# CURALEAF HOLDINGS, INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS TO BE HELD ON SEPTEMBER 9, 2021**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**July 30, 2021**

**CURALEAF HOLDINGS, INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS AND NOTICE OF AVAILABILITY OF MEETING MATERIALS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting of the shareholders (the "**Meeting**") of Curaleaf Holdings, Inc. (the "**Company**") will be held on September 9, 2021 at 2:00 p.m. (Eastern Time). This year again, given the current COVID-19 pandemic and the restrictions imposed therewith and our commitment to protect the health and safety of the public and of our shareholders, team members (including directors, officers and employees) and other stakeholders, the Meeting will be held in virtual form only via live webcast at https://web.lumiagm.com/200124145.

The items for consideration at the Meeting are as follows:

(a) receive and consider the annual audited financial statements of the Company for the financial year ended December 31, 2020 together with the notes thereto and the auditors' report thereon (the "**Financial Statements**");

(b) fix the number of directors of the Company at nine (9) and elect as directors for the forthcoming year the six (6) nominees proposed by the Company (see page 2 and following of the accompanying management information circular (the "**Information Circular**"));

(c) re-appoint Antares Professional Corporation, Chartered Professional Accountants as auditors of the Company and authorize the board of directors of the Company (the "**Board**") to fix the auditors' remuneration and terms of engagement (see page 7 of the Information Circular);

(d) consider and, if deemed advisable, to adopt a special resolution (the "**Special Resolution**") (the full text of which is reproduced as Schedule "A" of the Information Circular) for the purpose of adopting an amendment to the articles of the Company, having the effect of amending the share capital of the Company (see page 8 and following of the Information Circular); and

(e) transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

As a shareholder of the Company (a "**Shareholder**"), it is very important that you read the Information Circular and other Meeting Materials (as defined herein) carefully. They contain important information with respect to the matters to be considered at the Meeting, on how to vote your shares and to attend and participate at the Meeting.

The record date for the determination of the Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is July 30, 2021 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof. This year again, the Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all Shareholders (or their duly appointed proxyholders) regardless of geographic location and equity ownership will have an equal opportunity to participate in the Meeting. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting online at https://web.lumiagm.com/200124145, where they can participate, vote, or submit questions during the Meeting's live webcast. Non-registered holders of subordinate voting shares ("**Non-Registered Holders**") who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but will not be able to participate or vote at the Meeting. If you are a Non-Registered Holder and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from your financial intermediary to ensure that

your subordinate voting shares will be voted at the Meeting by a duly appointed proxyholder or to ensure that you will be able to personally attend, participate and vote at the Meeting.

To be effective, the enclosed proxy or voting instruction must be returned to the Company's registrar and transfer agent, Odyssey Trust Company ("**Odyssey**") by: (i) mail using the enclosed return envelope; or (ii) hand delivery to Odyssey at Odyssey Trust Company, 1230, 300 5th Ave SW, Calgary, AB, T2P 3C4. Alternatively, you may vote by Internet at https://login.odysseytrust.com/pxlogin and by clicking "Vote". All instructions are listed on the proxy or voting instruction form. Your proxy or voting instruction form must be received in each case no later than 2:00 p.m**.** (Eastern Time) on September 7, 2021 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment(s) to the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your shares, including if you are a Non-Registered Holder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, Shareholders **MUST** send an email to curaleaf@odysseytrust.com and provide Odyssey with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered Shareholder, or name of broker where the shares are held if a beneficial Shareholder, so that Odyssey may provide the proxyholder with a Username via email.

**If you are a Non-Registered Holder, a voting instruction form, instead of a form of proxy, will be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.** Non-Registered Holders are Shareholders that do not hold their shares of the Company in their own name and whose shares are held through an intermediary.

## NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method to deliver the Information Circular, the Financial Statements and related management's discussion and analysis, and other meeting materials of the Meeting (the "**Meeting Materials**") to both Non-Registered Holders and registered Shareholders. The notice-and-access mechanism allows the Company to deliver the Meeting Materials over the Internet in accordance with the notice-and-access rules adopted by the Canadian Securities Administrators under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered Shareholders will receive a form of proxy and Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, Shareholders will receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the printing and mailing costs of the Meeting Materials. Shareholders are reminded to review carefully the Meeting Materials prior to voting.

**Websites Where Meeting Materials Are Posted**

Meeting Materials can be viewed online under the Company's profile on SEDAR at www.sedar.com or at https://odysseytrust.com/client/curaleaf-holdings-inc-2/, the website for the Meeting Materials maintained by Odyssey. The Meeting Materials will remain posted on the Company's profile on SEDAR and on Odyssey's website at least until the date that is one year after the date the Meeting Materials were posted.

**How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made at any time up to one year from the date the Meeting Materials are posted on Odyssey's website. In order to receive a paper copy of the Meeting Materials, or if you have questions concerning notice-and-access, please call Odyssey, at 1-888-290-1175 (toll-free in North America) or at 1-587-885-0960 (direct from outside of North America). To receive paper copies of the Meeting Materials in advance of the voting deadline and the Meeting date, requests for paper copies must be received by no later than August 27, 2021. If you do request a paper copy of the Meeting Materials, please note that another form of proxy or voting instruction form will not be sent; please retain the one received with this notice of annual general meeting of Shareholders and availability of meeting materials, for voting purposes.

**DATED** at Wakefield, Massachusetts this 30th day of July 2021.

BY ORDER OF THE BOARD

(signed) *"Joseph Lusardi"*

Joseph Lusardi, Executive Vice-Chairman of the Board

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**CURALEAF HOLDINGS, INC.**
**("Curaleaf" or the "Company")**

**MANAGEMENT INFORMATION CIRCULAR**

This management information circular (the "**Information Circular**") is dated July 30, 2021 and is furnished in connection with the solicitation of proxies by and on behalf of the management of the Company ("**Management**") for use at the annual general and special meeting (the "**Meeting**") of the holders of subordinate voting shares and holders of multiple voting shares (collectively, the "**Shareholders**") of the Company to be held on September 9, 2021 at 2:00 p.m. (Eastern Time) for the purposes set out in the notice of annual general and special meeting of the Shareholders and notice of availability of meeting materials (the "**Notice**") accompanying this Information Circular. This year again, given the current COVID-19 pandemic and the restrictions imposed therewith and our commitment to protect the health and safety of the public and of our Shareholders, team members (including directors, officers and employees) and other stakeholders, the Meeting will be held in virtual form only via live webcast at https://web.lumiagm.com/200124145. See "General Statutory Information" for more information on how to attend, participate and vote at the Meeting.

All dollar amounts herein are expressed in United States dollars, unless otherwise indicated.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this Information Circular constitute forward-looking statements. The words "scheduled", "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements.

Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that the Company's business guidance, objectives, plans and strategic priorities will be achieved. Forward-looking statements contained in this Information Circular include, without limitation, statements relating to the approval of the Proposed Amendment (as defined herein) by the Shareholders, the timing of the implementation of the Proposed Amendment and the expected benefits thereto, the expected impact on the Company and the trading price of its securities following the implementation of the Proposed Amendment as well as the occurrence and if so, the timing of a listing for trading of the Subordinate Voting Shares of the Company on a United States national securities exchange such as The Nasdaq Stock Market or The New York Stock Exchange.

Many factors could cause the Company's actual results or affairs to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors discussed in the "Risk Factors" section of this Information Circular, the "Risk Factors" section of our annual management's discussion and analysis of financial condition and results of operations for the years ended December 31, 2020 and 2019 dated March 11, 2021 and of our annual information form for the year ended December 31, 2020 dated April 16, 2021, both of which are available under the Company's profile at www.sedar.com. Although these factors are not intended to represent a complete list of the factors that could affect the

Company, they should be considered carefully. The forward-looking statements contained in this Information Circular are made as of the date of this Information Circular, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities regulations. The forward-looking statements contained in this Information Circular are expressly qualified by this cautionary statement. We caution investors not to rely on the forward-looking statements contained in this Information Circular when making an investment decision in the Company's securities. You are encouraged to read our filings with Canadian securities regulatory authorities available at www.sedar.com under the Company's profile for a discussion of these and other risks and uncertainties.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### *1. Presentation of the Financial Statements*

The Company's annual audited financial statements for the financial year ended December 31, 2020, together with the notes thereto and the auditors' report thereon (the "**Financial Statements**") will be presented at the Meeting but will not be subject to a vote. A copy of the Financial Statements has been filed and is available at SEDAR under the Company's profile at www.sedar.com or at https://odysseytrust.com/client/curaleaf-holdings-inc-2/, the website for the Meeting materials maintained by the Company's transfer agent and registrar, Odyssey Trust Company ("**Odyssey**").

### *2. Number of Directors and Election of Directors*

The articles of the Company require a minimum of three (3) directors of the Company. At the last annual general meeting of the Company held on December 1, 2020, the Shareholders sat the number of directors of the Company at seven (7), and there are currently six (6) directors on the board of directors of the Company (the "**Board**"). The present term of office of each current director of the Company will expire at the Meeting. At the Meeting, it is proposed (i) to set the number of directors of the Company at nine (9), and (ii) that six (6) directors be elected. In accordance with the articles of the Company, the Board will have discretion to select suitable candidates and appoint them as directors of the Company to fill in the three (3) vacancies that will remain following the Meeting, and such directors will hold office until the next annual general meeting of the Shareholders or until they are otherwise replaced.

After recommendation by the Compensation and Nominating Committee of the Board (the "**CN Committee**") that the director-nominees listed in this Information Circular be presented for election at this Meeting and after unanimous approval of such recommendation by the Board, the Company proposes to nominate at the Meeting the persons whose names are set forth in the following table, each to serve as a director of the Company until the next meeting of Shareholders at which the election of directors is considered, or until his successor is duly elected or appointed, unless he resigns, is removed or becomes disqualified in accordance with the articles of the Company or the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The persons named in the accompanying form of proxy or voting instruction form, as applicable, intend to vote for the election of such persons at the Meeting, unless otherwise directed. The Company does not contemplate that any of the nominees will be unable to serve as a director of the Company.

The following table and the notes thereto set out the name of each person proposed by the Company to be nominated for election as a director of the Company at the Meeting, the period during which he has been a director of the Company, his principal occupation within the five (5) preceding years, all offices of the Company now held by such person, and his shareholdings, which includes the number of voting securities of the Company beneficially owned, or over which control or direction is exercised, directly or indirectly, to the knowledge of the Company, based on publicly available filings.

| Name of Proposed Nominee, Province/State and Country of | Year First Elected as Director | Principal Occupation(s) for the Past Five Years | Position(s) with the Company | Shares Owned, Controlled or Directed, Directly or Indirectly[1][2] |
|---|---|---|---|---|
| Boris Jordan[3][4]<br>Florida, U.S. | 2018 | Curaleaf, Executive Chairman; The Sputnik Group, Founder; Renaissance Insurance, Chairman and Founder | Executive Chairman | 93,970,705 Multiple Voting Shares<br><br>59,235,411 Subordinate Voting Shares |
| Joseph Lusardi<br>Massachusetts, U.S. | 2018 | Curaleaf, CEO; Massapoag Advisors, Principal and Founder | Executive-Vice Chairman | 5,302,328 Subordinate Voting Shares |
| Dr. Jaswinder Grover[5]<br>Nevada, U.S. | 2020 | Allegiant Institute and the Smoke Ranch Surgery Center, Founder | Director | 5,453,994 Subordinate Voting Shares |
| Karl Johansson[3][4]<br>Minnesota, U.S. | 2018 | Ernst & Young, Managing Partner | Director | 41,552 Subordinate Voting Shares |
| Peter Derby[3][4]<br>New York, U.S. | 2018 | Concinnity Advisors, LP, Founder | Director | 460,376 Subordinate Voting Shares |
| Mitchell Kahn[6]<br>Illinois, U.S. | 2020 | Grassroots, Co-Founder and CEO; Greenhouse Group LLC, Principal and CEO; Frontline Real Estate Partners, Principal and CEO | Director | 4,678,763 Subordinate Voting Shares |

**Notes:**

(1) No director beneficially owns, or controls or directs, directly or indirectly, any of the voting securities of the subsidiaries of the Company.

(2) These figures do not include Options and RSUs (as each such term is defined herein) which are disclosed elsewhere in this Information Circular.

(3) Member of the Audit Committee.

(4) Member of the CN Committee.

(5) Under the amended and restated merger agreement to acquire Cura Partners, Inc. ("**Cura**") dated October 30, 2019, certain former securityholders of Cura have the right to appoint one individual to serve on the Board. Dr. Grover is the nominee appointed by such former securityholders.

(6) Under the amended and restated merger agreement to acquire GR Companies, Inc. ("**Grassroots**") dated June 22, 2020, the former core securityholders of Grassroots have the right to appoint one individual to serve on the Board. Mitchell Kahn, co-founder and CEO of Grassroots, is the nominee appointed by the former core securityholders of Grassroots.

**The biographies of the proposed nominees for directors are set out below.**

***Boris Jordan | Executive Chairman of the Board***. Mr. Jordan is an American businessman, co-founder of Renaissance Capital Group and The Sputnik Group, two international investment and advisory firms. In the early 1990's, Mr. Jordan was considered a key player in the development of the Russian stock market and was a leader in the privatization of Russian State assets. Mr. Jordan is a longstanding Member of the Council on Foreign Relations and a member of The Board of Trustees of New York University. After founding The Sputnik Group in 1999, Mr. Jordan has led the company in its investments in emerging industries, including investments in Renaissance Insurance, a company where Mr. Jordan is President and the Chairman of the Board. Mr. Jordan built Renaissance Insurance into one of the leading insurance groups in the Russian market. Since acquiring majority control of Curaleaf in 2014, Mr. Jordan has been impactful in the Company's emergence as an industry leader. Mr. Jordan serves as a member of the Audit Committee, as well as a member of the CN Committee. Mr. Jordan holds a B.A. from New York University.

***Joseph Lusardi | Executive Vice Chairman***. Mr. Lusardi is a pioneer in the U.S. cannabis industry and is credited with opening one of the first medical cannabis operations on the East Coast. Mr. Lusardi has a decade of cannabis experience, as well as 20 years' experience in finance, private equity and entrepreneurship. Since 2015, Mr. Lusardi has led the Company through a significant growth trajectory from a small medical device company to a publicly traded, vertically integrated multi state cannabis operator that is positioned to become the largest cannabis company in the world. In 2019, he oversaw two transformational acquisitions – Select, the leading cannabis wholesale brand in the United States, and Grassroots, which expanded Curaleaf's presence from 12 to 19 states with over 130 licenses. Mr. Lusardi has been instrumental in developing an organizational strategy focused on the advancement of cannabis science to support patients in need of medical cannabis as well as adult-use customers. He previously held executive positions at financial services companies including Liberty Mutual Group, Fidelity Investments, and Affiliated Managers Group. Mr. Lusardi has a B.B.A. from The Catholic University of America and an M.B.A. from Boston College.

***Jaswinder Grover, M.D. | Director***. Jaswinder Grover, M.D. is an orthopedic and spine surgeon who has practiced in Las Vegas, Nevada for the past 25 years. Dr Grover is the founder, developer, and the owner of the Allegiant Institute and the Smoke Ranch Surgery Center, a referral center for patients with spine and pain disorders, which together employ more than 100 people in Las Vegas, Nevada. Originally from India, he spent his childhood in England and migrated to the United States as a teenager. He was invited to attend UCLA School of Medicine as an early acceptance for gifted students after only three years of college graduating with his MD at the age of 23. He performed his residency in orthopedic and trauma surgery at the USC - Los Angeles County Medical Center for five years. He thereafter served as fellow of spinal cord injury at the University of British Columbia, fellow of cervical spine reconstructive surgery at McGill University, Montreal, and fellow of spinal deformity and lumbar reconstruction surgery Nottingham Center for spine surgery in England. He started his practice in Las Vegas, Nevada in 1995 as associate professor of orthopedic surgery at the University Medical Center attending to the most complex spine and pelvis injuries. In 2004, he began the Nevada Spine Clinic and Center for Special Surgery, a private practice dedicated to the evaluation, care and treatment for patients with spinal disorders. The center has since evolved to become the Allegiant Institute, a comprehensive referral center for patients with spine, musculoskeletal, and pain disorders both acute and chronic, providing complete assessment and treatment options for affected patients. The Institute encompasses imaging and MRI facilities, a pain management division offering both pharmacological and advanced interventional options, regenerative and stem cell therapies, and advanced surgical solutions both major reconstructive when necessary, and when possible minimally invasive outpatient technologies. The Institute is associated with the Smoke Ranch Surgery Center, a Joint Commission for the Accreditation for Hospitals accredited center. Over his career, Doctor Grover has personally performed over 12,000 spine surgeries and has pioneered various outpatient techniques in minimally invasive spine surgery. He is a member of the American Medical Association, the North American Spine Society, and a fellow of the American Academy of Orthopedic Surgeons. Doctor Grover remains actively involved as a consultant and surgeon.

