

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company**

Harborside Inc. (formerly Lineage Grow Company Ltd.) (the “**Company**”)
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

ITEM 2 **Date of Material Change**

May 30, 2019

ITEM 3 **News Release**

A news release announcing the material change was disseminated by the Company on May 31, 2019 through GlobeNewswire.

ITEM 4 **Summary of Material Changes**

On May 31, 2019 the Company announced that it had completed its previously announced reverse takeover of FLRish, Inc. (d/b/a Harborside) (“**FLRish**”) pursuant to the terms of a merger agreement (the “**Merger Agreement**”) dated February 8, 2019, as amended on April 17, 2019 among the Company, FLRish, Inc. (“**FLRish**”) and Lineage Merger Sub Inc. (“**Merger Sub**”), a wholly-owned subsidiary of the Company (the “**Reverse Takeover**”). The Reverse Takeover was completed by way of a “three-cornered merger” whereby FLRish merged with Merger Sub to form a merged corporation and a wholly-owned subsidiary of the Company. The Subordinate Voting Shares (as defined below) are anticipated to begin trading on the Canadian Securities Exchange (“**CSE**”) under the symbol “**HBOR**”.

Immediately prior to the Reverse Takeover taking effect, the Company (a) consolidated its common shares on the basis of approximately 41.82 common shares into one new common share (the “**Consolidation**”), (b) changed its name to Harborside Inc., (c) reclassified the post-Consolidation common shares as subordinate voting shares (the “**Subordinate Voting Shares**”) and (d) created a new class of multiple voting shares (the “**Multiple Voting Shares**”). On closing, the holders of shares of FLRish received Multiple Voting Shares, Subordinate Voting Shares or a combination thereof, for each share of FLRish outstanding immediately prior to completion of the Reverse Takeover.

ITEM 5 **Full Description of Material Change**

On May 31, 2019, the Company announced that it has completed its previously announced Reverse Takeover of FLRish, pursuant to the terms of the Merger Agreement dated February 8, 2019, as amended on April 17, 2019 among the Company, FLRish and Merger Sub. The Reverse Takeover was completed by way of a “three-cornered merger” whereby FLRish merged with Merger Sub to form a merged corporation and a wholly-owned subsidiary of the Company.

Immediately prior to the Reverse Takeover taking effect, the Company (a) consolidated its common shares on the basis of approximately 41.82 common shares into one new common share, (b) changed its name to Harborside Inc., (c) reclassified the post-Consolidation common shares as Subordinate Voting Shares and (d) created a new class of Multiple Voting Shares. On closing, the holders of shares of

FLRish received Multiple Voting Shares, Subordinate Voting Shares or a combination thereof, for each share of FLRish outstanding immediately prior to completion of the Reverse Takeover.

The Company's new board of directors now consists of Andrew Berman, Peter Bilodeau, Adam Szweras, Matthew K. Hawkins, Tracy Geldert, Sherri Altshuler and Nayir Felix Munoz, with Mr. Bilodeau as Chairman. Mr. Andrew Berman, CEO of FLRish, is now the President and CEO of the Company, with Mr. Keith Li continuing his role as CFO of the Company. Mr. Jack Nichols has been appointed the Corporate Secretary of the Company. Mr. Steve DeAngelo serves as Chairman Emeritus.

Pursuant to the terms of National Policy 46-201 ("NP 46-201") and the escrow agreement dated May 30, 2019 among the Company, Odyssey Trust Company (as escrow agent) and escrowed shareholders of the Company, an aggregate of 163,871.68 Multiple Voting Shares and 2,001,000 options to purchase Subordinate Voting Shares have been placed in escrow and are subject to the escrow release conditions applicable to "emerging issuers" as set out in NP 46-201, on a non-diluted basis. This represents 18,338,168 Subordinate Voting Shares on a fully-diluted basis.

In addition, an aggregate of 21,539,982 Subordinate Voting Shares on a non-diluted basis, or 24,156,169 on a fully-diluted basis, held by the promoters, 5% and greater shareholders, the officers and the directors of the Company, and certain large shareholders, are subject to contractual escrow and will be released from escrow in accordance with the following release schedule:

On the date the Resulting Issuer's securities are listed on a Canadian exchange (the listing date)	1/10 of the escrowed securities
6 months after the listing date	1/6 of the remaining escrow securities
12 months after the listing date	1/5 of the remaining escrow securities
18 months after the listing date	1/4 of the remaining escrow securities
24 months after the listing date	1/3 of the remaining escrow securities
30 months after the listing date	1/2 of the remaining escrow securities
36 months after the listing date	the remaining escrow securities

As at May 30, 2019, the date of the listing statement supporting the application for listing on the CSE (the "Listing Statement"), there were 9,668,162 Subordinate Voting Shares issued and outstanding. As at the date of this report, there are 12,848,203 Subordinate Voting Shares issued and outstanding. In addition, there are 44,353,718 Subordinate Voting Shares reserved for issuance pursuant to the conversion rights attached to the multiple voting shares, class B special shares, class C special shares, and convertible securities of the Company that are issued and outstanding, but not listed.

The Subordinate Voting Shares will begin trading on the CSE on June 10, 2019, under the symbol "HBOR". In conjunction with the closing of the Reverse Takeover, the Company's auditors will be MNP LLP. The Listing Statement has been prepared and posted on the CSE website and under the profile of the Company on SEDAR at www.sedar.com in accordance with Policy 2 of the CSE.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

This material change report is not being filed on a confidential basis.

ITEM 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

ITEM 8 **Executive Officer**

Andrew Berman
Chief Executive Officer
Telephone: 510-610-7444

ITEM 9 **Date of Report**

June 10, 2019