection with a share consolidation and reclassification**

Reference is made to the proposed business combination transaction (the “**Business Combination**”) involving Lineage Grow Company Ltd. (“**Lineage**”), FLRish, Inc. (“**FLRish**”) and Lineage Merger Sub Inc., a wholly-owned subsidiary of Lineage (“**Lineage Subco**”), pursuant to which, among other things, FLRish will merge with Lineage Subco under the laws of California with FLRish being the surviving entity of the merger, and FLRish become a subsidiary of Lineage. In connection with the completion of the Business Combination, Lineage intends to complete a consolidation (the “**Consolidation**”) of the issued and outstanding common shares of Lineage (the “**Lineage Shares**”) on the basis of approximately 42.18 Lineage Shares to one (1) Lineage Share on a post-Consolidation basis and with each post-Consolidation Share being reclassified as a subordinate voting share (the “**Reclassification**”) (each whole share after the Consolidation and Reclassification taking effect, a “**New Lineage Share**”) and to be renamed “Harborside, Inc.”, or such other name as may be determined by Lineage, subject to regulatory approval (the “**Name Change**”).

This letter of transmittal (the “**Letter of Transmittal**”) is for use by registered holders (“**Lineage Shareholders**”) of Lineage Shares for the purpose of the Consolidation and Reclassification referenced in the Notice of Special Meeting of Shareholders and Management Information Circular (the “**Circular**”) of Lineage dated April 9, 2019, prepared in connection with the special meeting of Lineage Shareholders to be held on May 16, 2019, or any adjournment(s) or postponement(s) thereof (the “**Meeting**”), including the schedules attached thereto, that accompanies this Letter of Transmittal and are available under Lineage’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Capitalized terms used but not otherwise defined herein have the respective meanings ascribed thereto in the Circular. **You are encouraged to carefully review the Circular in its entirety.**

If the Consolidation is approved by the Lineage board of directors and Lineage shareholders, and provided all the conditions for the Business Combination have been satisfied or waived, shortly following the Meeting, Lineage intends to make the necessary filings to give effect to the Consolidation, the Reclassification and the Name Change. Lineage will also provide notice to Lineage Shareholders to submit their Letters of Transmittal in the press release announcing the completion of the Business Combination. **Lineage Shareholders are advised to wait until Lineage’s press release announcing the completion of the Business Combination before they send in their Letters of Transmittal.**

In order to receive the New Lineage Shares to which a Lineage Shareholder is entitled pursuant to the Consolidation and Reclassification, each Lineage Shareholder must forward by personal delivery or by registered mail a properly completed Letter of Transmittal accompanied by the share certificate(s) representing their existing Lineage Shares, if applicable, to Odyssey Trust Company (the “**Depositary**”), at:

Odyssey Trust Company  
1717 - 25 Adelaide St. E.  
Toronto, ON M5C 3A1  
Attention: Corporate Actions

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that Lineage Shareholders may be required to provide with this Letter of Transmittal. Lineage Shareholders may, upon request, be required to execute any additional documents deemed by the Depositary or Lineage, at their discretion, to be reasonably necessary or desirable to complete the deposit and cancellation of their existing Lineage Shares in exchange for the applicable New Lineage Shares. It is recommended that Lineage Shareholders complete, sign and return this Letter of Transmittal, with any accompanying certificate(s) representing their existing Lineage Shares, if applicable, to the Depositary as soon as practicable following receipt of such Letter of Transmittal.

**Until surrendered, each certificate which immediately prior to the effective time of the Consolidation and Reclassification represented pre-Consolidation Lineage Shares will be deemed, at any time after the effective**

**time of the Consolidation and Reclassification, to represent the number of whole New Lineage Shares to which such Lineage Shareholder is entitled as a result of the Consolidation and Reclassification.**

**This Letter of Transmittal is for use by registered Lineage Shareholders only and is not to be used by beneficial (non-registered) holders of Lineage Shares (“Beneficial Holders”). Beneficial Holders do not have Lineage Shares registered in their name, but hold their Lineage Shares through an intermediary, which include, among others, banks, trust companies, securities dealers, brokers or financial advisors. If you are a Beneficial Shareholder, you should contact your Intermediary for instructions and assistance in depositing your Lineage Shares.**

No fractional New Lineage Shares will be issued, and no cash consideration will be paid in lieu thereof, in connection with the Consolidation and Reclassification. If, as a result of the Consolidation, a Lineage Shareholder would otherwise become entitled to a fractional New Lineage Share, such fraction will be rounded down to the nearest whole number and each Lineage Shareholder who would otherwise have been entitled to receive a fractional New Lineage Share will have no further interest in Lineage with respect to its fractional New Lineage Shares.

TO: ODYSSEY TRUST COMPANY

AND TO: Lineage Grow Company Ltd.