***Karl Johansson | Director***. Mr. Johansson has broad experience in multinational accounting and the co-ordination of international tax engagements, mergers and acquisitions, and due diligence projects in key

global markets. From 1995 to 2000, Mr. Johansson was a Managing Partner of Ernst & Young CIS, after which he was a Regional Partner for Eastern Europe countries, including CIS (Vienna, Austria). From 2006 to 2014, he worked as a Managing Partner of Ernst & Young CIS in Moscow. While in Russia, he was a coordinator of the Foreign Investment Advisory Council (FIAC). Mr. Johansson has been a member of the Emerging Europe Business Council and Corporate Governance Task Force of the World Economic Forum, as well as the Foreign Investment Advisory Councils of Kazakhstan, Ukraine and Latvia. Mr. Johansson serves as the Chair of the Audit Committee, as well as a member of the CN Committee. Mr. Johansson received a Bachelor's degree from the University of Minnesota and a Juris Doctor degree from the University of Pennsylvania.

***Peter Derby | Director***. Peter Derby is a founding partner of Concinnity Advisors, LP, the sub-advisor with investment discretion for the Capital Stewardship Strategy, which was formed in 2011. From 2008 to 2011, Mr. Derby was a portfolio manager at Diamondback Advisors NY, LLC. From 2007 to 2008, he was a founding member of The Concinnity Group, LLC. During William H. Donaldson's tenure as Chairman of the Securities Exchange Commission, from 2003 to 2005, Mr. Derby served as the Securities Exchange Commission's Managing Executive for Operations and Management. In 1989, he participated in the founding of DialogBank, the first private Russian bank to receive an international banking license. At DialogBank, Mr. Derby served as Chairman of the board of directors from 1997 to 1998, as President and Chief Executive Officer from 1991 to 1997 and as Chief Financial Officer from 1990 to 1991. Mr. Derby also founded the first Russian investment firm in 1991, Troika Dialog, where he served as Chairman of the board of directors from 1996 to 1997 and as President and Chief Executive Officer from 1991 to 1996. Prior to his tenure in Russia, he was a Corporate Finance Officer at National Westminster Bank USA from 1985 to 1990 and an Auditor at Chase Manhattan Bank from 1983 to 1985. Mr. Derby serves as the Chair of the CN Committee, as well as a member of the Audit Committee. Mr. Derby earned a B.S. in accounting, finance and international finance from New York University in 1983.

***Mitchell Kahn | Director***. Over his career, Mitchell Kahn has demonstrated a successful track record of business management, strong leadership, and entrepreneurship. Mr. Kahn graduated from University of Wisconsin School of Business and received his JD from Northwestern University Law School. After beginning his career as a transactional attorney focused on both real estate and corporate M&A transactions, he served as Senior Vice President at Sportmart, growing the company's retail footprint from 20 to 70 stores. He then co-founded Hilco, a leading real estate restructuring, disposition valuation and appraisal firm. Mr. Kahn served as President and CEO and grew the business to more than 30 employees and annual revenues in excess of $15,000,000. In 2010, Mr. Kahn co-founded Frontline Real Estate Partners, a real estate investment and advisory company with expertise in the acquisition, development, management, disposition and leasing of commercial real estate properties throughout the United States. The company has acquired properties valued at more than $125,000,000 and has built a successful brokerage and property management business currently managing more than two million square feet of properties. Mr. Kahn actively serves as Chairman of Frontline Real Estate Partners. In 2014, Mr. Kahn co-founded Grassroots Cannabis to provide safe and efficacious cannabinoid products to consumers. As CEO of the largest private, vertically integrated, cannabis operation in the United States, he established operations in 11 states, obtained more than 60 licenses, and empowered over 1100 employees. Today, Mr. Kahn serves on multiple boards and is actively involved in numerous charitable and community organizations.

**The Management nominees named in the form of proxy or voting instruction form, as applicable, (absent contrary directions) intend to vote the shares represented thereby FOR setting the number of directors of the Company at nine (9), and FOR the re-election of each of the aforementioned named nominees unless otherwise instructed on a properly executed and validly deposited proxy.** Management does not contemplate that any aforementioned named nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy or voting instruction form, as applicable, reserve the right to vote for another nominee at their discretion.

**Cease Trade Orders, Bankruptcy/Insolvency Proceedings, Penalties and Sanctions**

None of the Company's directors or executive officers has, within the ten years prior to the date of this Information Circular, been a director or officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days.

None of the Company's directors or executive officers has, within the ten years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director or executive officer, been a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No director or executive officer of the Company has: (i) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

**Conflicts of Interest**

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors or officers of other companies. They also invest and may invest in businesses, including in the cannabis sector, that compete directly or indirectly with the Company or act as customers or suppliers of the Company. Some of the individuals that are directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the BCBCA. Further, to mitigate the risks caused by real or perceived conflicts of interest of its directors, officers and employees, the Company adopted a conflicts of interest policy pursuant to which, among other things, disclosure of the competing interests and the approval of the Company is required with respect to affiliations with competitors (including having a financial interest in such competitors) or companies with which Curaleaf does business.

Other than (i) certain of the Company's or its subsidiaries' directors and officers serving as directors and officers of other companies, and therefore being possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies, (ii) certain of the Company's or its subsidiaries' directors and officers having portfolio investments consisting of minority stakes in businesses that may compete directly or indirectly with the Company or act as a customer of, or supplier to, the Company, and (iii) other than disclosed elsewhere in this Information Circular, to the best of the Company’s knowledge, there are no known existing or potential material conflicts of interest among the Company or a subsidiary of the Company and a director or officer of the Company or a subsidiary of the Company as a result of their outside business interests.

### *3. Appointment of Auditors*

Shareholders will be requested to re-appoint Antares Professional Corporation, Chartered Professional Accountants ("**PKF Antares**"), as auditors of the Company to hold office until the next annual meeting of

Shareholders, and to authorize the directors of the Company to fix the auditors' remuneration and the terms of their engagement. PKF Antares was first appointed as auditors of the Company on February 4, 2019.

**The Management nominees named in the form of proxy or voting instruction form, as applicable, (absent contrary directions) intend to vote the shares represented thereby FOR the resolution re-appointing PKF Antares as auditors of the Company for the ensuing year and authorizing the directors to fix PKF Antares' remuneration.**

### *4. Amendment to the Articles of the Company*

*Summary of the Proposed Amendment*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, approve, an amendment (the "**Proposed Amendment**") to the articles of the Company in order to extend the automatic termination of the dual-class structure of the Company and to maintain such dual-class structure of the Company until the earlier to occur of (i) the transfer or disposition of the Multiple Voting Shares by Mr. Boris Jordan to one or more third parties (which are not Permitted Holders (as defined in the articles of the Company which are available on SEDAR under the Company's profile)); (ii) Mr. Jordan or his Permitted Holders no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares; and (iii) the first business day following the first annual meeting of shareholders of the Company following the Subordinate Voting Shares of the Company being listed and posted for trading on a United States national securities exchange such as The Nasdaq Stock Market or The New York Stock Exchange.

As at the date hereof, the authorized share capital of the Company consists of an unlimited number of Subordinate Voting Shares and an unlimited number of Multiple Voting Share. Each Subordinate Voting Share entitles the holder thereof to one vote, whereas each Multiple Voting Share entitles the holder thereof to 15 votes. All of the issued and outstanding Multiple Voting Shares are automatically convertible into Subordinate Voting Shares upon the earlier of (i) October 25, 2021 (the "**Sunset Date**") and (ii) at such time as Boris Jordan, Executive Chairman of the Company, and his "Permitted Holders" (i.e. members of his immediate family and entities controlled by Mr. Jordan and members of his immediate family) that hold Multiple Voting Shares no longer beneficially own, as a group, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding shares of the Company on a non-diluted basis (the "**Minimum Shareholding Threshold**").

With the Proposed Amendment, the Multiple Voting Shares and the Subordinate Voting Shares would retain their current voting ratio of fifteen (15) votes per share and one (1) vote per share, respectively, and all of the other rights and restrictions attached to the Multiple Voting Shares and Subordinate Voting Shares would remain the same. For the particular voting rights and restrictions attached to the Multiple Voting Shares and the Subordinate Voting Shares, see "Voting Securities and Principal Holders Thereof" in this Information Circular.

As at the date hereof, 93,970,705 Multiple Voting Shares are issued and outstanding, representing, in the aggregate, approximately 69.8% of the voting rights attached to all of the outstanding shares of the Company. All of the Company's Multiple Voting Shares are currently beneficially owned by Mr. Boris Jordan, Executive Chairman of the Board. Mr. Jordan is also the beneficial owner or exercises control or direction over, directly or indirectly, an aggregate of 59,235,411 Subordinate Voting Shares, representing, in the aggregate, approximately 2.9% of the voting rights attached to all of the outstanding shares of the Company.

The special shareholders' resolution approving the Proposed Amendment and amending the articles of the Company (the "**Amendment Resolution**") is reproduced in Schedule "A" hereto.

*Background to the Proposed Amendment*

*Initial Implementation of Dual-Class Structure*

On October 25, 2018, the Company (then known as Lead Ventures Inc.) and Curaleaf, Inc. completed the combination of their respective businesses (the "**Business Combination**") that resulted in (i) the reverse take-over of the Company by the securityholders of Curaleaf, Inc., (ii) the Company changing its name to Curaleaf Holdings, Inc., and (iii) the Company reorganizing its capital structure by creating two classes of shares, the Multiple Voting Shares and the Subordinate Voting Shares. Prior to the completion of the Business Combination, Curaleaf, Inc. had retained Stifel Canada, then known as GMP Securities ("**GMP**") as financial advisor.

The members of the Special Committee have been advised that prior to the Business Combination, management of Curaleaf, Inc. had evaluated various alternatives to implement a new capital structure for the Company in the context of the Business Combination. Following a review of then recent going-public transactions involving cannabis companies in Canada and in the U.S., as well as taking into account advice received from GMP, including market advice, management of Curaleaf, Inc. decided to implement a dual-class share structure composed of multiple voting shares with 15 votes per share and subordinate voting shares with 1 vote per share, with a pre-determined termination date (also known as a "sunset" date), at which time all of the issued and outstanding multiple voting shares of the Company would convert into subordinate voting shares, and no multiple voting shares would be authorized for issuance following such date.

The members of the Special Committee have been advised that this dual-class share structure was recommended by GMP, following a string of reverse takeover bids where companies in the U.S. medical and/or recreative cannabis and/or hemp industries had implemented capital structures considered to be heavily founder-biased, with multiple voting share structures without pre-determined termination date or granting the board of directors of such companies the discretion to determine when to terminate the multiple voting share structures once determined its maintenance would no longer be in the best interest of the company or following certain stated events, such as the listing of the listed shares of such company on certain stock exchanges.

*Background to the Proposed Amendment*

In November 2020, Mr. Jordan initiated discussions with management regarding the possibility of extending the dual-class share structure beyond the initial Sunset Date. At that time, management of the Company contacted Stikeman Elliott LLP ("**Stikeman**"), legal counsel to the Company, to conduct a legal analysis of precedents and review any potential legal issues arising from such a proposed amendment. Stikeman advised management that such an amendment would require the approval of the Shareholders at a duly convened meeting of Shareholders.

In late May 2021, as management of the Company and Stikeman were preparing the materials for an annual meeting of shareholders of the Company then planned to be held in July 2021, discussions regarding the possibility of implementing the Proposed Amendment resumed. These discussions continued into early June 2021, as management informed Stikeman that Mr. Jordan and the Company wished to extend the Sunset Date for an additional two-year period, i.e. until October 25, 2023. Management and Mr. Jordan continued their discussions regarding the Proposed Amendment in early June 2021. After review of various multiple voting share structures in the cannabis industry and the long term strategic plan of the Company, management of the Company and Mr. Jordan agreed to propose that the articles of the Company be amended such that the dual-class share structure of the Company would automatically expire on the first business day following the first annual meeting of shareholders of the Company following the listing of the Subordinate Voting Shares on a national U.S. securities exchange, such as The NASDAQ Stock Exchange or The New York Stock Exchange, at which point each Multiple Voting Share would automatically convert into one Subordinate Voting Share (the same conversion ratio as currently in effect), rather than providing for an extension of the initial Sunset Date for an additional two-year period. The Proposed Amendment would not otherwise affect the Minimum Shareholding Threshold, meaning that if Mr. Jordan and his

Permitted Holders (as defined in the articles of the Company) decrease their ownership of Multiple Voting Shares below the 5% threshold described above, the dual-class share structure will automatically terminate.

*Creation of the Special Committee and its Mandate*

As discussions on the Proposed Amendment between Mr. Jordan and management of the Company were ongoing, the Company advised its legal counsel, Stikeman, of the Proposed Amendment and sought initial legal advice on the requirements relating to the Proposed Amendment under applicable corporate and securities laws, including the creation by the Board of a special committee of independent directors to consider the Proposed Amendment and potentially provide a recommendation to the Board with respect thereto.

Given that Mr. Boris Jordan, Executive Chairman of Curaleaf, is the beneficial owner of all of the issued and outstanding Multiple Voting Shares, Curaleaf, further to discussions with Stikeman, determined that the Proposed Amendment would constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). In order to address the potential conflicts of interests identified in connection with the Proposed Amendment, the Board established a special committee of the Board (the "**Special Committee**") on June 24, 2021 to evaluate, review and analyse the Proposed Amendment to determine whether it is in the best interest of the Company, and to provide recommendations to the Board as appropriate. The Special Committee has been established to deal with all matters related to the consideration of the Proposed Amendment in accordance with its mandate, including, among other things, to:

(a) organize, institute and supervise the evaluation of the Proposed Amendment and review and consider whether the Proposed Amendment is in the best interest of the Company;

(b) receive details of the Proposed Amendment (including reasons and rationale for the Proposed Amendment) from, and discuss them with, management of the Company and its legal advisors, as appropriate;

(c) with the advice of legal counsel, consider all legal and regulatory requirements applicable to the Proposed Amendment, including any matters necessary to comply with the requirements set out in MI 61-101 or the rules of the Canadian Securities Exchange, if applicable;

(d) report to the Board (excluding Mr. Boris Jordan) as to the determinations and recommendations of the Special Committee regarding the Proposed Amendment, including without limitation whether the Proposed Amendment is in the best interest of the Company, before the mailing of the management proxy circular requesting the approval of the Proposed Amendment by the Shareholders to be mailed and filed in connection with the Proposed Amendment; and

(e) review all material documentation relating thereto, including the documents required to modify the articles of the Company, and any public disclosure to be made by the Company with respect to the required approval of the Proposed Amendment by the Shareholders.

The Special Committee is composed of Peter Derby, as Chair, and Karl Johansson. The members of the Special Committee are free from any conflicts with respect to the Proposed Amendment and are independent within the meaning of National Instrument 52-110 – *Audit Committees*.

In carrying out its mandate, the Special Committee was entitled, among other things, to retain legal counsel and financial advisors at the expense of the Company.

*Special Committee Evaluation Process*

In order to assist the Special Committee in carrying out its mandate, it retained the Company's legal counsel, Stikeman. The mandate of Stikeman included, among other things, providing advice to the Special Committee as to all legal and regulatory requirements applicable to the Proposed Amendment.

Overall, the Special Committee held a total of four (4) formal meetings between June 28, 2021 and July 16, 2021 (inclusive), with counsel present at all meetings to provide legal advice to the Special Committee, and held a number of informal discussions from time to time during that period. During that period, other informal discussions were held among the Special Committee members as well as between the Special Committee members and Stikeman. Discussions were also held between the Chair of the Special Committee and Messrs. Boris Jordan, executive chairman of the Company, and Joseph Lusardi, former CEO of the Company and current vice-executive chairman of the Company, in order to inquire as to the origin of the current dual-class structure of the Company and to better understand its spirit, in light of the Proposed Amendment to such dual-class structure. The Chair of the Special Committee also inquired Mr. Lusardi as to whether he would be supportive of the Proposed Amendment should such amendment be presented to the shareholders of the Company.

The Special Committee held its initial meeting on June 28, 2021, during which it reviewed and discussed its mandate and re-examined with Stikeman each Special Committee member's actual and perceived independence, following which the Special Committee concluded that each of its members was capable of acting independently from management of the Company and Mr. Jordan in order to be a member of the Special Committee.

On July 1, 2021, Joseph Bayern, Chief Executive Officer of the Company and Carlos Madrazo, SVP, Head of IR and Capital Markets of Curaleaf were invited to attend a meeting of the Special Committee to explain the reasons and rationale for the Proposed Amendment and submissions as to why management considers that the Proposed Amendment is in the best interest of the Company. The members of the Special Committee also met *in camera*, without management or their legal advisors, as they deemed appropriate.

Over the course of these four (4) formal meetings and discussions, the Special Committee reviewed, considered and evaluated the terms of the Proposed Amendment, as well as the strategic rationale for, the anticipated benefits of, and the potential risks related to the Proposed Amendment identified by them or the management throughout the process.

