

HARBORSIDE INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Harborside Meeting**”) of holders (the “**Subordinate Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”) and holders (the “**Multiple Shareholders**” and collectively with the Subordinate Shareholders, the “**Harborside Shareholders**”) of multiple voting shares (“**Multiple Voting Shares**”, and collectively with the Subordinate Voting Shares, the “**Harborside Shares**”) of Harborside Inc. (“**Harborside**”) will be held virtually at 11:00 a.m. (Toronto time) on February 22, 2022 via live webcast at <http://web.lumiagm.com/256406441>, for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Share Issuance Resolution**”), the full text of which is included in “Appendix A – *Share Issuance Resolution*” attached to the accompanying management information circular (the “**Circular**”) authorizing the issuance by Harborside of such number of Subordinate Voting Shares as is necessary to allow Harborside to acquire (a) 100% of the equity interests of LPF JV Corporation (“**Loudpack**”) pursuant to an agreement and plan of merger and reorganization involving, among others, Harborside and Loudpack (the “**Loudpack Merger**”); and (b) 100% of the equity interests of UL Holdings Inc. (“**Urbn Leaf**”) pursuant to an agreement and plan of merger and reorganization involving, among others, Harborside and Urbn Leaf (the “**Urbn Leaf Merger**” and together with the Loudpack Merger, the “**Mergers**”).
2. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Name Change Resolution**”), the full text of which is included in “Appendix B – *Name Change Resolution*” attached to the accompanying Circular, approving an amendment to the articles of Harborside to change the name of Harborside to “StateHouse Holdings Inc.”, subject to regulatory approval;
3. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Consolidation Resolution**”), the full text of which is included in “Appendix C – *Consolidation Resolution*” attached to the accompanying Circular, approving the consolidation (the “**Consolidation**”) of all of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares on the basis of a Consolidation ratio to be selected by the board of directors of Harborside in its discretion, provided that the Consolidation ratio will be no greater than one post-Consolidation Subordinate Voting Share and post-Consolidation Multiple Voting Share, as applicable, for every six pre-Consolidation Subordinate Voting Shares and pre-Consolidation Multiple Voting Shares, as applicable;
4. to elect, conditional upon the completion of the Mergers: (a) Matthew Hawkins; (b) Edward Schmults; (c) Marc Ravner; (d) Kevin Albert; (e) Tiffany Liff; (f) Jonathon Roy Pottle; and (g) James Scott to serve on the board of directors (the “**Harborside Board**”) until the close of the next annual meeting of the Harborside Shareholders or until their successors are appointed or elected (the “**Combined Company Board Resolution**”);
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**SRP Resolution**”), the full text of which is included in “Appendix D – *Shareholder Rights Plan Resolution*” attached to the accompanying Circular, amending and reconfirming the Harborside shareholder rights plan;
6. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Articles Alteration Resolution**”), the full text of which is included in “Appendix E – *Articles Alteration Resolution*” attached to the accompanying Circular, authorizing certain amendments to the articles of Harborside, including the removal of certain restrictions relating to the conversion of Multiple Voting Shares to Subordinate Voting Shares;

7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Equity Incentive Plan Amendment Resolution**”), the full text of which is included in “Appendix F – *Equity Incentive Plan Amendment Resolution*” attached to the accompanying Circular to approve an amendment to Harborside’s equity incentive plan (the “**Equity Incentive Plan**”) to increase the maximum number of Subordinate Voting Shares which may be allocated for issuance pursuant to the Incentive Stock Options (as defined in the accompanying Circular) to up to 23,355,026 Subordinate Voting Shares or such lesser amount determined by the Harborside Board; and
8. to consider and, if thought, advisable, to pass, with or without variation, an ordinary resolution (the “**By-law Amendment Resolution**”), the full text of which is included in “Appendix G – *By-law Amendment Resolution*” attached to the accompanying Circular, approving, confirming and ratifying the amendments to the By-law No. 2 of Harborside, including the removal of the Canadian residency requirement of directors of Harborside; and
9. to transact such further and other business as may properly be brought before the Harborside Meeting (or if the Harborside Meeting is adjourned or postponed, any reconvened Meeting).

Specific details of the matters to be put before the Harborside Meeting are set forth in the accompanying Circular. In order to be effective: (a) the Share Issuance Resolution, the Equity Incentive Plan Amendment Resolution and the By-law Amendment Resolution must each be approved by the affirmative vote of at least a simple majority of the votes cast by Harborside Shareholders present virtually or represented by proxy and entitled to vote at the Harborside Meeting; (b) the Combined Company Board Resolution must be approved by Harborside Shareholders present virtually or represented by proxy and entitled to vote at the Harborside Meeting; (c) the Name Change Resolution, the Consolidation Resolution and the Articles Alteration Resolution must each be approved by the affirmative vote of at least two-thirds of the votes cast by Harborside Shareholders present virtually or represented by proxy and entitled to vote at the Harborside Meeting; and (d) the SRP Resolution must be approved by the affirmative vote of at least a simple majority of the votes cast by Subordinate Shareholders present virtually or represented by proxy and entitled to vote at the Harborside Meeting.