In connection with the Consolidation, the undersigned hereby irrevocably deposits with the Depository the enclosed certificate(s) representing Lineage Shares, details of which are as follows:

Certificate Number(s)	Number of Lineage Shares	Registered in the Name of

*(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form.)*

It is understood that, upon receipt of the certificate(s) representing the Lineage Shares deposited herewith (the “**Deposited Shares**”), this Letter of Transmittal, duly completed and signed, and all other required documents, if any, the Depository will deliver DRS Statements or certificate(s) representing the New Lineage Shares that the undersigned is entitled to receive under the Consolidation and Reclassification or hold such New Lineage Shares for pick-up in accordance with the instructions set out below, and the certificate(s) representing the Deposited Shares will forthwith be cancelled.

The undersigned Lineage Shareholder acknowledges receipt of the Circular and hereby represents, warrants, covenants, acknowledges and agrees in favour of Lineage that: (i) the undersigned is the registered holder of the Deposited Shares; (ii) such Deposited Shares are owned by the undersigned free and clear of all liens, charges, and encumbrances; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit and deliver the Deposited Shares for cancellation and exchange for New Lineage Shares pursuant to the Consolidation and that none of Lineage, or any successor thereto will be subject to any adverse claim in respect of the deposit of such Deposited Shares; (iv) the surrender of the Deposited Shares complies with all applicable laws; (v) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate; (vi) the undersigned irrevocably constitutes and appoints the Depository, each officer and director of Lineage and any other person designated by Lineage in writing, the true and lawful agent, attorney and attorney-in-fact of the undersigned with respect to the Deposited Shares and any distributions on such securities with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable) in the name of and on behalf of the undersigned, to register or record the cancellation and exchange of such Deposited Shares for New Lineage Shares on the securities register of Lineage; (vii) the issuance and delivery of the appropriate number of New Lineage Shares in accordance with the instructions set out below and the information contained in the Circular will completely discharge any and all obligations of Lineage and the Depository with respect to the matters contemplated by this Letter of Transmittal; and (viii) unless the Consolidation and Reclassification are not implemented, the deposit of Deposited Shares pursuant to this Letter of Transmittal is irrevocable. These representations, warranties, covenants, acknowledgements and agreements shall survive the completion of the Consolidation and Reclassification.

Except for any proxy deposited with respect to votes on the Lineage Resolutions in connection with the Meeting or as granted by this Letter of Transmittal, the undersigned revokes any and all authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares. Other than in connection with the Consolidation and the Reclassification, no subsequent authority, whether as agent, attorney, attorney-in-fact, proxy or otherwise, will be granted with respect to the Deposited Shares.

The instructions accompanying this Letter of Transmittal specify certain signature guarantees and additional documents that the undersigned may be required to provide with this Letter of Transmittal. Additionally, the undersigned may, upon request, be required to execute any additional documents deemed by the Depository or Lineage in their discretion to be reasonably necessary or desirable to complete the deposit and cancellation of the Deposited Shares in exchange for the applicable New Lineage Shares contemplated by this Letter of Transmittal. The undersigned hereby acknowledges that the delivery of the Deposited Shares shall be effected and the risk of loss of such Deposited Shares shall pass only upon proper receipt thereof by the Depository.

Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, legal representatives, successors and assigns of the undersigned.

The undersigned instructs Lineage and the Depository to, promptly after the effective time of the Consolidation and Reclassification and receipt of a properly completed and signed Letter of Transmittal, the applicable Lineage Share certificate(s), if any, and all other required documentation, if any, issue or cause to be issued DRS Statements or certificate(s) representing the New Lineage Shares to which the undersigned is entitled pursuant to the Consolidation and Reclassification and mail such DRS Statements or certificate(s) by first-class insured mail, postage prepaid, or hold such DRS Statements or certificate(s) for pick-up, all in accordance with the instructions set out below. If a certificate representing Deposited Shares has any restrictive legends on the back thereof, the new DRS Statement or share certificate will be issued with the same restrictive legends, if any.

It is understood that the undersigned will not receive the New Lineage Shares in respect of the Deposited Shares until the certificate(s) representing the Deposited Shares owned by the undersigned are received by the Depository at the address set forth on the back of this Letter of Transmittal, together with a duly completed and signed Letter of Transmittal and all other required documents, if any, and until the same are processed by the Depository (which shall not occur until after the effective time of the Consolidation and Reclassification).

**If the Consolidation and Reclassification are not implemented for any reason, the enclosed certificate(s) representing Lineage Shares and all other ancillary documents received by the Depository will be returned forthwith to the undersigned all in accordance with the instructions set out below.**

The undersigned authorizes and directs the Depository to issue DRS Statements or certificate(s) representing New Lineage Shares to which the undersigned is entitled as indicated below and to mail such DRS Statement or certificate(s) to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by the Depository.