The Special Committee reviewed and discussed with Stikeman the possibility of retaining the services of an independent financial advisor in order to obtain a so-called "fairness opinion" regarding the Proposed Amendment. Following a review of similar transactions and comparable other public companies' capital structures, and based on a variety of factors including: (i) advice received from GMP at the time of the Business Combination in October 2018, (ii) the fact that the monetary value of the Proposed Amendment is inherently difficult to determine, and (iii) the belief that a "fairness opinion" would be of limited value for the Shareholders and other stakeholders of the Company in the context of the Proposed Amendment, the Special Committee decided not to retain a financial advisor in connection with the consideration of the Proposed Amendment.

Throughout its deliberations, the Special Committee carefully reviewed, considered and evaluated the Proposed Amendment and sought the advice from its legal counsel, Stikeman.

On July 8, 2021, the Special Committee met to consider the Proposed Amendment. After a discussion, based in part on the legal advice of Stikeman, the Special Committee concluded that the Proposed Amendment is in the best interest of Curaleaf and resolved to recommend to the Board that it approve the Proposed Amendment, to recommend to the Board that it submit the Proposed Amendment to the Shareholders, and that the Board recommend to the Shareholders to approve it and vote in favour of the Proposed Amendment.

On July 14, 2021, the Special Committee held its last formal meeting to consider the disclosure in this Information Circular with respect to the Proposed Amendment and the description of the meetings and the discussions held by the members of the Special Committee relating to their consideration of the Proposed Amendment, and, at such meeting, the Special Committee approved its recommendation to approve the Proposed Amendment.

*Information Reviewed and Considered by the Special Committee*

As part of its review process and in addition to the aforementioned considerations, the Special Committee considered and reviewed a substantial amount of information, in consultation with counsel, including the following:

- the articles of the Company, as currently in force;
- a summary of the Proposed Amendment;
- a review of certain current and historical commentary from, among others, shareholders, analysts and institutional shareholder advisory firms regarding dual class structures and governance structures (including with respect to the Company);
- potential implications for the Company in the event that the Proposed Amendment is not approved or is announced and subsequently withdrawn or otherwise not made;
- a review of the shareholding base of the Company, including a list of the Company's largest shareholders; and
- advice from counsel as to the role and duties of the Special Committee in its review of the Proposed Amendment.

The Special Committee also considered other elements that are important to the business of the Company, such as the level of experience and expertise that Mr. Jordan continues to bring to the Company and the preservation of the long-lasting relationship developed by him with a number of stakeholders and with the investment community.

*Special Committee Compensation*

The members of the Special Committee did not receive any special compensation for their work as members of the Special Committee, other than a special retainer of $5,000 plus attendance fees of $500 per meeting of the Special Committee.

*Recommendation of the Special Committee and Reasons for the Recommendation*

As part of its review of the Proposed Amendment, the Special Committee considered a certain number of factors (both positive and negative) in arriving at its conclusions. After a complete and thorough review of such factors in the exercise of its business judgement, the Special Committee is of the view that the positive factors, as a whole, outweigh the negative factors that could be associated with the Proposed Amendment. This section contains a discussion on some of the material factors considered by the Special Committee in making its determinations and recommendation to the Board, which factors do not purport to be exhaustive and are not set out in order of importance. The following factors, as well as the other factors identified by the Special Committee, were considered as a whole, without making any individual quantitative or qualitative determination thereon.

*Reasons for the Recommendation*

In reaching its conclusions to recommend to the Board the approval of the Proposed Amendment, and to submit to the Shareholders the Proposed Amendment and recommend to the Shareholders to approve it and vote in favour of the Proposed Amendment, the Special Committee considered, among other things, the following factors.

a) **Long-term Strategy of Curaleaf**. Management of Curaleaf believes that the Proposed Amendment would allow the Company to remain focused on the execution of its long-term strategy and to prioritize initiatives directed at creating sustainable long-term value.

b) **Alignment with US Listing**. The new proposed trigger for the termination of the dual-class share structure contained in the Proposed Amendment is aligned with the long-term strategy of the Company which includes the listing of the Subordinate Voting Shares on a national U.S. securities exchange, which would be in the benefit of all Shareholders as it would, among other things, provide greater liquidity.

c) **Executive Team Continuity.** Management of Curaleaf is of the view that the Proposed Amendment would ensure continuity of an executive team that has led the push in the evolution of the cannabis industry and the advancement of regulatory change and has built important relationships with all key stakeholders.

d) **Protection Against Shareholders Focused on Short Term Returns**. Management of Curaleaf believes that the Proposed Amendment would help the Company protect itself from pressure from certain investors that could potentially force the Company to take steps that only maximize short term returns, that jeopardize its long-term strategy or that preclude long-term value creation.

e) **Management Succession**. Management of Curaleaf is of the view that the Proposed Amendment would ensure an orderly long-term succession process whereby the Company will be able to select, in due time, a Chairperson that will continue Mr. Jordan's long-term vision and focus.

f) **Approval by Minority Shareholders**. The Proposed Amendment will be subject to a separate vote by the holders of Subordinate Voting Shares, including a "majority of the minority" vote (in accordance with MI 61-101) which excludes the Subordinate Voting Shares owned by Mr. Boris Jordan and the entities over which he exercises control.

g) **Absence of Appraisal Rights**. Shareholders who do not vote in favour of the Proposed Amendment will not have the right to receive "fair value" for their Subordinate Voting Shares under applicable corporate law, which limits the Company's exposure in the event the Proposed Amendment is approved by Shareholders but is met with dissention from some of the Shareholders.

h) **Coattail Agreement**. The Proposed Amendment, if approved by the Shareholders and effected, will not affect the existing coattail agreement, which ensure that equal treatment is afforded to the holders of Multiple Voting Shares and the holders of Subordinate Voting Shares in a take-over bid situation.

i) **Support by Approximately 20% of Disinterested Shareholders**. Mr. Andrey Blokh owns a number of outstanding Subordinate Voting Shares representing approximately 20% of the outstanding Subordinated Voting Shares. The Special Committee has been advised that Mr. Blokh has informally expressed to management his support for the Proposed Amendment to management.

j) **Minimum Shareholding Threshold**. The Proposed Amendment would not affect the current Minimum Shareholding Threshold, meaning that if Mr. Jordan and his Permitted Holders (as defined in the articles of the Company) decrease their ownership of Multiple Voting Shares below the 5% threshold described above, the dual-class share structure will automatically terminate since they would not own a sufficient number of Multiple Voting Shares to justify keeping in place a dual-class share structure.

k) **Competitors**. High-profile companies in the medical and/or recreative cannabis and/or hemp industries have implemented, both prior to and following the Business Combination, dual-class structures with heavily founder-biased capital structures, and without any pre-determined "sunset"

date. This reinforces management's opinion that the Proposed Amendment is reasonable considering market comparators.

l) **Other Factors.** The Proposed Amendment was also considered with reference to the current economic, industry and market trends affecting Curaleaf in its markets, information concerning the business, operations, property, assets, financial condition, operating results and prospects of Curaleaf and the then-historical trading price of Subordinate Voting Shares.

In the course of its deliberations, the Special Committee also identified and considered a variety of risks and potentially negative factors in connection with the Proposed Amendment, including, but not limited to the following:

**a) No Guaranty of Listing of the Subordinate Voting Shares on a United States National Stock Exchange.** While it currently is the Company's intent and objective to apply to list the Subordinate Voting Shares on a U.S. national exchange such as The Nasdaq Stock Market or The New York Stock Exchange, there is currently no expectation nor guaranty that the Company will be successful in doing so.

b) **Absence of Fairness Opinion.** The Special Committee was not presented with a so-called "fairness opinion" from an independent financial advisor and, as such, the Special Committee could not rely on such a fairness opinion in its determination that the Proposed Amendment is in the best interest of the Company.

c) **Realization of Benefits**. Despite the Proposed Amendment, the Company may fail to realize the growth opportunities and its long-term strategy currently anticipated due to challenges outside the control of the Company such as changing market trends, retention of personnel and other economic factors. In addition, Mr. Jordan's long-term vision and focus may fail to yield the expected benefits for the Company.

d) **Obtention of Shareholder Approval**. The adoption and effect of the Proposed Amendment is subject to approval of the holders of Subordinate Voting Shares, including a "majority of the minority vote", and there is no certainty that such approval will be obtained.

e) **Negative Reception from Market and Shareholders**. The filing of this Information Circular will alert the financial markets and the Shareholders of the intention of the Company to extend the expiration of the dual-class share structure of the Company provided for in the articles of the Company, and there is no guaranty that investors, Shareholders and analysts will welcome the Proposed Amendment favorably, and the trading price of the Subordinate Voting Shares may be negatively affected.

f) **Failure to Complete the Proposed Amendment**. If the Proposed Amendment is not effected, a fair amount of costs, time and effort of Curaleaf and its management team will have been diverted away from other aspects of Curaleaf's business activities.

The foregoing summary of the information and factors considered by the Special Committee is not intended to be exhaustive, but includes a summary of the material information and factors (positive and negative) considered in approving the Proposed Amendment. In view of the variety of factors and the amount of information considered in connection with the Proposed Amendment, the Special Committee did not find it practicable to, and did not, quantify or otherwise attempt to assign any relative weight to each of the specific factors considered in reaching its conclusions and recommendations. Individual members of the Special Committee may have assigned different weights to different factors.

*Recommendation of the Special Committee*

Having undertaken a thorough review of, and carefully considered, the Proposed Amendment, including consulting with legal counsel, the Special Committee (i) unanimously concluded that Proposed Amendment is in the best interest of the Company, and (ii) unanimously recommended that the Board approve the Proposed Amendment and recommend that holders of Subordinate Voting Shares (other than Mr. Jordan and his affiliated and associated entities) vote in favour of the Proposed Amendment.

*Board Evaluation Process*

On July 9, 2021, the Board held a meeting to consider, *inter alia*, the Proposed Amendment. All of the directors attended the meeting, except Mr. Boris Jordan, Executive Chairman of the Company. Mr. Joseph Lusardi, as Executive Vice-Chairman of the Board, acted as Chair of such meeting.

Subsequently, the Special Committee advised the Board that it had (i) unanimously concluded that Proposed Amendment is in the best interest of the Company, and (ii) unanimously recommended that the Board approve the Proposed Amendment and recommend that holders of Subordinate Voting Shares (other than Mr. Jordan and his affiliated and associated entities) vote in favour of the Proposed Amendment.

After hearing the determinations and recommendation of the Special Committee, the Board (excluding Mr. Jordan) discussed the Proposed Amendment. As part of the discussions, questions were asked to the members of the Special Committee as to some of the factors that were considered by the Special Committee in their determinations and recommendation with respect to the Proposed Amendment, and regarding, among other things, the investors' community expected sentiment and possible alternatives to the Proposed Amendment, and more particularly regarding the extension of the Sunset Date. Following a lengthy discussion on the Proposed Amendment, the Board (excluding Mr. Jordan) adopted resolutions whereby it unanimously concluded that the Proposed Amendment is in the best interest of the Company and unanimously recommended that holders of Subordinate Voting Shares (other than Mr. Jordan and his affiliated and associated entities) vote in favour of the Proposed Amendment.

*Recommendation of the Board of Directors*

As a result of its discussions and after careful consideration of, among other things, the report of the Special Committee and its unanimous recommendation, the Board (excluding Mr. Jordan) unanimously concluded that the Proposed Amendment is in the best interest of the Company and unanimously recommended that holders of Subordinate Voting Shares (other than Mr. Jordan and his affiliated and associated entities) vote **IN FAVOUR** of the Proposed Amendment.

*Description of the Multiple Voting Shares and Subordinate Voting Shares Following the Amendment*

The attributes of the Multiple Voting Shares and the Subordinate Voting Shares after giving effect to the Proposed Amendment will be substantially as described below under the heading "Voting Securities and Principal Holders Thereof" and will not materially change from the current voting rights, except that the automatic termination of the dual-class structure of the Company will not occur on October 25, 2021 as currently contemplated, but rather on the earlier to occur of (i) the transfer or disposition of the Multiple Voting Shares by Mr. Boris Jordan to one or more third parties (which are not Permitted Holders (as defined in the articles of the Company which are available on SEDAR under the Company's profile); (ii) Mr. Jordan or his Permitted Holders (as defined in the articles of the Company) no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares; and (iii) the first business day following the first annual meeting of shareholders of the Company following the Subordinate Voting Shares of the Company being listed and posted for trading on a United States national securities exchange such as The Nasdaq Stock Market or The New York Stock Exchange.

*Shareholder Approval*

Subject to the minority approval requirements set out below under the heading "Minority Approval", pursuant to the BCBCA and the articles of the Company, the Company may, by special resolution of its Shareholders, change the special rights or restrictions attached to issued shares of the Company. Accordingly, Shareholders are being asked to consider the Amendment Resolution. Notwithstanding the foregoing, the Amendment Resolution authorizes the Board, in its sole discretion, to revoke the Amendment Resolution before it is acted on and to not proceed with the Proposed Amendment without further shareholder approval.

The Board is unanimously recommending that Shareholders (other than Mr. Jordan and his affiliated and associated entities) vote **FOR** the Amendment Resolution. **The Management nominees named in the form of proxy or voting instruction form, as applicable, (absent contrary directions) intend to vote the shares represented thereby FOR the Amendment Resolution approving the Proposed Amendment.**

Pursuant to the BCBCA and the articles of the Company, in order for the Proposed Amendment to be effective, the Amendment Resolution must be approved by at least two-thirds (2/3) of the votes cast at the Meeting by all holders of Multiple Voting Shares and the Subordinate Voting Shares present in person or represented by proxy, voting together as a single class.

In addition, the articles of the Company require a special separate resolution of the holders of Multiple Voting Shares and the Subordinate Voting Shares for any change that prejudices or interferes with the rights or special rights attached to those classes. Accordingly, the Amendment Resolution must also be approved by at least two-thirds (2/3) of the votes cast at the Meeting by all holders of Multiple Voting Shares and the Subordinate Voting Shares present in person or represented by proxy, each voting separately as a class.

*Minority Approval*

The Company is a reporting issuer under applicable Canadian securities legislation and is, among other things, subject to application securities laws, including MI 61-101. MI 61-101 is intended to regulate certain transactions to ensure the protection and fair treatment of minority securityholders. The Proposed Amendment is a "related party transaction" under paragraph (h) of the definition of "related party transaction" in MI 61-101 since the Proposed Amendment consists in amending the terms of the Multiple Voting Shares, which is a security of the Company a majority of which is beneficially owned or over which control is exercised, directly or indirectly, by Mr. Jordan, being a "related party" (as such term is defined in MI 61-101) of the Company. The Proposed Amendment is not subject to the formal valuation requirements of Section 5.4 of MI 61-101 as it is not a transaction described in paragraphs (a) through (g) of the definition of "related party transaction" in MI 61-101.

MI 61-101 requires that, in addition to any other required security holder approval, a related party transaction be subject to "minority approval" (as defined in MI 61-101) of every class of “affected securities” of the issued, in each case, voting separately as a class. The Subordinate Voting Shares are considered to be “affected securities” under MI 61-101. As a result, the approval of the Proposed Amendment will require the affirmative vote of a simple majority of the votes cast by the holders of Subordinate Voting Shares and excluding the votes attached to the Subordinate Voting Shares that are beneficially owned or over which control or direction is exercised by Mr. Jordan, any "related party" of Mr. Jordan within the meaning of MI 61-101 (subject to the exceptions set out therein) and any person acting jointly or in concert with the foregoing in respect of the Proposed Amendment. Since all the Multiple Voting Shares are beneficially owned by Mr. Jordan, the Multiple Voting Shares may not be voted for the purpose of confirming that the requisite minority approval under MI 61-101 has been obtained.

Accordingly, pursuant to the requirements of the BCBCA, the articles of the Company and MI 61-101, in order for the Proposed Amendment to be approved, the Amendment Resolution must be approved by:

(i) at least two-thirds (2/3) of the votes cast at the Meeting by all holders of Subordinate Voting Shares and Multiple Voting Shares present in person or represented by proxy, voting together as a single class;

(ii) at least two-thirds (2/3) of the votes cast at the Meeting by all holders of Multiple Voting Shares present in person or represented by proxy, voting as a class;

(iii) at least two-thirds (2/3) of the votes cast at the Meeting by all holders of Subordinate Voting Shares present in person or represented by proxy, voting as a class; and

(iv) for the purpose of confirming the requisite minority approval under MI 61-101 has been obtained, a majority of the votes cast at the Meeting by the holders of Subordinate Voting Shares, excluding the votes attached to the following shares (the numbers shown are those known to the Company as at the date of this Management Information Circular, after reasonably inquiry): (i) 59,235,411 Subordinate Voting Shares beneficially owned or over which control or direction is exercised by Mr. Jordan; and the Subordinate Voting Shares beneficially owned or over which control or direction is exercised by related parties of Mr. Jordan and persons acting jointly or in concert with Mr. Jordan (including affiliates and associated), if any.