Each Subordinate Shareholder is entitled to one vote for each Subordinate Voting Share held by such holder as of the close of business on the Record Date (as defined herein) and each Multiple Shareholder is entitled to 100 votes for each Multiple Voting Share held by such holder as of the close of business on the Record Date.

It is a condition to the completion of each of the Loudpack Merger and the Urbn Leaf Merger that the Share Issuance Resolution be approved by the requisite majority at the Harborside Meeting. If the Share Issuance Resolution is not approved, the Mergers will not be completed. It is a condition to the completion of the Loudpack Merger that the SRP Resolution be approved by the requisite majority at the Harborside Meeting. If the Subordinate Shareholders fail to approve the SRP Resolution, Harborside may elect not to proceed with the Loudpack Merger in its sole discretion. Neither the Loudpack Merger nor the Urbn Leaf Merger is conditional on the approval of the Name Change Resolution, the Consolidation Resolution, the Combined Company Board Resolution, the Articles Alteration Resolution, the By-law Amendment Resolution or the Equity Incentive Plan Amendment Resolution. Should the Harborside Shareholders fail to approve the Name Change Resolution, the Consolidation Resolution, the Combined Company Board Resolution, the Articles Alteration Resolution, the By-law Amendment Resolution or the Equity Incentive Plan Amendment Resolution by the requisite majority, the Mergers may still be completed.

The Harborside Board unanimously recommends that Harborside Shareholders vote **FOR** the Share Issuance Resolution, the Name Change Resolution, the Consolidation Resolution, the Combined Company Board Resolution, the Articles Alteration Resolution, the By-law Amendment Resolution and the Equity Incentive Plan Amendment Resolution. The Harborside Board also unanimously recommends that Subordinate Shareholders vote **FOR** the SRP Resolution.

The record date for determining the Harborside Shareholders entitled to receive notice of and vote at the Harborside Meeting is the close of business on January 17, 2022 (the “**Record Date**”). Only Harborside Shareholders whose names have been entered in the register of Harborside Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Harborside Meeting.

Due to restrictions relating to the global COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, Harborside Shareholders, employees and other stakeholders, Harborside is holding the Harborside Meeting as a completely virtual meeting, where all Harborside Shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to participate and engage with Harborside as well as other Harborside Shareholders. Harborside Shareholders will not be able to attend the Harborside Meeting in person.

Registered Harborside Shareholders (being Harborside Shareholders who hold their Harborside Shares directly, registered in their own names) (the “**Registered Shareholders**”) and duly appointed proxyholders will be able to virtually attend, participate and vote at the Harborside Meeting online at <http://web.lumiagm.com/256406441> using the Harborside Meeting ID: 256406441. For Registered Shareholders, the control number located on the form of proxy or in the e-mail notification you received is the username and the password is “harborside2022” (case sensitive). For duly appointed proxyholders, Odyssey Trust Company will provide the proxyholder with a username after the voting deadline has passed. Non-registered Shareholders (the “**Non-Registered Shareholders**”), being Harborside Shareholders who hold their Harborside Shares through a bank, trust company, broker, dealer, custodian, nominee, administrator of a self-administered plan or other intermediary who have not duly appointed themselves as proxyholder will be able to virtually attend the Harborside Meeting as guests, however they will not be able to participate or vote at the Harborside Meeting.

As a Harborside Shareholder, it is very important that you read the Circular and other Meeting materials carefully; they contain important information with respect to voting your Harborside Shares and virtually attending and participating in the Harborside Meeting.

In order to streamline the virtual meeting process, Harborside requests that all Harborside Shareholders who will not be virtually attending the Harborside Meeting complete, date and sign the enclosed applicable form of proxy (in the return envelope provided for that purpose), or, alternatively, vote over the Internet, in each case in accordance with the instructions set out herein. If you are a Registered Shareholder and are unable to virtually attend the Harborside Meeting, please date and execute the enclosed applicable form of proxy and return it in the envelope provided by Odyssey Trust Company as the registrar and transfer agent for the Harborside Shares, at Odyssey Transfer Inc., Trader’s Bank Building, Attn: Proxy Department, 67 Yonge St., Suite 702, Toronto ON M5E 1J8 by no later than 11:00 a.m. (Toronto time) on February 17, 2022 or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment or postponement of the Harborside Meeting. If you are a Non-Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

DATED this 18th day of January, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS
OF HARBORSIDE INC.**

“Matthew Hawkins”

Matthew Hawkins

Interim Chief Executive Officer and Chairman