<p><b>A. ISSUANCE OF NEW LINEAGE SHARES</b></p> <p>DRS Statement representing New Lineage Shares are to be registered as follows:</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Postal (Zip) Code: _____</p> <p><input type="checkbox"/> Please issue physical share certificate instead of DRS Statement</p>
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<p><b>B. DELIVERY</b></p> <p><input type="checkbox"/> Mail or make available for delivery DRS Statements or certificate(s) representing New Lineage Shares as follows:</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Postal (Zip) Code: _____</p> <p><input type="checkbox"/> Make available for pick-up at the office of the Depository, against a counter receipt, by:</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p><input type="checkbox"/> Deliver DRS Statement(s) by email to the following address: _____<sup>1</sup></p>	<p><b>C. SIGNATURE GUARANTEE</b></p> <p><b>IMPORTANT: This box must be completed fully if the name in which any New Lineage Shares is to be issued differs from the name of the registered holder appearing on the existing Lineage Share certificate(s).</b> (See instruction 6)</p> <p>Date: _____</p> <p>Signature: _____</p> <p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Postal (Zip) Code: _____</p> <p>Signature Guaranteed by: _____</p> <p>_____</p>
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**IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED**

\_\_\_\_\_  
Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name of Shareholder)

\_\_\_\_\_  
(Name of authorized representative)

\_\_\_\_\_  
<sup>1</sup> By providing their email address, the undersigned consents to electronic delivery by the Depository.

## **INSTRUCTIONS**

### **1. Use of Letter of Transmittal**

- (a) Unless defined in this Letter of Transmittal, capitalized terms have the meaning ascribed thereto in the Circular. Lineage Shareholders should refer to the Circular for particulars of the Consolidation and Reclassification.
- (b) Each Lineage Shareholder holding certificate(s) representing Lineage Shares must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to the Depository at the office listed herein. The method of delivery to the Depository is at the option and risk of the Lineage Shareholder. It is recommended that such documents be delivered by hand to the Depository and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Depository at the office set out below.
- (c) Lineage shareholders whose Lineage Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for instructions and assistance in depositing those Lineage Shares.
- (d) All questions as to the validity, form and acceptance of any Lineage Shares will be determined by Lineage in its absolute discretion and such determination shall be final and binding. Lineage reserves the right if it so elects in its absolute discretion to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal and/or any accompanying documents received by it.

### **2. Signatures**

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s) representing Lineage Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) without any change whatsoever, and the certificate(s) need not be endorsed.
- (b) If any of the Deposited Shares are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.
- (c) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing Lineage Shares, or if a certificate(s) representing New Lineage Shares is to be issued to a person other than the registered owner(s), the registered Lineage Shareholder must fill in Part C as well as Parts A and B of this Letter of Transmittal and:
  - (i) such deposited certificate(s) must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the registered owner(s); and
  - (ii) the signature(s) on such endorsement or share transfer power(s) of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) and must be guaranteed as noted in Instruction 3 below.

### **3. Guarantee of Signatures**

- (a) No signature guarantee is required on this Letter of Transmittal if it is signed by the registered holder(s) of the Lineage Shares deposited therewith, unless this Letter of Transmittal is signed by a person other than the registered owner(s) of the accompanying certificate(s) representing Lineage Shares, or if a certificate(s) representing New Lineage Shares is to be issued to a person other than the registered owner(s).

- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Lineage Shares, or if the Consolidation and Reclassification are not completed and the accompanying certificate(s) are to be returned to a person other than such registered owner(s), or sent to an address other than the address of the registered owner(s) as shown on the registers of the transfer agent of Lineage, or if the New Lineage Shares are to be issued in a name other than the registered owner(s), such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution). See also Instruction 2.

An “**Eligible Institution**” means a Canadian Schedule I chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

#### **4. Fiduciaries, Representatives and Authorizations**

Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of their proof of appointment and authority to act. Lineage and the Depository may, at their discretion, require additional evidence of appointment or authority or additional documentation.

#### **5. Lost Certificates**

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to the Depository together with a letter stating the loss. The Depository will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

#### **6. Return of Certificates**

If the Consolidation and Reclassification do not proceed for any reason, any certificate(s) representing Lineage Shares received by the Depository will be returned to you forthwith in accordance with the delivery instructions given pursuant to Part B, or failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of Lineage.

#### **7. Privacy Notice:**

As Depository, Odyssey Trust Company takes your privacy seriously. In the course of providing these services, we receive non-public, personal information about you. We receive this information through transactions we perform for you and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, stock/unit ownership information and other financial information. With respect to both to current and former securityholders, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure.

A complete copy of our Privacy Policy may be accessed at [www.odysseytrust.com](http://www.odysseytrust.com) or you may request a copy in writing to 1717 - 25 Adelaide St. E. Toronto, ON M5C 3A1

**Miscellaneous**

Additional copies of the Letter of Transmittal may be obtained from the Depositary at the office listed below. Any questions should be directed to the Depositary by e-mail to [corp.actions@odysseytrust.com](mailto:corp.actions@odysseytrust.com).

By Mail, Hand      Odyssey Trust Company  
or Courier:        1717 - 25 Adelaide St. E.  
                         Toronto, ON M5C 3A1  
                         Attention: Corporate Actions

You may also contact your broker, investment dealer, commercial bank, trust company manager, bank manager, lawyer or other professional advisor for assistance concerning the completion of this Letter of Transmittal.