

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

ITEM 1 – SECURITY AND REPORTING ISSUER

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Security Designation: (i) Multiple Voting Shares (as defined below); (ii) Subordinate Voting Shares (as defined below); and (iii) Warrants (as defined below)

Issuer: Harborside Inc. (“**HBOR**”)
2100 Embarcadero, Suite 202
Oakland, California, USA 94606

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

ITEM 2 – IDENTITY OF THE ACQUIROR

2.1 State the name and address of the acquiror.

Cresco Capital Partners II, LLC (“**CCPII**”)
2801 Woodside Street
Dallas, Texas, 75204 USA

CCPII is organized under the laws of the State of Delaware. CCPII is engaged in the business of investing in securities.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Pursuant to a private placement (the “**Private Placement**”) of HBOR which closed on February 18, 2021, CCPII subscribed for and purchased 35,500 units (each, an “**MVS Unit**”) of HBOR at an aggregate subscription price of \$9,052,500, or \$255 per MVS Unit (the “**Subscription**”). Each MVS Unit is comprised of one multiple voting share (each, a “**Multiple Voting Share**”) in the capital of the HBOR and one Multiple Voting Share purchase warrant (each, an “**MVS Warrant**”). Each Multiple Voting Share entitles the holder thereof to convert such Multiple Voting Share into 100 subordinate voting shares (each, a “**Subordinate Voting Share**”) in the capital of HBOR at any time for no additional consideration, subject to certain conditions. Each MVS Warrant entitles the holder thereof to purchase one Multiple Voting Share at an exercise price of \$369.00 per Multiple Voting Share until February 18, 2024.

2.3 State the names of any joint actors.

Matthew Hawkins (“**Hawkins**”), Cresco Capital Management, LLC (“**Cresco**”), Cresco Capital Management II, LLC (“**Cresco II**”) and CCP Flrish Inc. (the “**CCPF**” and collectively with Hawkins, Cresco and Cresco II, the “**Joint Actors**”) may be considered joint actors of CCPII.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

As a result of the Subscription, CCPII owns 39,596.38 Multiple Voting Shares, 288,000 Subordinate Voting Shares and 35,500 MVS Warrants, representing approximately 15.21% of the issued and outstanding Multiple Voting Shares and 0.89% of the Subordinate Voting Shares, or 19.50% of the Subordinate Voting Shares on a partially diluted basis (assuming the exercise of all of the MVS Warrants held by CCPII and conversion of all of the Multiple Voting Shares owned by CCPII, including those Multiple Voting Shares issuable upon exercise of the MVS Warrants, into Subordinate Voting Shares, and that no other securities, including those convertible into, or exercisable for, HBOR’s securities, are issued, converted or exercised).

Prior to the closing of the Subscription, CCPII owned 4,096.38 Multiple Voting Shares and 288,000 Subordinate Voting Shares, representing approximately 2.27% of the then issued and outstanding Multiple Voting Shares and 1.08% of the then issued and outstanding Subordinate Voting Shares or 2.58% of the Subordinate Voting Shares on a partially diluted basis (assuming the conversion of all of the Multiple Voting Shares owned by CCPII into Subordinate Voting Shares, and that no other securities, including those convertible into, or exercisable for, HBOR’s securities, were issued, converted or exercised).

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

CCPII acquired ownership of the Multiple Voting Shares and the MVS Warrants.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Section 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

As a result of the Subscription, CCPII, together with its Joint Actors, owns and controls 44,416.65 Multiple Voting Shares, 288,000 Subordinate Voting Shares and 35,500 MVS Warrants, representing approximately 17.06% of the issued and outstanding Multiple Voting Shares and 0.89% of the Subordinate Voting Shares, or 21.11% of the Subordinate Voting Shares on a partially diluted basis (assuming the exercise of all of the MVS Warrants held by CCPII and conversion of all of the Multiple Voting Shares owned by CCPII and its Joint Actors, including those Multiple Voting Shares issuable upon exercise of the MVS Warrants, into Subordinate Voting Shares, and the exercise of all Options held by Hawkins into Subordinate Voting Shares and that no other securities, including those convertible into, or exercisable for, HBOR's securities, are issued, converted or exercised).

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

ITEM 4 – CONSIDERATION PAID

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The aggregate acquisition cost of the MVS Units acquired by CCPII pursuant to the Subscription was \$9,052,500, or \$255 per MVS Unit, paid in cash.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

The aggregate acquisition cost of the MVS Units acquired by CCPII pursuant to the Subscription was \$9,052,500, or \$255 per MVS Unit, paid in cash.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

ITEM 5 – PURPOSE OF THE TRANSACTION

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The securities referred to above are held for investment purposes.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

CCPII and/or one or more of its Joint Actors may, depending on market and other conditions, increase or decrease its beneficial ownership of Multiple Voting Shares, Subordinate Voting Shares or other securities of the issuer whether in the open market, by privately negotiated agreement or otherwise.

Hawkins, a Joint Actor, in his capacity as a director of HBOR, may participate in the appointment of one or more additional directors between annual meetings of shareholders, depending on whether a suitable candidate is identified and any other relevant factors

Except as described herein, while CCPII has no current plans or intentions that relate to or would result in the items listed in (a) through (k) above, depending on various factors including, without limitation, the issuer's financial position, the price levels of the Multiple Voting Shares or Subordinate Voting Shares, conditions in the securities markets and general economic and industry conditions, the issuer's business or financial condition and other factors and conditions CCPII deems appropriate, CCPII and/or one or more of its Joint Actors may develop such plans in future.

ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Cresco II is the investment manager of CCPII and, as a result, possesses voting and investment discretion with respect to assets of CCPII. The managers of Cresco II, which include Matthew Hawkins and Dov Szapiro, exercise voting and investment decisions on behalf of Cresco II, including decisions on behalf of CCPII with respect to the securities reported herein. Cresco is a control person of Cresco II.

ITEM 7 – CHANGE IN MATERIAL FACT

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

ITEM 8 – EXEMPTION

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

ITEM 9 – CERTIFICATION

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: February 19, 2021

CRESCO CAPITAL PARTNERS II, LLC

By: "Matthew K. Hawkins"
Name: Matthew K. Hawkins
Title: Managing Partner