

**Form 62-103F1**

*Required Disclosure under the Early Warning Requirements*

**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.**

This report relates to the common shares (“**Common Shares**”) in the capital of BioHarvest Sciences Inc. (formerly Canna-V-Cell Sciences Inc., the “**Issuer**”). The address of the Issuer is:

BioHarvest Sciences Inc.  
1140-625 Howe Street  
Vancouver, British Columbia  
V6C 2T6

**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. See Item 2.2 below.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Greensoil I Investment Fund, L.P. (“**LP1**”) and Greensoil Investments Annex Fund I, L.P. (“**LP1 Annex**”), limited partners controlled and managed by Greensoil Investments Management LTD. (“**GreenSoil Investments**”).

The address of GreenSoil Investments is:  
5 Hatidhar St.  
P.O. Box 4398  
Ra’anana, 4365704  
Israel

**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.**

On March 31, 2020, the Issuer completed a transaction (the “**Transaction**”) pursuant to an agreement and plan of merger (the “**Merger Agreement**”) entered into among the Issuer, BioHarvest Ltd. (“**BioHarvest**”) and BioFarming Ltd. (“**Merger Sub**”). In connection with the Transaction, the Issuer acquired all of the issued and outstanding shares of BioHarvest (the “**BioHarvest Shares**”) from the shareholders thereof, including LP1, in exchange for the issuance of Common

Shares. In addition, immediately prior to the closing of the Transaction, former holders of convertible debt of BioHarvest, including LP1 and LP1 Annex, converted their convertible debt to Common Shares and were entitled to receive warrants to purchase Common Shares (“Warrants”). The Warrants replaced existing warrants previously held by the holders of convertible debt of BioHarvest.

Upon the completion of the Transaction, GreenSoil Investments collectively beneficially owned, controlled and directed 49,651,044 Common Shares, representing in aggregate approximately 12.1% of the issued and outstanding Common Shares (calculated based on the 410,301,419 Common Shares reported by the Issuer as being outstanding as of May 27, 2020) In addition, GreenSoil Investments also collectively beneficially owned, controlled and directed Warrants exercisable to acquire an aggregate of 5,949,330 Common Shares, which were each exercisable at a price of \$1.00 per share until August 31, 2020.

**2.3 State the names of any joint actors.**

Greensoil I Investment Fund, L.P.  
Greensoil Investments Annex Fund I, L.P.

**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 this report and the change in the acquiror’s security holding percentage in the class of securities.**

Upon the completion of the Transaction, GreenSoil Investments acquired beneficial ownership, control and direction over 49,651,044 Common Shares in exchange for its BioHarvest Shares, representing in aggregate approximately 12.1% of the issued and outstanding Common Shares (calculated based on the 410,301,419 Common Shares reported by the Issuer as being outstanding as of May 27, 2020) and Warrants to purchase 5,949,330 Common Shares.

Prior to the completion of the Transaction, GreenSoil Investments did not hold any Common Shares or convertible securities of the Issuer.

**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 this report.**

See Item 2.2 and Item 3.1.

**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 Item 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,**

See Item 3.1 above.

**(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.**

Not applicable.

**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.**

Pursuant to the terms of the Transaction, the holders of BioHarvest Shares, including LP1 and LP1 Annex, received consideration comprised of one Common Share for each BioHarvest Share held. Pursuant to the Merger Agreement, the Common Shares were issued at a deemed price of \$0.15 per share. GreenSoil Investments acquired a total of 49,651,044 Common Shares at a price of \$0.15 per Share, representing an aggregate price of \$7,447,656.60. In addition, GreenSoil Investments also acquired Warrants exercisable to acquire an aggregate of 5,949,330 Common Shares, which were each exercisable at a price of \$1.00 per share until August 31, 2020.

- 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.**

See Item 4.1.

- 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. 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.

GreenSoil Investments originally acquired the Common Shares for investment purposes and may, depending on market and other conditions, or as future circumstances may dictate, from time to time, on an individual or joint basis, increase or decrease its beneficial ownership, control or direction over Common Shares of the Issuer through the purchase or sale of Common Shares on the open market or in private transactions, treasury issuances or otherwise. GreenSoil Investments currently has no other plans or intentions that relate to, or would result in the matters listed in clauses (a) to (k) above. However, GreenSoil Investments intends to evaluate its investment on a continuing basis and depending on market conditions, general economic and industry conditions, the Issuer's business and financial condition and/or other relevant factors, GreenSoil Investments may develop such plans or intentions in the 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.

Not applicable.

#### **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**

I, as the acquiror, certify, or I, as the agent filing this 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: January 25, 2021.

**GREENSOIL INVESTMENTS  
MANAGEMENT LTD.**

By: "Gideon Soesman"

Name: Gideon Soesman

Title: Director