*Events Subsequent to the Approval*

Should the Shareholders approve the Amendment Resolution in the manner described under "Shareholder Approval" above, the Company will file with the British Columbia Registrar of Companies (the "**Registrar**") a notice of alteration (the "**Notice of Alteration**") declaring that the articles of the Company have been amended by the Proposed Amendment, unless the Board revokes the Amendment Resolution prior to the filing of the Notice of Alteration, which it may do in its sole discretion.

If the Proposed Amendment is approved at the Meeting, the Company currently expects that the Notice of Alteration will be filed on or about September 10, 2021, the first business day following the Meeting, date at which the Proposed Amendment will become effective.

Finally, subject to the approval of the Proposed Amendment at the Meeting and the filing of the Notice of Alteration thereafter, the Board will need to make any correlative amendment of a "housekeeping" nature to the Coattail Agreement of the Company as it deems necessary or advisable in order to reflect the Proposed Amendment. See "General Statutory Information – Take-Over Bid Protection" in this Information Circular for more information on the Coattail Agreement. These housekeeping amendments would not modify the substance of the Coattail Agreement, which is designed to ensure that equal treatment is afforded to the holders of Multiple Voting Shares and the holders of Subordinate Voting Shares in a take-over bid situation.

*Risk Factors*

If the Amendment Resolution is approved by the Shareholders, the Company will be authorized to implement the Proposed Amendment. The following are certain factors relating to the implementation of the Proposed Amendment. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company or currently deemed immaterial by the Company, may also impair the operations of the Company. If any such risks actually occur, the trading price of the Subordinate Voting Shares on the CSE and the business, financial condition, liquidity, results of operations and prospects of the Company could be materially adversely affected.

*No guaranty that the Subordinate Voting Shares will be listed on a United States national securities exchange such as The Nasdaq Stock Market or The New York Stock Exchange or that such exchanges would authorize the posting for trading of the Subordinate Voting Shares*

While it currently is the Company's intent and objective to apply to list the Subordinate Voting Shares on a U.S. national exchange such as The Nasdaq Stock Market or The New York Stock Exchange, there is currently no expectation nor guaranty that the Company will be successful in doing so. The Subordinate Voting Shares are currently listed on the CSE. In order for the Company to be able to list the Subordinate Voting Shares on The Nasdaq Stock Market or The New York Stock Exchange in the future, the Company would have to demonstrate, among other things, compliance with the Nasdaq's or the NYSE's initial listing requirements, which are more rigorous than the CSE's continued listing requirements. As at the date hereof, The New York Stock Exchange and The Nasdaq Stock Market are open to listing companies involved in the cannabis industry who are involved in biotech; investment in the industry outside of United States; provide ancillary products in the agricultural sector; are the real estate sector; and provide other ancillary services or products. United States-based companies that "touch the plant" (i.e., those that grow or distribute cannabis) are not eligible to list at this time, while Canadian and other non-U.S. companies whose cannabis related activities are legal in their home jurisdiction are eligible to list if they meet the exchange's listing requirements, such as number of shareholders, total assets, stockholders equity, market capitalization, earnings and stock price. The NASDAQ Stock Market cannot initially list or continue the listing of a company whose current or planned activities are in violation of U.S. federal law or the law in a jurisdiction where the company operates. The Company cannot guaranty that, if and when the Company decides to apply to have the Subordinate Voting Shares listed on a U.S. national securities exchange, that the Company will be able to meet those initial listing requirements or that the Company will be eligible to list the Subordinate Voting Shares on such exchange at all.

In addition, if the Company is not able to list the Subordinate Voting Shares on a United States national securities exchange, there is no guaranty that other United States stock exchanges would allow the listing of the Subordinate Voting Shares, or that the listing of the Subordinate Voting Shares on such other exchanges would be commercially sound or advantageous to the Company, in light of (i) the limited availability of market quotations for the Company's securities, (ii) reduced liquidity for the Company's securities; (iii) a limited amount of news and analyst coverage; and (iv) a decreased ability to issue additional securities or obtain additional financing in the future on such exchanges.

If the Proposed Amendment is approved by the Shareholders at the Meeting and is thereafter implement by the Company, and if the Company is subsequently not able or fails to list the Subordinate Voting Shares on a United States national securities exchange, Mr. Boris Jordan would retain a concentrated voting control on the Company for a period of time that could potentially be extensive, and which would end once the Minimum Shareholding Threshold is reached, i.e. when Mr. Jordan and his Permitted Holders (as defined in the articles of the Company) decrease their ownership of Multiple Voting Shares below the 5% threshold described above.

*Neither the Board nor the Special Committee obtained a third-party valuation in determining whether or not to pursue the Proposed Amendment*

Neither the Board nor any committee thereof has obtained an opinion from an independent investment banking or accounting firm that the Proposed Amendment is fair from a financial point of view. In analyzing the Proposed Amendment, the Special Committee considered and reviewed a substantial amount of information, in consultation with counsel, including the following: (i) the Articles, as currently in force; (ii) a summary of the Proposed Amendment; (iii) a review of certain current and historical commentary from, among others, shareholders, analysist and institutional shareholder advisory firms regarding dual class structures and governance structures (including with respect to the Company); (iv) a review of the shareholding base of the Company, including a list of the Company's important shareholders; and (v) advice from counsel as to the role and duties of the Special Committee in its review of the Proposed Amendment. The Board, following the recommendation of the Special Committee, had the opportunity to ask questions to the members of the Special Committee, management of the Company and counsel to the Company. In light of the foregoing, the Special Committee and the Board (except Mr. Jordan) unanimously concluded that the Business Combination was in the best interest of the Company. Accordingly, investors will be relying solely on the judgment of the Special Committee and the Board in that respect, and the Special Committee and the Board may not have properly evaluated the Proposed Amendment. The lack of a third-party valuation may also lead to an increased number of shareholders to vote against the Proposed

Amendment or a downturn in the trading price of the Subordinate Voting Shares, which could potentially impact the Company's ability to consummate the Proposed Amendment.

*Expected benefits of the Proposed Amendment and implementation and success of the long-term strategy of the Company may fail to be realized*

There is no guaranty that the benefits and positive factors considered by the Special Committee and the Board in determining that the Proposed Amendment is in the best interest of the Company will materialize. Furthermore, despite the implementation of the Proposed Amendment following Shareholder approval, the Company may fail to realize the growth opportunities and its long-term strategy currently anticipated due to challenges outside the control of the Company such as changing market trends, retention of personnel and other economic factors. In addition, Mr. Jordan's long-term vision and focus may fail to yield the expected benefits for the Company. Failure to realize the benefits of the Proposed Amendment or the successful implementation of the long-term strategy of the Company may have an adverse effect on the Company's business, financial condition or results as well as on the trading price and trading volume of the Subordinate Voting Shares.

*Failure to obtain required approval in favour of the Proposed Amendment*

The completion of the Proposed Amendment is subject to obtaining the requisite approval from Shareholders. Failure to obtain such Shareholders' approval would result in the Proposed Amendment not being completed due to condition precedents not being satisfied, and may adversely affect the business, financial condition or results of the Company. In addition, if the Proposed Amendment is not effected, a fair amount of costs, time and effort of Curaleaf and its management team will have been diverted away from other aspects of Curaleaf's business activities, which may have an adverse material effect on the Company's business, financial condition or results.

*The implementation of the Proposed Amendment could be delayed or may not occur at all*

Under the Amendment Resolution, the Board will retain the right, at its discretion, to refrain from effecting the Proposed Amendment and to revoke the Amendment Resolution, even if approved by the Shareholders, if, for any reason, the Board deems it is not in the best interest of the Company to follow through on the Proposed Amendment. Likewise, the Board could, at its discretion, delay the filing of the Notice of Alteration effecting the Proposed Amendment if it determined it is in the best interest of the Company to do so at a specific time. A delay in the implementation of the Proposed Amendment, or the revocation of the Amendment Resolution by the Board, could create uncertainty in the market and around the Company's business and prospects, and could have a material adverse effect on the trading price of the Subordinate Voting Shares.

*The market price and trading volume of the Subordinate Voting Shares may materially decrease or experience increased fluctuation following announcement of the Proposed Amendment*

There is no guaranty that investors, Shareholders and analysts will welcome the Proposed Amendment favorably, and the trading price and trading volume of the Subordinate Voting Shares may be negatively affected. The market price and trading volume of the Subordinate Voting Shares may materially decrease or experience increased fluctuation due to a variety of factors relating to the Proposed Amendment—whether or not it is implemented—and the Company's business and assets, including announcements of new developments pertaining to the Proposed Amendment or the Company's ongoing business and operations, fluctuations in the Company's operating results, failure to meet analysts' expectations, public announcements made with respect to the Proposed Amendment and general market conditions of the worldwide economy. The effects of these and other factors on the market prices of the Subordinate Voting Shares may result in volatility in the trading prices of the Subordinate Voting Shares. The market price of the Subordinate Voting Shares may be affected by numerous factors beyond the control of the Company. There can be no assurance that the market price of the Subordinate Voting Shares will not materially decrease or experience significant fluctuations in the future, whether or not the Proposed Amendment is

completed, including fluctuations that are unrelated to the Proposed Amendment and the Company's performance.

### *5. Consideration of Other Business*

Following the conclusion of the former business to be conducted at the Meeting, we will consider such other business, if any, that may properly come before the Meeting or any adjournment(s) thereof. As at the date hereof, Management is not aware of any amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting, other than those mentioned in said Notice.

## GENERAL STATUTORY INFORMATION

### *Solicitation of Proxies*

The solicitation of proxies by this Information Circular is being made by and on behalf of Management. Although it is expected that the solicitation of proxies will be primarily by mail and by Internet, proxies may also be solicited in person. The costs of solicitation of proxies will be borne by the Company.

### *Notice-and-Access*

The Company is sending the Notice, this Information Circular, the Financial Statements and related management's discussion and analysis and other meeting materials of the Meeting (the "**Meeting Materials**") to the Shareholders using notice-and-access in accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), allowing the Company to send the Meeting Materials to Shareholders over the Internet. The Meeting Materials are being sent by the Company both to registered Shareholders, directly, and non-objecting beneficial owners and objecting beneficial owners (collectively, "**Non-Registered Holders**"), indirectly through intermediaries, and the Company assumes the delivery costs thereof. The Company may also retain, and pay a fee to, one or more professional proxy firms to solicit proxies from the Shareholders in favour of the matters set forth in the Notice.

Under the notice-and-access system, registered Shareholders will receive a form of proxy and Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting Materials, Shareholders will receive a notification with information on how they may access such materials electronically.

The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the printing and mailing costs of the Meeting Materials. Shareholders are reminded to review carefully the Meeting Materials prior to voting.

Meeting Materials can be viewed online under the Company's profile on SEDAR at www.sedar.com or at the website https://odysseytrust.com/client/curaleaf-holdings-inc-2/ maintained by Odyssey for the Meeting Materials. The Meeting Materials will remain posted on the Company's profile on SEDAR and on Odyssey's website at least until the date that is one year after the date the Meeting Materials were posted.

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made at any time up to one year from the date the Meeting Materials are posted on Odyssey's website. In order to receive a paper copy of the Meeting Materials, or if you have questions concerning notice-and-access, please call Odyssey, at 1-888-290-1175 (toll-free in North America) or at 1-587-885-0960 (direct from outside of North America). To receive paper copies of the Meeting Materials in advance of the voting deadline and the Meeting date, requests for paper copies must be received by no later than August 27, 2021. If you do request a paper copy of the Meeting Materials, please note that another form of proxy or voting instruction form will not be sent; please retain the one received with the Notice for voting purposes.

### *Voting at the Meeting*

Registered Shareholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See "Attendance and Participation at the Meeting".

Non-Registered Holders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but will not be able to participate or vote at the Meeting. This is because the Company and its transfer agent do not have a record of the Non-Registered Holders of the Company, and, as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a Non-Registered Holder and wish to vote at the Meeting, you have to appoint

yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your intermediary. See "Appointment of Proxy" and "Attendance and Participation at the Meeting".

***Appointment of Proxy***

The persons named in the enclosed proxy or voting instruction form are Joseph Bayern, Chief Executive Officer of the Company and Mr. Joseph Lusardi, Executive Vice-Chairman of the Company. **Shareholders have the right to appoint a person to represent him, her or it at the Meeting other than the persons designated in the form of proxy or voting instructions form, as applicable, including Non-Registered Holders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.**

Shareholders who wish to appoint a third party proxyholder to attend, participate or vote at the Meeting as their proxy (including Non-Registered Holders who wish to appoint themselves are proxyholders) and vote their shares **MUST** submit their proxy or voting instruction form (as applicable) appointing such third party proxyholder **AND** register the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Username to attend, participate or vote at the Meeting.**

- **Step 1: Submit your proxy or voting instruction form:** To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. You may deliver the completed proxy to Odyssey by: (i) mail using the enclosed return envelope; or (ii) hand delivery to Odyssey at 1230, 300 5th Ave SW, Calgary, AB T2P 3C4. Alternatively, you may vote by Internet at https://login.odysseytrust.com/pxlogin and by clicking "Vote". All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instruction form must be received in each case no later than 2:00 p.m. (Eastern Time) on September 7, 2021 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment(s) to the Meeting. This **MUST** be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you are a beneficial Shareholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.

- **Step 2: Register your proxyholder:** To register a proxyholder, Shareholders MUST send an email to curaleaf@odysseytrust.com by 2:00 p.m. (Eastern Time) on September 7, 2021 and provide Odyssey with the required proxyholder contact information, amount of shares appointed, name in which the shares are registered if they are a registered Shareholder, or name of broker where the shares are held if a beneficial shareholder, so that Odyssey may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting.

If you are a Non-Registered Holder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary **AND** register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please see further instructions below under the heading "Attendance and Participation at the Meeting."

***Legal Proxy – US Beneficial Shareholders***

If you are a beneficial Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under "Attendance and Participation at the Meeting" you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey. Requests for registration from beneficial Shareholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to curaleaf@odysseytrust.com and received by 2:00 p.m. (Eastern Time) on September 7, 2021.

***Revocation of Proxy***

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy pursuant to this solicitation may revoke it at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) thereof at which the proxy is to be used by an instrument in writing executed by the Shareholder or by his, her or its attorney authorized in writing and either delivered to the attention of the Corporate Secretary of the Company c/o Odyssey Trust Company, 1230, 500 5th Ave SW, Calgary, AB T2P 3C4, or by delivering written notice of such revocation to the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) thereof.

***Voting of Proxies and Discretion Thereof***

The shares represented by your proxy or voting instruction form (as applicable) will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. When Shareholders have properly executed proxies in favour of persons designated in the printed portion of the proxy or voting instruction form (as applicable), and have not specified in the proxy or voting instruction form (as applicable) the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted "**IN FAVOUR**" of each item scheduled to come before the Meeting, including with respect to the Amendment Resolution approving the Proposed Amendment to the articles of the Company. The proxy or voting instruction form (as applicable) confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the Notice or other matters which may properly come before the Meeting. At the date of this Information Circular, Management knows of no such amendments, variations or other matters to come before the Meeting. However, if other matters properly come before the Meeting, it is the intention of the persons named in the proxy or voting instruction form (as applicable) to vote such proxy according to their best judgment.

***Attendance and Participation at the Meeting***

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), Shareholders must have a valid Username. Guests are welcome to attend and view the webcast, but will be unable to participate or vote at the Meeting. To join as a guest please visit the Meeting online at https://web.lumiagm.com/200124145 and select "Join as a Guest" when prompted.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at https://web.lumiagm.com/200124145. Such persons may then enter the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting:

- **Registered Shareholders**: The control number located on the form of proxy (or in the email notification you received) is the Username. The Password to the Meeting is "**curaleaf2021**" (case sensitive). If as a registered Shareholder you are using your control number to login to the Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies for the Meeting and will be provided the opportunity to vote by online ballot on the matters put forth at the Meeting. If you do not wish to revoke a previously submitted proxy, as the case may be, you will not be able to participate at the Meeting online, but you will be able to attend as a guest.

- **Duly appointed proxyholders**: Odyssey will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is "**curaleaf2021**" (case sensitive). Only registered Shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but not able to participate or vote at the Meeting. Shareholders who wish to appoint proxyholder other than the persons designated in the Proxy Instrument to represent them at the Meeting (including beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) **MUST** submit their duly completed proxy or voting instruction form **AND** register the proxyholder. See "Appointment of Proxy".

***Non-Registered Holders***

You are a Non-Registered Holder if your shares are registered in the name of an intermediary, such as a bank, a trust company, a securities dealer or broker, or an administrator of a self-administered RRSP, RRIF, RESP or similar plan, that, in turn, holds those shares through a central depository such as the Canadian Depository for Securities Limited (CDS) (each an "**Intermediary**").

Pursuant to NI 54-101, Intermediaries are required to request voting instructions from Non-Registered Holders prior to shareholders' meetings. Without specific instructions from Non-Registered Holders, Intermediaries are prohibited from voting the shares registered in their name. Non-Registered Holders should ensure that instructions respecting the voting of their shares are communicated to their respective Intermediary.

