

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company**

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

ITEM 2 **Date of Material Change**

August 31, 2020

ITEM 3 **News Release**

A news release announcing the material change was disseminated by the Company on August 31, 2020.

ITEM 4 **Summary of Material Change**

On August 31, 2020, the Company announced that the Ontario Securities Commission (the “OSC”) issued an order revoking the cease trade orders (the “CTO”) issued against the Company, relating to (a) the Company’s refiling of certain historical financial statements of FLRish, Inc. for the fiscal years ended December 31, 2017 and 2018 and the interim period ended March 31, 2019, and financial statements and related management’s discussion and analysis of the Company for the interim periods ended June 30, 2019 and September 30, 2019 (collectively, the “Restated Documents”) due primarily to changes in the application of accounting treatments related to certain transactions by its reverse takeover acquirer, FLRish, Inc.; and (b) the Company’s failure to meet a deadline to file audited financial statements for the fiscal year ended December 31, 2019 and corresponding management’s discussion and analysis (the “2019 Annual Filings”).

ITEM 5 **Full Description of Material Change**

On August 31, 2020, the Company announced that on August 31, 2020, the OSC issued an order revoking the CTO issued against the Company. As previously disclosed, the OSC issued cease trade orders relating to: (a) the Restated Documents, due primarily to changes in the application of accounting treatments related to certain transactions by its reverse takeover acquirer, FLRish, Inc.; and (b) the 2019 Annual Filings. In conjunction with the filing of the Restated Documents, the 2019 Annual Filings, and the financial statements and corresponding management’s discussion and analysis for the interim period ending March 31, 2020 (collectively, the “Financial Disclosure Documents”), the OSC has fully revoked the CTO.

Copies of the Financial Disclosure Documents are available under the Company’s SEDAR profile at www.sedar.com. The Company is coordinating with the Canadian Securities Exchange (“CSE”) with respect to reinstatement of trading on 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

Peter Bilodeau
Chairman, Interim Chief Executive Officer
Telephone: 519-919-6500

ITEM 9 Date of Report

August 31, 2020

Forward-Looking Information

This material change report contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this material change report. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this material change report, forward-looking statements relate to, among other things, the resumption of trading on the CSE.

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward- looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: the anticipated timeline in which trading is resumed on the CSE; implications of the COVID-19 pandemic on the Company’s operations; fluctuations in general macroeconomic conditions; fluctuations in securities markets; expectations regarding the size of the California cannabis market and changing consumer habits; the ability of the Company to successfully achieve its business objectives; plans for expansion; political and social uncertainties; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in the State of California; and employee relations. Although the forward-looking statements contained in this material change report are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this material change report. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

The Company is indirectly involved in the manufacture, possession, use, sale and distribution of cannabis in the recreational and medicinal cannabis marketplace in the United States. Local state laws where the Company operates permit such activities however, these activities are currently illegal under United States federal law. Additional information regarding this and other risks and uncertainties relating to the Company’s business are contained under the heading “Risk Factors” in the Listing Statement dated May 30, 2019 and management’s discussion and analysis for the period ended June 30, 2020, filed under the Company’s profile on SEDAR at www.sedar.com.

The CSE has neither approved nor disapproved the contents of this material change report. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this report.