

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**

April 5, 2022

ITEM 3 **News Release**

A news release announcing the material change was disseminated by the Company on April 5, 2022 through CNW and subsequently filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) under the Company issuer profile at www.sedar.com.

ITEM 4 **Summary of Material Change**

The Company announced that it completed the previously announced acquisition of LPF JV Corporation (“**Loudpack**”). The Company also announced that Marc Ravner, Tiffany Liff and Jonathon Roy Pottle joined the board of directors of the Company (the “**Board**”) and that Marc Ravner was appointed President of Integration of the Company Robert Bacchi was appointed Chief Technology Officer of the Company.

ITEM 5 **Full Description of Material Change**

The Company announced that it completed the previously announced acquisition of Loudpack. Pursuant to the terms of the definitive agreement, the Company acquired 100% of the equity interests of Loudpack through the issuance of 90,752,140 subordinate voting shares (“**SVS**”), 2,000,000 warrants (the “**Warrants**”), the restructuring and assumption of US\$50 million of debt and cash consideration of approximately US\$5 million (the “**Loudpack Acquisition**”). The Warrants are exercisable to purchase SVS at a price of US\$2.50 per SVS, anytime within five years of the closing date. Harborside has the option to accelerate the expiration date of the Warrants in the event that the volume weighted average trading price of the SVS is equal to or greater than US\$5.00.

Concurrent with the closing of the Loudpack Acquisition, the Company entered into a lock-up agreement with the stockholders of Loudpack (the “**Loudpack Locked-Up Shareholders**”) in respect of the SVS received pursuant to the transaction (the “**Loudpack Lock-Up Agreement**”). Pursuant to the Loudpack Lock-Up Agreement, the Loudpack Locked-Up Shareholders agreed not to sell, assign or otherwise transfer the SVS received, except to their respective members, who will be required to enter into equivalent lock-up agreements. The restrictions lapse in three installments, with each one-third of the SVS released from the restrictions six months, 12 months and 18 months from April 5, 2022, respectively.

The Company also announced that Marc Ravner, Tiffany Liff and Jonathon Roy Pottle have joined the Board. These appointments to the Board fill the vacancies created by the resignations of Kevin K. Albert, Andrew Sturner and Peter Kampian (the “**Resignations**”).

The Company also announced that Marc Ravner was appointed President of Integration of the Company Robert Bacchi was appointed Chief Technology Officer of the Company.

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

N/A

ITEM 7 **Omitted Information**

N/A

ITEM 8 **Executive Officer**

Further information regarding the matters described in this report may be obtained from Tom DiGiovanni, Chief Financial Officer of the Company, who is knowledgeable about the details of the material change and may be contacted at 1-805-252-6280.

ITEM 9 **Date of Report**

April 7, 2022