If you are a Non-Registered Holder and wish to attend, participate and vote at the Meeting, you should carefully follow the instructions provided by your Intermediary, including those regarding when and where the voting instruction form is to be delivered, in order to appoint yourself as proxyholder. Non-Registered Holders should also carefully read the section "Appointment of Proxy" and "Attendance and Participation at the Meeting" above. Although Non-Registered Holders will not be recognized at the Meeting for the purpose of directly exercising the voting rights carried by the shares registered in the name of their Intermediary, they may attend the Meeting as proxy for the registered Shareholder and, in such capacity, exercise the voting rights carried by such shares by following the instructions to such effect provided by the Intermediary.

***Interest of Certain Persons in Matters to be Acted Upon***

Other than as described in this Information Circular, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any of the following persons in any matter to be acted upon at the Meeting:

(a) each person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;

(b) each proposed nominee for election as a director of the Company; and

(c) each associate or affiliate of any of the foregoing.

***Voting Securities and Principal Holders Thereof***

The authorized share capital of the Company consists of an unlimited number of multiple voting shares without par value (the "**Multiple Voting Shares**") and an unlimited number of subordinate voting shares without par value (the "**Subordinate Voting Shares**"). As at June 30, 2021, there were 609,192,566 Subordinate Voting Shares issued and outstanding, representing approximately 30.2% of voting rights attached to outstanding securities of the Company, and 93,970,705 Multiple Voting Shares issued and outstanding, representing approximately 69.8% of voting rights attached to outstanding securities of the Company.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, approve, the Proposed Amendment to the articles of the Company in order to extend the automatic termination of the dual-class structure of the Company and to maintain such dual-class structure of the Company until the earlier to occur of (i) the transfer or disposition of the Multiple Voting Shares by Mr. Boris Jordan to one or more third parties (which are not Permitted Holders (as defined in the articles of the Company which are available on SEDAR under the Company's profile)); (ii) Mr. Jordan or his Permitted Holders no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares; and (iii) the first business day following the first annual meeting of shareholders of the Company following the Subordinate Voting Shares of the Company being listed and posted for trading on a United States national securities exchange such as The Nasdaq Stock Market or The New York Stock Exchange.

If the Proposed Amendment is approved by the Shareholders and effected by the Company, all the other special rights or restrictions attached to the Multiple Voting Shares will remain unchanged.

The following is a summary of the current special rights or restrictions attached to the Subordinate Voting Shares and the Multiple Voting Shares. Please note that this is only a summary and is not intended to be exhaustive. This summary is subject to, and is qualified in its entirety by reference to, the completed provisions of the articles of the Company (the full text of which is available on SEDAR at www.sedar.com under the Company's profile).

**Subordinate Voting Shares**

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| Restricted Shares | The Subordinated Voting Shares are "restricted securities" within the meaning of such term under applicable Canadian Securities Laws. |
| Right to Notice and Vote | Holders of Subordinate Voting Shares are entitled to notice of and to attend any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company have the right to vote. At each such meeting, holders of Subordinate Voting Shares are entitled to one vote in respect of each Subordinate Voting Share held. |
| Class Rights | As long as any Subordinate Voting Shares remain outstanding, the Company may not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution, prejudice or interfere with any right attached to the Subordinate Voting Shares. Holders of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Company. |
| Dividends | Holders of Subordinate Voting Shares are entitled to receive as and when declared by the directors of the Company, dividends in cash or property of the Company. No dividend may be declared or paid on the |

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| | Subordinate Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Multiple Voting Shares. In the event of the payment of a dividend in the form of shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares, unless otherwise determined by the Board. |
| Participation | In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares are, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Subordinate Voting Shares, entitled to participate rateably along with all other holders of Subordinate Voting Shares and Multiple Voting Shares (on an as-converted to Subordinate Voting Share basis). |
| Changes | No subdivision or consolidation of the Subordinate Voting Shares or Multiple Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares and Multiple Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes. Except as described below, the Subordinate Voting Shares cannot be converted into any other class of shares. |
| Conversion Upon an Offer | In the event that an offer is made to purchase Multiple Voting Shares and the offer is one which is required, pursuant to applicable securities legislation or the rules of the Toronto Stock Exchange if the stock exchange on which the shares of the Company are listed has not implemented any rules with respect to "coattail" protections, or if the Multiple Voting Shares are not then listed, to be made to all or substantially all the holders of Multiple Voting Shares in a given province or territory of Canada to which these requirements apply, each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares at the inverse of the Conversion Ratio (as defined below) then in effect, at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Subordinate Voting Shares for the purpose of depositing the resulting Multiple Voting Shares pursuant to the offer, and for no other reason. In such event, the Company shall deposit or cause the transfer agent for the Subordinate Voting Shares to deposit under the offer the resulting Multiple Voting Shares, on behalf of the holder. If Multiple Voting Shares, resulting from the conversion and deposited pursuant to the offer are withdrawn by the shareholder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Multiple Voting Shares being taken up and paid for, the Multiple Voting Shares resulting from the conversion shall be reconverted into Subordinate Voting Shares at the Conversion Ratio then in effect. |

**Multiple Voting Shares**

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| Right to Notice and Vote | Holders of Multiple Voting Shares are entitled to notice of and to attend at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company have the right to vote. At each such meeting, holders of Multiple Voting Shares are entitled to 15 votes per Multiple Voting Share. |
| Class Rights | As long as any Multiple Voting Shares remain outstanding, the Company may not, without the consent of the holders of the Multiple Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Multiple Voting Shares. Additionally, consent of the holders of a majority of the outstanding Multiple Voting Shares are required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Multiple Voting Shares. In connection with the exercise of the voting rights in respect of any such approvals, each holder of Multiple Voting Shares has one vote in respect of each Multiple Voting Share held. The holders of Multiple Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, bonds, debentures or other securities of the Company. |
| Dividends | The holders of the Multiple Voting Shares are entitled to receive such dividends as may be declared and paid to holders of the Subordinate Voting Shares in any financial year as the Board may by resolution determine, on an as-converted to Subordinate Voting Share basis, assuming conversion of all Multiple Voting Shares into Subordinate Voting Shares at the Conversion Ratio. No dividend may be declared or paid on the Multiple Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares. In the event of the payment of a dividend in the form of shares, holders of Multiple Voting Shares shall receive Multiple Voting Shares, unless otherwise determined by the Board. |
| Participation | In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Multiple Voting Shares will, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Multiple Voting Shares, be entitled to participate rateably along with all other holders of Multiple Voting Shares (on an as-converted to Subordinate Voting Shares basis) and Subordinate Voting Shares. |
| Changes | No subdivision or consolidation of the Subordinate Voting Shares or Multiple Voting Shares may occur unless, simultaneously, the Subordinate Voting Shares and Multiple Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes. |

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| Conversion | The Multiple Voting Shares are convertible into Subordinate Voting Shares on a one-for-one basis (the "**Conversion Ratio**") at any time at the option of the holder. |
| Automatic Conversion | The Multiple Voting Shares structure will terminate automatically on October 25, 2021. It will also terminate automatically upon the occurrence of the following events: (i) transfer or disposition of the Multiple Voting Shares by Mr. Jordan to one or more third parties (which are not Permitted Holders (as defined in the articles of the Company which are available on SEDAR under the Company's profile) and (ii) Mr. Jordan or his Permitted Holders no longer beneficially owning, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding Subordinate Voting Shares and Multiple Voting Shares. Upon termination, the Multiple Voting Shares will automatically convert into Subordinate Voting Shares pursuant to the Conversion Ratio. |
| Conversion Upon an Offer | In the event that an offer is made to purchase Subordinate Voting Shares and the offer is one which is required, pursuant to applicable securities legislation or the rules of the Toronto Stock Exchange if the stock exchange on which the Subordinate Voting Shares are listed has not implemented any rules with respect to "coattail" protections, to be made to all or substantially all the holders of Subordinate Voting Shares in a given province or territory of Canada to which these requirements apply, each Multiple Voting Share shall become convertible at the option of the holder into Subordinate Voting Shares at the Conversion Ratio at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Multiple Voting Shares for the purpose of depositing the resulting Subordinate Voting Shares under the offer, and for no other reason. In such event, the Company shall deposit or cause the Company's transfer agent for the Subordinate Voting Shares to deposit under the offer the resulting Subordinate Voting Shares, on behalf of the holder. If Subordinate Voting Shares, resulting from the conversion and deposited pursuant to the offer, are withdrawn by the holder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Subordinate Voting Shares being taken up and paid for, the Subordinate Voting Shares resulting from the conversion shall be reconverted, into Multiple Voting Shares at the inverse of the Conversion Ratio then in effect. |

The close of business on July 30, 2021 has been fixed as the record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of the Meeting and any adjournment(s) thereof and to vote their shares at the Meeting. Accordingly, only Shareholders of record on the Record Date are entitled to vote at the Meeting or any adjournment(s) thereof.

Except as set out below, to the knowledge of the directors and officers of the Company, based on publicly available filings, as of the Record Date, no person beneficially owns or exercises control over, directly or indirectly, more than 10% of the outstanding voting securities of the Company:

| Name of Shareholder | Number of Subordinate Voting Shares Owned, Controlled or Directed | Percentage of Outstanding Subordinate Voting Shares Owned, Controlled or Directed | Number of Multiple Voting Shares Owned, Controlled or Directed | Percentage of Outstanding Multiple Voting Shares Owned, Controlled or Directed | Percentage of Votes Attaching to all Outstanding Shares Owned, Controlled or |
|---|---|---|---|---|---|
| Boris Jordan | 59,235,411[(1)] | 9.72% | 93,970,705[(2)] | 100% | 72.8% |
| Andrey Blokh | 127,173,634 | 20.9% | - | - | 6.3% |

**Notes:**

(1) Boris Jordan is the holder of record of 302,789 Subordinate Voting Shares and is the beneficial owner of the securities of PT Share Participation 1, LLC, Gociter Holdings Ltd., Measure 8 Canada Full Spectrum Fund, L.P., Measure 8 Ventures LP and Jordan Family Investments, LLC, which are the holders of record of 12,547,032 Subordinate Voting Shares, 34,126,909 Subordinate Voting Shares, 255,437 Subordinate Voting Shares, 10,203,244 Subordinate Voting Shares and 1,800,000 Subordinate Voting Shares, respectively.

**(2)** Boris Jordan is the beneficial owner of the shares of Gociter Holdings Ltd., which is the holder of record of the 93,970,705 Multiple Voting Shares.

***Take-Over Bid Protection***

Under applicable Canadian law, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules applicable to most senior issuers in Canada, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares. Mr. Boris Jordan, as the beneficial owner of all the outstanding Multiple Voting Shares, entered into a customary coattail agreement dated October 25, 2018 with the Company and a trustee (the "**Coattail Agreement**"). The Coattail Agreement contains provisions customary for dual class, listed corporations designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under applicable provincial take-over bid legislation to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares.

The undertakings in the Coattail Agreement do not apply to prevent a sale by Mr. Boris Jordan of Multiple Voting Shares if concurrently an offer is made to purchase Subordinate Voting Shares that:

(a) offers a price per Subordinate Voting Share at least as high as the highest price per share paid pursuant to the take-over bid for the Multiple Voting Shares (on an as converted to Subordinate Voting Share basis);

(b) provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);

(c) has no condition attached other than the right not to take up and pay for Subordinate Voting Shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares; and

(d) is in all other material respects identical to the offer for Multiple Voting Shares.

In addition, the restrictions contained in the Coattail Agreement do not prevent the transfer or sale of Multiple Voting Shares by a person or company who beneficially owns, directly or indirectly, or exercises control or

direction over, directly or indirectly, 10% or more of the voting rights attached to any class of voting securities of the Company (each, a "**Principal Shareholder**") to a Permitted Holder, provided such transfer or sale is not or would not have been subject to the requirements to make a take-over bid or constitute or would constitute an exempt take-over bid (as defined under applicable securities laws). The conversion of Multiple Voting Shares into Subordinate Voting Shares, whether or not such Subordinate Voting Shares are subsequently sold, does not constitute a disposition of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any disposition of Multiple Voting Shares (including a transfer to a pledgee as security) by a holder of Multiple Voting Shares party to the agreement is conditional upon the transferee or pledgee becoming a party to the Coattail Agreement, to the extent such transferred Multiple Voting Shares are not automatically converted into Subordinate Voting Shares in accordance with the articles of the Company.

The Coattail Agreement contains provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Subordinate Voting Shares. The obligation of the trustee to take such action is conditional on the Company or holders of the Subordinate Voting Shares providing such funds and indemnity as the trustee may require. No holder of Subordinate Voting Shares has the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than 10% of the outstanding Subordinate Voting Shares and reasonable funds and indemnity have been provided to the trustee. The Company agreed to pay the reasonable costs of any action that may be taken in good faith by holders of Subordinate Voting Shares pursuant to the Coattail Agreement.

The Coattail Agreement provides that it may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of any applicable securities regulatory authority in Canada and (b) the approval of at least 66 $^{2}/_{3}$% of the votes cast by holders of Subordinate Voting Shares excluding votes attached to Subordinate Voting Shares held by Mr. Boris Jordan and his Permitted Holders on terms which would constitute a sale or disposition for purposes of the Coattail Agreement other than as permitted thereby.

No provision of the Coattail Agreement limits the rights of any holders of Subordinate Voting Shares under applicable law.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual is, or at any time during the most recently completed financial year of the Company was, a director or executive officer of the Company, and no proposed nominee for election as a director of the Company, or any associate of any such director, executive officer or proposed nominee: (i) is or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries; or (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year of the Company has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## SECURITY BASED COMPENSATION ARRANGEMENTS

### *Equity Compensation Plan Information*

In October 2018, following Shareholders' approval, the Company adopted an equity incentive plan for (the "**LTIP**"). The LTIP permits the grant of (i) nonqualified stock options ("**NQSOs**") and incentive stock options ("**ISOs**" and, collectively with NQSOs, "**Options**"), (ii) restricted stock awards, (iii) restricted stock units ("**RSUs**"), (iv) stock appreciation rights ("**SARs**"), and (v) performance compensation awards, which are referred to herein collectively as "**Awards**", as more fully described below. The LTIP was amended by the

Board on November 12, 2020, in order for the LTIP to comply with certain rules of the U.S. Securities Exchange Commission. As per the terms of the LTIP and the rules of the CSE, such amendments did not require approval of the Shareholders.

The aggregate number of Subordinate Voting Shares that may be issued under all Awards under the LTIP is equal to 10% of the number of Subordinate Voting Shares outstanding at any time, including the number of Subordinate Voting Shares issuable on conversion of the Multiple Voting Shares, the whole subject to certain adjustments provided under the LTIP. As at December 31, 2020, there were 569,831,140 Subordinate Voting Shares issued and outstanding and 93,970,705 Multiple Voting Shares issued and outstanding (or 663,801,845 Subordinate Voting Shares on an as-converted basis (the "**Outstanding Share Number**")).

The following table sets out information as of December 31, 2020 with respect to the LTIP.

| Plan Category | (a)<br>Number of securities to be issued upon exercise of outstanding Options, warrants and rights | (b)<br>Weighted-average exercise price of outstanding Options, warrants and rights | (c)<br>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|---|---|---|---|
| Equity compensation plans approved by Shareholders[(1)] | 27,868,924 | $4.24[(2)] | 38,511,261 (5.80%) |
| Equity compensation plans not approved by Shareholders | Nil | Not applicable | Not applicable |
| TOTAL | 27,868,924 | $4.24[(2)] | 38,511,261 (5.80%) |

**Notes:**

(1) The maximum number of Subordinate Voting Shares issuable upon the exercise of the Options outstanding under the LTIP as of December 31, 2020 was 25,315,627, representing approximately 3.66% of the number of then issued and outstanding Subordinate Voting Shares (including, for these purposes, the number of Subordinate Voting Shares underlying the Multiple Voting Shares on an "as if converted" basis) then outstanding, on a fully-diluted basis.

(2) With respect to the Options only; no exercise price is attributed to the RSUs.

As at December 31, 2020, the following Awards were outstanding under the LTIP: (i) 25,315,627 Options, with the underlying Subordinate Voting Shares representing approximately 3.81% of the Outstanding Share Number, and (ii) 2,553,297 RSUs, with the underlying Subordinate Voting Shares representing approximately 0.39% of the Outstanding Share Number. As at December 31, 2020, an aggregate of 38,511,261 Subordinate Voting Shares remained available for issuance under the LTIP, representing approximately 5.80% of the Outstanding Share Number.

***Summary of the LTIP***

**(a) Purpose**

The purpose of the LTIP is to promote the interests of the Company and the Shareholders by aiding the Company in attracting and retaining employees, officers, consultants, advisors and non-employee directors capable of assuring the future success of the Company, to offer such persons incentives to put forth maximum efforts for the success of the Company's business and to compensate such persons through

various stock and cash-based arrangements and provide them with opportunities for stock ownership in the Company, thereby aligning the interests of such persons with the Shareholders.

