**Notice of Change in Corporate Structure**

**Pursuant to Section 4.9 of National Instrument 51-102**

**Item 1 Name and Address of Issuer**

Curaleaf Holdings, Inc.
666 Burrard Street
Suite 1700
Vancouver, BC
V6C 2X8

**Item 2 Names of the Parties to the Transaction**

- Curaleaf Holdings, Inc. (formerly Lead Ventures Inc. (the "**Company**");
- Curaleaf Inc. (formerly known as PalliaTech, Inc.) ("**Curaleaf**");
- 1177687 B.C. Ltd. ("**Curaleaf FinCo**");
- 177679 B.C. Ltd. ("**LVI SubCo**");
- Curaleaf MergerCo, Inc. ("**LVI USCo**"); and
- 1184419 B.C. Ltd. ("**Amalco**").

**Item 3 Description of the Transaction**

Pursuant to a Transaction Agreement (the "**Transaction Agreement**") dated July 25, 2018, the Company and Curaleaf completed a business combination pursuant to which, among other things, the security holders of Curaleaf completed a reverse take-over of the Company, and the Company completed the listing for trading of its subordinate voting shares of the resulting issuer on the Canadian Securities Exchange (the "**Business Combination**"). As part of the Business Combination, the Company changed its name from "Lead Ventures Inc." to "Curaleaf Holdings, Inc.", and restructured its existing share capital to, among other things, reclassify its existing common shares as subordinate voting shares ("**Subordinate Voting Shares**"), create a class of multiple voting shares, eliminate the class of preferred shares and add certain provisions, including a redemption right in favour of the Company to ensure that the Company complies with applicable licensing regulations. As part of the Business Combination, As part of the Business Combination, the Company, Curaleaf FinCo and LVI SubCo also completed a three-cornered amalgamation (the "**Amalgamation**") whereby (i) each outstanding common share of Curaleaf FinCo was exchanged for one Subordinate Voting Share, following which such common share of Curaleaf FinCo Share was cancelled; (ii) the Company received one common share of Amalco for each one common share of LVI Subco held by the Company, following which all such common shares of LVI Subco were cancelled; and (iii) Amalco issued to the Company one share of Amalco for each one Subordinate Voting Share issued to the former holders of common shares of Curaleaf Finco. Concurrently with the Amalgamation, LVI USCo merged with and into Curaleaf, with Curaleaf surviving the merger and becoming a wholly-owned subsidiary of the Company (the "**Merger**"). As part of the Merger, the Company issued (i) Subordinate Voting Shares to the former shareholders of Curaleaf in exchange for shares of Curaleaf common stock upon completion of the Merger and (ii) Multiple Voting Shares to Gociter Holdings Ltd. in exchange for shares of Curaleaf common stock and other cash consideration contributed to the Company immediately prior to the completion of the Merger.

Immediately prior to the Business Combination, Curaleaf FinCo, a sole purpose corporation, completed a brokered and a non-brokered subscription receipt financing at a price of C$11.45 per subscription receipt for aggregate gross proceeds of approximately C$520 million (the "**Financing**"). The brokered portion of the Financing was co-led by GMP Securities L.P. and Canaccord Genuity Corp., on behalf of a syndicate that included Cormark Securities Inc., Eight Capital and Haywood Securities Inc.

**Item 4 Effective Date of the Transaction**

October 25, 2018.

**Item 5 Names of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity**

The Company continues to be a reporting issuer in British Columbia, Alberta, Manitoba and Ontario. No party ceased to be a reporting issuer.

**Item 6 Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction**

The Company's financial year-end remains December 31. The first financial year-end of the Company following the completion of the Business Combination is December 31, 2018.

**Item 7 Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction**

The Company will file interim financial statements for the six months ended June 30, 2018 on or before November 5, 2018, interim financial statements for the nine months ended September 30, 2018 on or before November 29, 2018 and annual financial statements for the year ended December 31, 2018 on or before April 30, 2019.

**Item 8 Documents filed under NI 51-102 that describe the Transaction and where they can be found in electronic format**

- A news release announcing that the Company had signed a non-binding letter of intent regarding the Transaction was filed on the Company's SEDAR profile on June 29, 2018.

- A news release announcing the Business Combination was filed on the Company's SEDAR profile on July 26, 2018.

- A copy of the Transaction Agreement was filed on the Company's SEDAR profile on August 3, 2018.

- A management information circular was filed on the Company's SEDAR profile on September 14, 2018.

- A first amendment to the management information circular was filed on the Company's SEDAR profile on October 5, 2018.

- A news release announcing the first amendment to the management information circular was filed on the Company's SEDAR profile on October 5, 2018.

- A second amendment to the management information circular was filed on the Company's SEDAR profile on October 11, 2018.

- A news release announcing the second amendment to the management information circular was filed on the Company's SEDAR profile on October 5, 2018.

- A news release announcing the completion of the Business Combination was filed on the Company's SEDAR profile on October 26, 2018.

- A news release announcing the closing of a private placement and the beginning of trading of the Company's subordinate voting shares on the Canadian Securities Exchange ("**CSE**") was filed on the Company's SEDAR profile on October 29, 2018.

- A CSE Form 2A Listing Statement of the Company was filed on the Company's SEDAR profile on October 29, 2018.

Dated as of November 2, 2018.