**(b) Eligibility**

Any of the Company's employees, officers, directors, or consultants (who are natural persons) are eligible to participate in the LTIP if selected by the Board (the "**Participants**"). The basis of participation of an individual under the LTIP, and the type and amount of any Award that an individual will be entitled to receive under the LTIP, are at the Board's discretion.

The maximum number of Subordinate Voting Shares that may be issued under the LTIP shall be set by the Board to be an aggregate of 10% of the number of Subordinate Voting Shares (including the number of Subordinate Voting Shares underlying the Multiple Voting Shares on an "as if converted" basis) then outstanding, on a fully-diluted basis. Notwithstanding the foregoing, the maximum number of Subordinate Voting Shares that may be issued pursuant to ISOs shall not exceed 71,566,480 Subordinate Voting Shares, subject to adjustment in the LTIP. Any shares subject to an Award under the LTIP that are forfeited, cancelled, have expired before being exercised, are settled in cash, or are used or withheld to satisfy tax withholding obligations of a Participant shall again be available for Awards under the LTIP. No financial assistance or support agreements may be provided by the Company in connection with grants under the LTIP.

In the event of any dividend, recapitalization, forward or reverse stock split, reorganization, merger, amalgamation, consolidation, split-up, split-off, combination, repurchase or exchange of Subordinate Voting Shares or other securities of the Company, issuance of warrants or other rights to acquire Subordinate Voting Shares or other securities of the Company, or other similar corporate transaction or event, which affects the Subordinate Voting Shares, or unusual or nonrecurring events affecting the Company, or the financial statements of the Company, or changes in applicable rules, rulings, regulations or other requirements of any governmental body or securities exchange or inter-dealer quotation system, accounting principles or law, the Board may make such adjustment, which it deems appropriate in its discretion in order to prevent dilution or enlargement of the rights of Participants under the LTIP, to (i) the number and kind of shares which may thereafter be issued in connection with Awards, (ii) the number and kind of shares issuable in respect of outstanding Awards, (iii) the purchase price or exercise price relating to any Award or, if deemed appropriate, make provision for a cash payment with respect to any outstanding Award, and (iv) any share limit set forth in the LTIP.

**(c) Awards**

*(i) Options*

The Board is authorized to grant Options to purchase Subordinate Voting Shares that are either ISOs meaning they are intended to satisfy the requirements of Section 422 of the Code, or NQSOs, meaning they are not intended to satisfy the requirements of Section 422 of the Code. Options granted under the LTIP are subject to such terms, including the exercise price and the conditions and timing of exercise, as may be determined by the Board and specified in the applicable award agreement. The maximum term of an option granted under the LTIP is ten years from the date of grant (or five years in the case of an ISO granted to a 10% shareholder). Payment in respect of the exercise of an Option may be made in cash or by check, by surrender of unrestricted shares (at their fair market value on the date of exercise) or by such other method as the Board may determine to be appropriate.

*(ii) Restricted Stock*

A restricted stock award is a grant of Subordinate Voting Shares, which are subject to forfeiture restrictions during a restriction period. The Board will determine the price, if any, to be paid by the Participant for each Subordinate Voting Shares subject to a restricted stock award. The Board may condition the expiration of the restriction period, if any, upon: (i) the Participant's continued service over a period of time with the

Company or its affiliates; (ii) the achievement by the Participant, the Company or its affiliates of any other performance goals set by the Board; or (iii) any combination of the above conditions as specified in the applicable award agreement. If the specified conditions are not attained, the Participant will forfeit the portion of the restricted stock award with respect to which those conditions are not attained, and the underlying Subordinate Voting Shares will be forfeited. At the end of the restriction period, if the conditions, if any, have been satisfied, the restrictions imposed will lapse with respect to the applicable number of Subordinate Voting Shares. During the restriction period, unless otherwise provided in the applicable award agreement, a Participant will have the right to vote the shares underlying the restricted stock; however, all dividends will remain subject to restriction until the stock with respect to which the dividend was issued lapses. The Board may, in its discretion, accelerate the vesting and delivery of shares of restricted stock. Unless otherwise provided in the applicable award agreement or as may be determined by the Board upon a Participant's termination of service with the Company, the unvested portion of a restricted stock award will be forfeited.

*(iii) RSUs*

RSUs are granted in reference to a specified number of Subordinate Voting Shares and entitle the holder to receive, on achievement of specific performance goals established by the Board after a period of continued service with the Company or its affiliates or any combination of the above as set forth in the applicable award agreement, one Subordinate Voting Share for each such Subordinate Voting Share covered by the RSU; provided, that the Board may elect to pay cash, or part cash and part Subordinate Voting Shares in lieu of delivering only Subordinate Voting Shares. The Board may, in its discretion, accelerate the vesting of RSUs. Unless otherwise provided in the applicable award agreement or as may be determined by the Board upon a Participant's termination of service with the Company, the unvested portion of the RSUs will be forfeited.

*(iv) Stock Appreciation Rights*

A SAR entitles the recipient to receive, upon exercise of the SAR, the increase in the fair market value of a specified number of Subordinate Voting Shares from the date of the grant of the SAR and the date of exercise payable in Subordinate Voting Shares. Any grant may specify a vesting period or periods before the SAR may become exercisable and permissible dates or periods on or during which the SAR shall be exercisable. No SAR may be exercised more than ten years from the grant date. Upon a Participant's termination of service, the same general conditions applicable to Options as described above would be applicable to the SAR.

*(v) Performance Compensation Awards*

A performance award entitles the recipient to receive, upon the achievement of one or more objective performance goals during such performance periods as the Board shall establish, payments, which may be denominated or payable in cash, shares (including, without limitation, restricted stock awards and RSUs), other securities of the Company, other awards under the LTIP or other property. Subject to the terms of the LTIP, the performance goals to be achieved during any performance period, the length of any performance period, the amount of any Performance Award granted, the amount of any payment or transfer to be made pursuant to any Performance Award and any other terms and conditions of any Performance Award shall be determined by the Board.

**(d) General**

The maximum term of the Options to be granted/awarded under the LTIP is ten years.

The Board may impose restrictions on the grant, exercise or payment of an Award as it determines appropriate. Generally, Awards granted under the LTIP shall be non-transferable except by will or by the laws of descent and distribution. No Participant shall have any rights as a shareholder with respect to

Subordinate Voting Shares covered by Options, SARs or RSUs, unless and until such Awards are settled in Subordinate Voting Shares.

No Option (or, if applicable, SARs) shall be exercisable, no Subordinate Voting Shares shall be issued, no certificates for Subordinate Voting Shares shall be delivered and no payment shall be made under the LTIP except in compliance with all applicable laws.

The Board may amend, alter, suspend, discontinue or terminate the LTIP and the Board may amend any outstanding Award at any time; provided that (i) such amendment, alteration, suspension, discontinuation, or termination shall be subject to the approval of the Company's shareholders if such approval is necessary to comply with any tax or regulatory requirement applicable to the LTIP (including, without limitation, as necessary to comply with any rules or requirements of applicable securities exchange), (ii) no such amendment or termination may adversely affect Awards then outstanding without the Award holder's permission, and (iii) such amendment, alteration, suspension, discontinuation, or termination is in compliance with Canadian Securities Exchange policies.

In the event of any reorganization, merger, consolidation, split-up, spin-off, combination, plan of arrangement, takeover bid or tender offer, repurchase or exchange of Subordinate Voting Shares or other securities of the Company or any other similar corporate transaction or event involving the change of control of the Company (or the Company shall enter into a written agreement to undergo such a transaction or event), the Board may, in its sole discretion, take such measures or make such adjustments in regards to any securities granted pursuant to the LTIP, as it deems appropriate.

**(e) Tax Withholding**

The Company may take such action as it deems appropriate to ensure that all applicable federal, State, provincial, local and/or foreign payroll, withholding, income or other taxes, which are the sole and absolute responsibility of a Participant, are withheld or collected from such Participant.

## STATEMENT OF EXECUTIVE COMPENSATION

### *Compensation Discussion and Analysis*

### Compensation Governance

The compensation of the directors and executive officers is determined by the Board, on an annual basis, based on the recommendations of the CN Committee, which recommendations may be informed by third party consultant advice and research, including market comparable research on similarly situated directors and executive officers, as well as management recommendations. The services of a third party executive compensation consultant were not retained by the Company nor the CN Committee in the fiscal year ended December 31, 2020. Recommendations of the CN Committee are made by taking into consideration the objectives discussed below and, if applicable, relevant industry data.

The CN Committee currently consists of three directors: Peter Derby (Chair), Boris Jordan and Karl Johansson, all of whom have direct and indirect experience relevant to their roles as members of the CN Committee. Peter Derby and Karl Johansson are independent director members of the CN Committee. Mr. Jordan, as the Executive Chairman of the Company, recuses himself from any decision or recommendation made by the CN Committee regarding his own compensation as Executive Chairman of the Company.

The role and responsibility of the CN Committee is to assist the Board in fulfilling its responsibilities for the appointment, performance, evaluation and compensation of its executive officers in addition to the recruitment, development and retention of its executive officers. The CN Committee is also charged with maintaining talent management and succession planning systems and processes relating to its senior management and developing compensation structure for our executive officers including salaries, annual and long-term incentive plans including plans involving share issuances and other share-based awards. The CN Committee is also charged with reviewing the LTIP and proposing changes thereto, approving any awards of securities under the equity incentive plan and establishing policies and procedures designed to identify and mitigate risks associated with its compensation policies and practices.

The Company's compensation practices are designed to attract, retain, motivate and reward its executive officers for their performance and contribution to the Company's long-term success. The Board seeks to compensate the Company's executive officers by combining short and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives, and to align executive officers' incentives with shareholder value creation. Corporate and individual performance objectives are tied to the executive officer’s primary business segment. These goals may include the achievement of specific financial or business development goals. The Board also seeks to set company performance goals that reach across all business segments and include achievements in finance/business development and corporate development. The fiscal year 2020 short-term incentive bonus plan was ultimately funded based upon the Company’s revenue, and final payouts took into consideration the Company’s financial performance and individual performance.

### Elements of Compensation

The compensation of the directors and named executive officers ("**NEOs**"), as defined under Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, is comprised of the following major elements: (a) base salary; (b) an annual, discretionary cash bonus; and (c) long-term equity incentives, which may consist of stock options, restricted stock awards, restricted stock units, stock appreciation rights, performance compensation awards or other awards available under the LTIP and any other equity plan that may be approved by the Board from time to time.

Each such element of the executive compensation program has been designed to meet one or more objectives of the overall compensation program of the Company. The salary of each NEO, combined with any discretionary cash bonuses and granting of long-term incentives, has been designed to provide total

compensation which the Board believes is competitive. Overall compensation is evaluated based on surveys of other companies' published information.

The Company is not aware of any significant event that has occurred during the most recently completed fiscal year of the Company that has significantly affected compensation, except due to the COVID-19 pandemic the Company implemented a hardship pay program for frontline workers, under which a one-time recognition payment was made to such frontline workers at the onset of the COVID-19 pandemic, and to the extent the COVID-19 pandemic may have impacted Company revenue and therefore affected incentive compensation tied to revenue. In addition, the Company decided to make a flat 3% bonus payout in April 2021 to frontline workers who would otherwise not be eligible to receive incentive compensation in recognition of their efforts throughout 2020 amidst a global pandemic. As described above, final payouts of incentive compensation for performance in fiscal year 2020 took into consideration the Company's financial performance and individual performance. Also, due to the uncertainty of the impact of the COVID-19 pandemic on the financial position of the Company and in order to preserve the Company's cash resources, it was decided that the bonuses earned by the senior officers of the Company for performance in the fiscal year 2019 would be paid in the first two quarters of fiscal year 2020 in Subordinate Voting Shares rather than cash.

During the fiscal year ended December 31, 2020, the Company had four (4) NEOs, as set out below:

- Joseph Lusardi, current Executive Vice-Chairman and former Chief Executive Officer;
- Mike Carlotti, former Chief Financial Officer;
- Neil Davidson, current Chief Operating Officer and former Chief Financial Officer; and
- Boris Jordan, Executive Chairman.

1. *Base Salary*

Base salaries are intended to provide an appropriate level of fixed compensation that will assist in employee retention and recruitment. Base salaries are determined on an individual basis, taking into consideration the past, current and potential contribution of the NEO to the Company's success, the NEO's experience and expertise, the position and responsibilities of the NEO, and competitive industry pay practices for other high growth, premium brand companies of similar size and revenue growth potential.

2. *Short Term Incentive Plan*

An annual bonus is a short-term incentive that is intended to reward each executive officer for his or her individual contribution and performance of personal objectives in the context of overall corporate performance. Bonuses are designed to motivate executive officers to achieve personal business objectives, to be accountable for their relative contribution to the Company's performance, as well as to attract and retain executives. In determining compensation and, in particular, bonuses, the CN Committee considers factors over which the executive officer can exercise control, such as their role in identifying and completing acquisitions and integrating such acquisitions into the Company's business, meeting any budget targets established by controlling costs, taking successful advantage of business opportunities and enhancing the competitive and business prospects of the Company. In June 2020, the CN Committee approved a Short Term Incentive Plan for the Company to implement, starting with incentive based compensation for fiscal year 2021, certain metrics in various compensable element categories that will govern annual bonus target percentages of base salary and amounts. Such metrics consist of Company-wide annual revenue and annual earnings before interest, taxes, depreciation and amortization (EBITDA) targets to fund the program. In addition to these high-level financial metrics, function specific Key Performance Indicators (KPIs) based

on the cultivation, merchandising and retail objectives of the Company, as well as achievement against individual goals are considered.

3. *LTIP*

The Company has approved and adopted the LTIP on October 12, 2018. For a summary of the material terms, please refer to the Section "*Security Based Compensation Arrangements – Summary of the LTIP*". NEOs are entitled to RSUs and Options as part of their compensation package, whereas directors are entitled to RSUs.

4. *Pension Plan Benefits*

The Company did not implement any deferred compensation plan, pension plan or other forms of funded or unfunded retirement compensation for its employees that provides for payments or benefits at, following or in connection with retirement.

5. *Termination and Change of Control Benefits*

The employment agreement under which Mr. Lusardi provided his services as CEO during the fiscal year ended December 31, 2020, as more fully detailed below, included termination benefits in the event Mr. Lusardi's employment was terminated by the Company without cause or by Mr. Lusardi for good reason, representing 25% of his base salary. Effective January 1, 2021, Mr. Lusardi voluntarily resigned and ceased to be CEO of the Company and was replaced by Joseph Bayern.

The employment agreement under which Mr. Carlotti provided his services as CFO during the fiscal year ended December 31, 2020, as more fully described below, included termination benefits in the event Mr. Carlotti's employment was terminated by the Company without cause or by Mr. Carlotti for good reason, representing 50% (6 months) of his base salary.

The employment agreement under which Mr. Davidson provided his services during the fiscal year ended December 31, 2020, as more fully detailed below, includes severance benefits in the event Mr. Davidson is terminated by the Company without cause of by Mr. Davidson due to a material diminution in his duties and responsibilities within the Company that occurs following a change of control of the Company, representing six (6) months of his base salary and his participation in the Company's group medical and dental insurance plan for the same period, three (3) months of which, in each case, are contingent upon Mr. Davidson being unemployed three (3) months after the effective date termination of his employment.

Other than as described above, there are no compensatory plan(s) or arrangements(s) with NEOs providing for payments in the event of resignation, retirement or any other termination of the officer's employment or a change of NEOs' responsibilities following a change of control of the Company. In case of termination of NEOs (other than Mr. Davidson), common law and statutory law apply.

The following table sets forth the estimates of the incremental amounts payable to each of the NEOs upon termination of employment without cause or change of control pursuant to the terms of their employment agreements, assuming that such events took place on December 31, 2020, the last day of the Company's 2020 fiscal year. The table does not include the following:

- the value of insurance benefits that could be continued for a few months following the occurrence of the respective event since they are generally available to all salaried employees;
- the value of additional amounts that could be payable to each of the NEOs upon termination of employment without cause or change of control pursuant to common law and statutory law; and
- an estimate of the incremental amounts payable to Mr. Boris upon termination of employment without cause or change of control since no formal written agreement has been entered into between Mr. Jordan and the Company with respect to his services as the Executive Chairman of the Board.

| Name | Termination without Cause ($) | Change of Control ($) |
|---|---|---|
| Mr. Joseph Lusardi[(1)] | $187,500 | $187,500 |
| Mr. Michael Carlotti[(2)] | $175,000 | $175,000 |
| Mr. Neil Davidson | $212,500 | $212,500 |

**Notes:**

(1) Effective January 1, 2021, Mr. Lusardi voluntarily resigned and ceased to be CEO of the Company and was replaced by Mr. Joseph Bayern. Mr. Lusardi transitioned to Executive Vice-Chairman of the Company. Thereafter, the terms of his former employment no longer apply.

(2) Effective July 9, 2021, Mr. Carlotti voluntarily resigned for medical reasons and ceased to be CFO of the Company and was replaced, effective July 19, 2021 by Mr. Ranjan Kalia.

## Director Compensation

The Company pays compensation to its directors, which is comprised of (i) cash and (ii) awards granted in accordance with the terms of the LTIP and the Canadian Securities Exchange policies, or a combination of both. As at the date hereof, each non-executive director is entitled to an annual cash retainer in the amount of $50,000, and each of the Chair of the Audit Committee and the Chair of the CN Committee is entitled to an additional annual cash retainer in the amount of $50,000. The Company does not offer a meeting fee for Board or committee members. Further, each non-executive director, subject to their continued service as a director of the Company, is entitled to an annual grant of RSUs having an aggregate value of $150,000. The Company may grant additional RSUs to certain of its non-executive directors from time to time, as determined by the Board in its discretion. The directors are also reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board, committees of the Board or meetings of the shareholders of the Company. The Company also obtained insurance for the benefit of its directors and has indemnification obligations for the benefit of its directors.

### *Director and Named Executive Officer compensation, excluding compensation securities*

The following table summarizes, for the periods indicated, the compensation (expressed in United States dollars, unless otherwise indicated) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company to each director and NEO of the Company, in each case excluding compensation securities. Where indicated below, the Company has included certain payments made in the fiscal year ending December 31, 2020 ("**FY 2020**") to the extent such payments related to services performed during the fiscal year ended December 31, 2019 ("**FY 2019**").

| Name and position | Year ended December 31 | Salary, consulting fee, retainer or commission (US$) | Bonus (US$)[(1)] | Committee or meeting fees (US$) | Value of perquisites (US$) | Value of all other compensation (US$) | Total compensation (US$) |
|---|---|---|---|---|---|---|---|
| **Named Executive Officers** | | | | | | | |
| Joseph Lusardi, *Executive Vice-Chairman and Former CEO*[(2)] | 2020 | $750,000 | - | - | 6,000[(4)] | - | $756,000 |
| | 2019 | 753,250 | 250,000[(3)] | - | 6,000[(4)] | - | 1,009,250 |
| Michael Carlotti, CFO[(5)] | 2020 | $321,558 | - | - | - | - | 321,558 |
| | 2019 | - | - | - | - | - | - |

| Name and position | Year ended December 31 | Salary, consulting fee, retainer or commission (US$) | Bonus (US$)[1] | Committee or meeting fees (US$) | Value of perquisites (US$) | Value of all other compensation (US$) | Total compensation (US$) |
|---|---|---|---|---|---|---|---|
| Neil Davidson, *COO, and Former CFO*[6] | 2020 | 425,000 | - | - | - | - | 425,000 |
| | 2019 | 326,128 | 62,375[3] | - | - | 150,000[7] | 538,503 |
| Boris Jordan, *Executive Chairman* | 2020 | 500,000 | - | - | - | - | 500,000 |
| | 2019 | 500,000 | 250,000[3] | - | - | - | 750,000 |
| **Directors** | | | | | | | |
| Peter Derby, *Director* | 2020 | 100,000[8] | - | - | - | - | 100,000 |
| | 2019 | 100,000[8] | - | - | - | - | 100,000 |
| Karl Johansson, *Director* | 2020 | 100,000[9] | - | - | - | - | 100,000 |
| | 2019 | 100,000[9] | - | - | - | - | 100,000 |
| Dr. Jaswinder Grover, *Director* | 2020 | 45,417[10] | - | - | - | - | 45,417 |
| | 2019 | - | - | - | - | - | - |
| Mitchell Kahn, *Director*[11] | 2020 | - | - | - | - | 200,000[12] | 200,000 |
| | 2019 | - | - | - | - | - | - |
| Steven Patierno, *Former Director* | 2020 | $4,583[13] | - | - | - | - | $4,583 |
| | 2019 | 50,000 | - | - | - | - | 50,000 |

**Notes:**

(1) During FY 2020, due to the uncertainty of the impact of the COVID-19 pandemic on the financial position of the Company and in order to preserve the Company's cash resources, it was decided that the bonuses earned by the senior officers of the Company would be paid in Subordinate Voting Shares rather than cash. See "Stock Options and Other Compensation Securities" below for more information.

(2) Mr. Joseph Lusardi did not receive compensation in his capacity as director. He received compensation only in his capacity as CEO. Effective January 1, 2021, Mr. Lusardi ceased to be CEO of the Company and was replaced by Joseph Bayern.

(3) Paid in FY 2020 for services performed in FY 2019.

(4) Reflects an allocation of $500 per month for the lease of a company car.

(5) Mr. Michael Carlotti was appointed as Chief Financial Officer on February 3, 2020, in replacement of Mr. Neil Davidson. He has therefore served in his capacity as officer of the Company for approximately 11 months in 2020. Mr. Carlotti was entitled to an annual base salary of $350,000. Effective July 9, 2021, Mr. Carlotti voluntarily resigned for medical reasons and ceased to be CFO of the Company and was replaced, effective July 19, 2021 by Mr. Ranjan Kalia.

(6) On February 3, 2020, Mr. Neil Davidson was appointed Chief Operating Officer of the Company and, as at such date, was replaced as Chief Financial Officer by Mr. Michael Carlotti.

(7) Mr. Davidson received a benefit upon signing with the Company of reimbursement for temporary housing and relocation expenses up to $150,000.

(8) Being comprised of an annual retainer in the amount of $50,000 for his services as a member of the Board, and an additional annual retainer in the amount of $50,000 for his services as the Chair of the CN Committee.

(9) Being comprised of an annual retainer in the amount of $50,000 for his services as a member of the Board, and an additional annual retainer in the amount of $50,000 for his services as the Chair of the Audit Committee.

(10) Dr. Grover was appointed as director of the Company on February 3, 2020. He has therefore served in his capacity as director of the Company for approximately 11 months in 2020. The amount received by Dr. Grover for his services as director of the Company during FY 2020 represent the pro rata portion of the $50,000 annual cash retainer for such 11-month period during FY 2020.

(11) Mr. Kahn was appointed as director of the Company on July 23, 2020. He has therefore served in his capacity as director of the Company for approximately 5 months in 2020.

(12) During FY 2020, Mr. Kahn did not receive any cash retainer for his services as a director of the Company, but is owed a payment in the amount of $22,055 for his services as director of the Company during FY 2020, which represents the pro rata portion of the $50,000 annual cash retainer for the period of such services during FY 2020. In addition, Mr. Kahn was remunerated for his consultancy services rendered to the Company in accordance with a Consulting Agreement dated July 23, 2020 between the Company and Mr. Kahn, at a flat-fee of $200,000 for the six-month term of such Consulting Agreement.

(13) Mr. Steven Patierno resigned from the Board in February 2020. He has therefore served in his capacity as director of the Company for approximately 1 month in 2020. The amount received by Mr. Patierno for his services as director of the Company during FY 2020 represent the pro rata portion of the $50,000 annual cash retainer for such 1-month period during FY 2020.

### *Stock Options and Other Compensation Securities*

The following table summarizes all compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the twelve months ended December 31, 2020.

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities and percentage of class[1] | Date of issue or grant | Issue, conversion or exercise price (CAD$) | Closing price of security or underlying security on date of grant (CAD$) | Closing price of security or underlying security at year end (CAD$)[2] | Expiry Date |
|---|---|---|---|---|---|---|---|
| Joseph Lusardi[3], *Executive Vice-Chairman and Former CEO* | RSUs[4] | 140,187 (0.025%) | April 2, 2020 | Nil | 5.05 | 15.24 | N/A |
| Mike Carlotti, *CFO*[5] | Options[6] | 491,481 (0.086%) | March 27, 2020 | 5.44 | 5.44 | 15.24 | March 27, 2030 |
| | RSUs[6] | 546,064 (0.096%) | March 27, 2020 | Nil | 5.44 | 15.24 | N/A |
| Neil Davidson, COO, *Former CFO*[7] | RSUs[4] | 26,232 (0.005%) | April 2, 2020 | Nil | 5.05 | 15.24 | N/A |
| Boris Jordan[8], *Executive Chairman* | RSUs[4] | 140,187 (0.025%) | April 2, 2020 | Nil | 5.05 | 15.24 | N/A |
| | Options | 132,809 (0.023%) | January 30, 2020 | 13.19 | 13.19 | 15.24 | January 30, 2030 |
| Karl Johansson[9], *Director* | - | - | - | - | - | - | - |

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities and percentage of class[1] | Date of issue or grant | Issue, conversion or exercise price (CAD$) | Closing price of security or underlying security on date of grant (CAD$) | Closing price of security or underlying security at year end (CAD$)[2] | Expiry Date |
|---|---|---|---|---|---|---|---|
| Peter Derby[10], *Director* | - | - | - | - | - | - | - |
| Dr. Jaswinder Grover[11], *Director* | RSUs[12] | 43,059 (0.008%) | April 2, 2020 | Nil | 5.05 | 15.24 | N/A |
| Mr. Mitchell Kahn[13], *Director* | RSUs[12] | 17,543 (0.003%) | August 25, 2020 | Nil | 11.29 | 15.24 | N/A |

**Notes:**

(1) Percentage of class is calculated on a partially diluted basis assuming: (i) the exercise of Options and RSUs granted to directors and NEOs of the Company as at December 31, 2020; and (ii) an aggregate of 569,831,140 Subordinate Voting Shares issued and outstanding on December 31, 2020.

(2) Reflects the closing price of the Subordinate Voting Shares on the CSE on December 31, 2020.

(3) As of December 31, 2020, Mr. Lusardi had ownership, direction or control over a total of 4,404,537 Subordinate Voting Shares, 7,814,246 Options and 97,561 RSUs.

(4) During FY 2020, due to the uncertainty of the impact of the COVID-19 pandemic on the financial position of the Company and in order to preserve the Company's cash resources, it was decided that the bonuses earned by the senior officers of the Company would be paid in RSUs rather than cash. The RSUs fully vested on the date of grant.

(5) As of December 31, 2020, Mr. Carlotti had ownership, direction or control over a total of 82,292 Subordinate Voting Shares, 491,481 Options and 409,548 RSUs.

(6) The Options and RSUs were awarded to Mr. Carlotti as part of his hire as Chief Financial Officer of the Company. Such awards vest in four equal annual installments from the date of grant.

(7) As of December 31, 2020, Mr. Davidson had ownership, direction or control over a total of 329,733 Subordinate Voting Shares, 982,028 Options and 394,517 RSUs.

(8) As of December 31, 2020, Mr. Jordan had ownership, direction or control over a total of 93,970,705 Multiple Voting Shares, 57,709,222 Subordinate Voting Shares, 132,809 Options and nil RSU.

(9) As of December 31, 2020, Mr. Johansson had ownership, direction or control over a total of nil Subordinate Voting Shares, nil Option and 41,552 RSUs.

(10) As of December 31, 2020, Mr. Derby had ownership, direction or control over a total of 418,824 Subordinate Voting Shares, nil Option and 41,552 RSUs.

(11) As of December 31, 2020, Dr. Grover had ownership, direction or control over a total of 5,453,994 Subordinate Voting Shares, nil Option and 43,059 RSUs.

(12) The RSUs granted Dr. Grover and Mr. Kahn vest in their entirety one year after the date of the grant of such RSUs.

(13) As of December 31, 2020, Mr. Kahn has ownership, direction or control over a total of 5,026,187 Subordinate Voting Shares, nil Option and 17,543 RSUs.

***Exercise of Compensation Securities***

The following table summarizes all compensation securities exercised by each director and NEO of the Company in the twelve months ended December 31, 2020.

| Name and position | Type of compensation security | Number of underlying securities exercised | Exercise price per security (US$) | Date of exercise | Closing price of security on date of exercise (US$) | Difference between exercise price and closing price on date of exercise (US$) | Total value on exercise date (US$) |
|---|---|---|---|---|---|---|---|
| Joseph Lusardi, *Executive Vice-Chairman and Former CEO* | Options | 2,593,374 | 0.11 | January 1, 2020 | 6.30[(1)] | 6.19 | 16,052,985 |
| | RSUs | 48,780 | Nil | November 22, 2020 | 9.99[(2)] | 9.99 | 487,292 |
| | Options | 900,114 | 0.11 | December 7, 2020 | 11.88[(3)] | 11.77 | 10,594,342 |
| | RSUs | 140,187 | Nil | April 2, 2020 | 3.57[(4)] | 3.57 | 500,000 |
| Mike Carlotti, *CFO* | - | - | - | - | - | - | - |
| Neil Davidson, *COO, Former CFO* | RSUs | 156,250 | Nil | March 27, 2020 | 3.85[(5)] | 3.85 | 601,563 |
| | RSUs | 47,870 | Nil | March 27, 2020 | 3.85[(5)] | 3.85 | 185,000 |
| | RSUs | 26,232 | Nil | April 2, 2020 | 3.57[(4)] | 3.57 | 93,563 |
| | RSUs | 17,073 | Nil | November 22, 2020 | 9.99[(2)] | 9.99 | 170,539 |
| Boris Jordan, *Executive Chairman* | RSUs | 140,187 | Nil | April 2, 2020 | 3.57[(4)] | 3.57 | 500,000 |
| | RSUs | 162,602 | Nil | October 27, 2020 | 8.99[(6)] | 8.99 | 1,462,004 |
| Karl Johansson, *Director* | RSUs | 24,390 | Nil | October 27, 2020 | 8.99[(6)] | 8.99 | 219,298 |
| Peter Derby, *Director* | RSUs | 24,390 | Nil | October 27, 2020 | 8.99[(6)] | 8.99 | 219,298 |
| Dr. Jaswinder Grover, *Director* | - | - | - | - | - | - | - |
| Mitchell Kahn, *Director* | - | - | - | - | - | - | - |

**Notes:**

(1) Represents the closing price of the Subordinate Voting Shares on the CSE on December 31, 2019, being CAD$8.18 (equivalent to US$6.30 using the exchange rate on such date of CAD$1.2988 to US$1.00).

(2) Represents the closing price of the Subordinate Voting Shares on the CSE on November 22, 2020, being CAD$13.08 (equivalent to US$9.99 using the exchange rate on such date of CAD$1.4146 to US$1.00).

(3) Represents the closing price of the Subordinate Voting Shares on the CSE on December 7, 2020, being CAD$15.20 (equivalent to US$11.88 using the exchange rate on such date of CAD$1.2801 to US$1.00).

(4) Represents the closing price of the Subordinate Voting Shares on the CSE on April 2, 2020, being CAD$5.05 (equivalent to US$3.57 using the exchange rate on such date of CAD$1.2937 to US$1.00).

(5) Represents the closing price of the Subordinate Voting Shares on the CSE on March 27, 2020, being CAD$5.44 (equivalent to US$3.85 using the exchange rate on such date of CAD$1.4130 to US$1.00).

(6) Represents the closing price of the Subordinate Voting Shares on the CSE on October 27, 2020, being CAD$11.85 (equivalent to US$8.99 using the exchange rate on such date of CAD1.3179 to US$1.00).

### *Employment, Consulting and Management Agreements*

*Joseph Lusardi*

Curaleaf, Inc. (formerly known as PalliaTech, Inc.) entered into an employment agreement with Mr. Lusardi in March 2016, for his role as CEO. Under the terms of the agreement, Mr. Lusardi was entitled to a base annual salary of $250,000, which was thereafter increased to $500,000, and thereafter after increased to $750,000 and was eligible for bonus payments based on the achievement of performance objectives established from time to time by the Board. In addition, Mr. Lusardi was entitled to the reimbursement of his reasonable expenses, to a leased company car (for a maximum of $500 per month), to a participation in all incentive, savings and retirement plans applicable to the other key executives of Curaleaf, Inc., and to the payment of the cost of medical and dental insurance premiums for himself and his dependents. In the event that the employment agreement was terminated by Curaleaf, Inc. without cause or by Mr. Lusardi for good reason, in addition to accrued amounts, Mr. Lusardi was entitled to an amount equal to 25% of his base salary.

Effective January 1, 2021, Mr. Lusardi voluntarily resigned and ceased to be CEO of the Company and was replaced by Mr. Joseph Bayern. Mr. Lusardi transitioned into the role of Executive Vice-Chairman of the Board. No formal written agreement has been entered into between Mr. Lusardi and the Company with respect to his services as the Executive Vice-Chairman of the Board.

*Michael Carlotti*

The Company entered into an employment agreement with Mr. Carlotti on February 3, 2020. Under the terms of this agreement, Mr. Carlotti was entitled to a base annual salary of $350,000 and was eligible for a discretionary year-end performance bonus representing up to 50% of such base salary. In addition, Mr. Carlotti received, upon hiring, shares of the Company worth $3,500,000, granted as to 40% via Options and as to 60% via RSUs. He was also eligible for annual equity grants at 150% of his base salary as of part of the LTIP. If Mr. Carlotti was terminated other than for cause then a pro rata number of shares underlying the options based on the total number of months that he was employed during an annual vesting period would accelerate and immediately vest and be available for exercise on his termination date in accordance with such option agreement.

In addition, Mr. Carlotti was entitled to certain benefits relating to the Company's group medical and dental insurance. In the event that the employment agreement was terminated by the Company without cause or by Mr. Carlotti for diminution of duties, in addition to accrued amounts, Mr. Carlotti was entitled to an amount equal to six (6) months of his then annual base salary, payable in regular monthly installments, and to continue receiving benefits under the Company's health insurance program for the same period, three (3) months of which, in each case, were contingent upon Mr. Carlotti remaining unemployed three months following the effective date of termination.

Effective July 9, 2021, Mr. Carlotti voluntarily resigned for medical reasons and ceased to be CFO of the Company and was replaced, effective July 19, 2021 by Mr. Ranjan Kalia.

*Neil Davidson*

The Company entered into an employment agreement with Mr. Davidson on January 24, 2019. Under the terms of this agreement, Mr. Davidson is entitled to a base annual salary of $350,000 and is eligible for a discretionary year-end performance bonus representing up to 50% of such base salary.

In addition, Mr. Davidson was entitled to a grant of 625,000 RSUs and 900,000 Options. The RSUs will expire ten year from their grant date and will vest at a rate of 25% per year for each of the first four anniversaries from Mr. Davidson's date of hire so as to be fully vested after four years, and include an acceleration of all unvested RSUs in the event of a "change of control", which is defined as (1) the consummation of a tender for or purchase of more than fifty percent (50%) of the Company's share capital by a third party, (2) a merger, consolidation or recapitalization of the Company such that the shareholders of the Company immediately prior to the consummation of such transaction possess less than fifty percent (50%) of the voting securities of the surviving entity immediately after the transaction or (3) the sale, lease or other disposition of all or substantially all of the assets of the Company. If Mr. Davidson is terminated other than for cause, then a pro rata number of RSUs based on the total number of months that he was employed during an annual vesting period will accelerate and immediately vest and be available for exercise on his termination date in accordance with his RSU agreement. The Options will expire ten years from the grant date, and will vest at a rate of 33.3% per year for each of the first three anniversaries from Mr. Davidson's date of hire so as to be fully vested after three years, and includes an acceleration of all unvested options in the event of a change of control, as defined above. If Mr. Davidson is terminated other than for cause, then a pro rata number of Options based on the total number of months that he was employed during an annual vesting period shall accelerate and immediately vest and be available for exercise on his termination date in accordance with his option agreement.

In addition, Mr. Davidson is entitled to certain benefits relating to the Company's group medical and dental insurance. In the event that the employment agreement is terminated by the Company without cause or by Mr. Davidson for constructive dismissal, in addition to accrued amounts, Mr. Davidson is entitled to an amount equal to six (6) months of his then annual base salary, payable in regular monthly installments, and to continue receiving benefits under the Company's health insurance program for the same period, three (3) months of which, in each case, are contingent upon Mr. Davidson remaining unemployed three months following the effective date of termination. Mr Davidson is the former Chief Financial Officer of the Company. He replaced Mr. Stuart Wilcox as Chief Operating Officer of the Company on February 3, 2020. Mr. Davidson was replaced as Chief Financial Officer as at such date by Mr. Michael Carlotti.

*Boris Jordan*

No formal written agreement has been entered into between Mr. Jordan and the Company with respect to his services as the Executive Chairman of the Board.

***Management Agreements***

No management functions of the Company are performed by a person or company other than the directors and executive officers of the Company.

## STATEMENT OF CORPORATE GOVERNANCE

Under the Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate* Governance Practices ("**NI 58-101**"), the Company is required to disclose certain information relating to its corporate governance practices. This information is set forth below.

### *Board of Directors*

The Company currently has four non-executive directors, three of whom the Company believes to be independent within the meaning of NI 58-101. An independent director is one who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with a director's exercise of independent judgment. The three independent directors of the Company are Messrs. Karl Johansson, Peter Derby and Dr. Jaswinder Grover. Each of Boris Jordan, who serves as Executive Chairman and founder of the Company, and Joseph Lusardi, who serves as the Executive Vice-Chairman of the Board and is the former CEO of the Company, are not considered to be independent. Further, Mr. Mitchell Kahn, although a non-executive director, is not considered to be independent within the meaning of NI 58-101 by virtue of the fact that he is a consultant of the Company and that he received more than Cdn$75,000 in direct compensation from the Company in consideration of such consulting services during any 12-month period within the last three years.

### *Directorships*

None of the directors of the Company currently serve on the board of directors of other issuers that are reporting issuers (or the equivalent).

### *Orientation and Continuing Education*

Immediately following appointment, new directors of the Company are provided with historic information, current strategic plans for the Company and materials summarizing issues relating to the Company. New directors are also briefed by the Chief Executive Officer of the Company, by the Chief Financial Officer of the Company, by the Acting General Counsel of the Company and by the Chair of the committees of the Board to which they are appointed, if any. In addition, the Company will make available any documents or personnel as may be requested by a new director in order to assist with the orientation and onboarding to the Board.

Although the Company has not adopted formal policies respecting continuing education for Board members, new directors are encouraged to communicate with the Company's management, legal counsel, auditors and consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. In addition, the Board and its committees receive periodic reports from management and external advisors as to new developments in regard to corporate governance, industry trends, changes in legislation and other issues affecting the Company.

### *Ethical Business Conduct*

The Board has adopted a Code of Business Conduct for directors, officers and employees (the "**Code of Conduct**"). A copy of the Code of Conduct is available on SEDAR under the Company’s profile at www.sedar.com. The Company will, upon request, provide a copy of the Code of Conduct to any Shareholder. Further, the Board has approved the hiring of dedicated compliance personnel and has adopted an Ethics and Compliance Hotline and other critical business ethics policies and training to encourage and promote a culture of ethical business conduct.

The Board expects its directors, officers and employees to act ethically at all times and to acknowledge their adherence to corporate policies and the Code of Conduct. Any material issues regarding compliance with our policies and Code of Conduct are required to be brought forward to the SVP of Compliance for

review and investigation and referred to the executive officers of the company or the Audit committee of the Board, as may be appropriate under the circumstances. The Board and/or appropriate committee or executive officers determine what remedial steps, if any, are required. Any waivers from the Code of Conduct that are granted for the benefit of a director or executive officer may be granted only by the Audit Committee of the Board. No waiver has ever been granted under the Code of Conduct.

Each director of the Company must disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.

***Nomination of Directors***

The CN Committee is responsible for identifying new candidates for nomination to the Board and for recommending director nominees to the Board for election at the annual general meeting of shareholders of the Company. The Board subsequently approves the director nominees for election at such meeting. In particular, the Board considers, in addition to any other factors it deems relevant: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies, skills and background each nominee will bring to the Board; (iv) the time that each nominee will have available to devote to the Company's business; and (v) whether the nominee will be an independent director. Directors are encouraged to identify potential candidates. The Company also encourages its executive to identify potential candidates to be considered for a Board position. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Executive Chairman of the Company or his delegate.

The Company is committed to diversity in all aspects of its business and activities, including with respect to its Board. The Company and the Board believe that diversity and inclusion foster a wide array of perspectives and help build cultures of trust, candor and respect. The Company and the Board will continue to support and encourage the recruitment and appointment of diverse candidates to Board positions. In addition to recruiting and considering director candidates, the Board annually reviews the competencies, skills and personal qualities applicable to candidates to be considered for nomination to the Board. The objective of this review is to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of competencies, skills and experience to provide for the overall stewardship of the Company.

The Company has hired a career development and talent acquisition platform and plans to hire a leading anti-bias training partner, in addition to the following initiatives to support diversity, equity and inclusion ("**DE&I**") efforts at Curaleaf:

- **Internal DE&I Taskforce:** In July 2020, an internal taskforce was developed, with a focus on internal mentoring programs, a supplier diversity program and new employee resource groups designed to foster greater communication and support. Engaged in the DE&I Taskforce are 62 cross functional team members ranging from Dispensary Associates to Vice Presidents at Curaleaf.

- **Employee Resource Groups:** The DE&I Taskforce has already begun implementing Employee Resource Groups that ensure inclusive and supportive communities within the 3,000+ team member organization. Those groups are: BIPOC, PRIDE, Women in Cannabis, Working Parents, and Community & Volunteerism. Supplier Diversity and Workforce Development subcommittees will also support the overall initiative.

- **Mentoring:** Approaching mentoring and coaching as a bottom up and a top down strategy, Curaleaf is launching an executive leaders and sponsorship program in which a cohort of Curaleaf

junior management team members will be matched with C-suite and executive management members within various departments.

***Compensation and Nominating Committee***

The CN Committee currently consists of three directors: Peter Derby (Chair), Boris Jordan and Karl Johansson, all of whom have direct and indirect experience relevant to their roles as members of the CN Committee. Mr. Derby and Mr. Johansson are independent members of the Board. For details regarding the experience of the members of the CN Committee, see the biographies of each member set out in the section "*Election of Directors*".

The role and responsibility of the CN Committee is to assist the Board in fulfilling its responsibilities for the appointment, performance, evaluation and compensation of its executive officers in addition to the recruitment, development and retention of its executive officers. The CN Committee is also charged with maintaining talent management and succession planning systems and processes relating to its senior management and developing compensation structure for our executive officers including salaries, annual and long-term incentive plans including plans involving share issuances and other share-based awards. The CN Committee is also charged with reviewing the Company's equity incentive plan and proposing changes thereto, approving any awards of securities under the equity incentive plan and establishing policies and procedures designed to identify and mitigate risks associated with its compensation policies and practices. See also "*Statement of Executive Compensation – Corporate Governance*".

***Audit Committee***

**Composition of the Audit Committee**

The Audit Committee of the Board (the "**Audit Committee**") assists the Board in fulfilling its responsibilities for oversight of accounting policies and internal controls, financial reporting practices and legal and regulatory compliance, including, among other things: monitoring the integrity of the Company’s financial statements and corporate accounting, monitoring systems and procedures for financial reporting and internal control; reviewing certain public disclosure documents and financial information that will be provided to shareholders and other, including the Company's annual audited financial statements and unaudited quarterly financial statements; reviewing the Company’s compliance with certain legal and regulatory requirements; evaluating the independent auditors’ qualifications and independence; monitoring the performance of the Company’s internal audit function and the company’s independent auditors as well as any other public accounting firm engaged to perform other audit, review or attest services; and providing an open avenue of communication among independent auditors, financial and senior management and the Board. The Audit Committee is also responsible for oversight and control of related party transactions.

The Audit Committee is responsible for reviewing with Management the Company's risk management policies, the timeliness and accuracy of the Company's regulatory filings and all related party transactions as well as the development of policies and procedures related to such transactions.

The Audit Committee also has the authority to approve all non-audit services to be provided to the Company or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities.

As at the date of this Information Circular, the following are the members of the Audit Committee:

| Name of Member | Independent[(1)] | Financially Literate[(2)] |
|---|---|---|
| Boris Jordan | No[(3)] | Yes |
| Peter Derby | Yes | Yes |
| Karl Johansson[(4)] | Yes | Yes |

**Notes:**

(1) A member of the Audit Committee is independent if he or she has no direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President or Secretary, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) Boris Jordan is not an independent member of the Audit Committee, as he, directly or indirectly, owns more than 10% of the issued and outstanding subordinate voting shares of the Company.

(4) Chair of the Audit Committee.

### Relevant Education and Experience

Each member of the Audit Committee has experience relevant to his or her responsibilities as an Audit Committee member. See "*Number of Directors and Election of Directors"* for a description of the education and experience of each Audit Committee member.

### Audit Committee Oversight

At no time since the commencement of the Company's most recently completed fiscal year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completely fiscal year has the Company relied on an exemption from National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), in whole or in part, granted under Part 8 of NI 52-110.

### Audit Committee's Charter

The Audit Committee operates under a written charter, adopted on and effective as of December 17, 2018 setting forth the purpose, composition, authority and responsibility of the Audit Committee, a copy of which is attached hereto as Schedule "B".

### Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's charter attached hereto as Schedule "B".

**External Auditor Service Fees**

The following table sets forth the aggregate fees billed by PKF Antares, the external auditors for the Company, for services rendered for the fiscal years ended December 31, 2020 and December 31, 2019.

| In thousands of dollars | 2020 | 2019 |
|---|---|---|
| Audit Fees[1] | 1,001 | 534 |
| Audit-related fees[2] | 279 | 216 |
| Tax fees[3] | - | - |
| All other fees[4] | 63 | 6 |
| **Total** | 1,343 | 756 |

**Notes:**

(1) "Audit fees" include the aggregate fees billed for the audit of the annual consolidated financial statements, the review of interim unaudited consolidated financial statements and other regulatory audits and filings.

(2) "Audit related fees" include the aggregate fees billed for the provision of technical, accounting and financial reporting advice services.

(3) "Tax fees" include the aggregate fees billed for the provision of corporate tax compliance, tax planning and other tax related services.

(4) "All other fees" include the aggregate fees billed for products and services provided by the external auditor, other than services reports under (1), (2), or (3).

***Assessments***

Based upon the Company's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for accessing the effectiveness and contribution of the Board as a whole, its committees or individual directors to be unnecessary at this time. In light of the fact that the Board and its committees meet on several occasions each year, each director has regular opportunity to assess the Board as a whole, its committees and other directors in relation to the Board's and such director's assessment of the competencies and skills that the Board and its committees should possess. The Board plans to continue to evaluate its own effectiveness and the effectiveness of its committees and individual directors in such manner for the time being.

The Company is in the process of implementing an effectiveness assessment questionnaire. Each Board member will complete an annual questionnaire to assist in assessing the effectiveness of the Board and its committees, as well as formal peer reviews to evaluate the contribution and performance of each individual director. The questionnaire will address Board and committee structure and composition, Board leadership, strategic planning, risk management, operational performance and Board processes and effectiveness and will ask directors not only to comment on the Board’s current structure and practices but also to propose improvements. The results will be discussed in depth by the Audit Committee and any recommendations or material observations will be presented to the full Board

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described herein, to the knowledge of the Company, no "informed person", proposed director, or any associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since January 1, 2020 or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means, among others, (i) a director or executive officer of the Company or of a subsidiary of the Company, (ii) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (iii) a reporting issuer that has purchased, redeemed, or otherwise acquired any of its securities, for so long as it holds any of its securities.

*EMMAC Life Sciences Limited ("**EMMAC**")*

In April 2021, Curaleaf acquired EMMAC, the largest vertically integrated independent cannabis company in Europe, for base consideration of approximately $50 million in cash and approximately 17.5 million Subordinate Voting Shares, with additional consideration to be paid based upon the successful achievement of performance milestones (the "**EMMAC Transaction**").

The EMMAC Transaction constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as a result of Measure 8 Ventures, LP, an investment fund managed by Mr. Boris Jordan, the Executive Chairman of the Board and control person of the Company, having an interest in the EMMAC Transaction by way of a profit interest and a convertible debt instrument which converted into shares of EMMAC representing 8% of EMMAC equity at closing of the EMMAC Transaction. Mr. Jordan owns a minority interest in Measure 8 Ventures, LP. The Company relied upon the exemptions provided under Sections 5.5(b) of MI 61-101 – *Issuer Not Listed on Specified Markets* and 5.7(1)(a) of MI 61-101 – *Fair Market Value Not More the 25% of Market Capitalization* from the requirements that the Company obtain a formal valuation of the EMMAC Transaction and that the EMMAC Transaction receive the approval of the minority shareholders of the Company.

The terms of the EMMAC Transaction were negotiated by management and advisors under guidance of, and unanimously recommended for approval by, a committee composed of members of the Board free from any conflict of interest with respect to the proposed EMMAC Transaction (the "**Special Committee**"), all of which are independent members of the Board within the meaning of NI 52-110. The Special Committee has received a fairness opinion from Eight Capital to the effect that, in its opinion, and based upon and subject to the assumptions, limitations and qualifications set forth therein, the consideration paid by the Company as part of the EMMAC Transaction is fair from a financial point of view, to the Company. The fee paid to Eight Capital in connection with the delivery of its fairness opinion was not contingent on the successful implementation of the EMMAC Transaction.

Post-EMMAC Transaction, the former shareholders of EMMAC have approximately 3% pro forma ownership of the Company on a fully-diluted basis, before factoring in the performance-based earn-outs. The portion of the consideration to be paid through the issuance of Subordinate Voting Shares will be subject to a statutory four-month hold period as well as a lock-up agreement with each recipient restricting trading of the share received, with release of 5% from such restrictions at the end of each calendar quarter following the closing.

Further information about the EMMAC Transaction can be found in the Company's material change report dated March 19, 2021, a copy of which is available on SEDAR (www.sedar.com) under the Company's profile. A copy of the EMMAC Purchase Agreement is also available on SEDAR under the Company’s issuer profile at www.sedar.com.

*Verdure Inc., a Maine corporation ("**Verdure**")*

In July 2020, the Company acquired Verdure, a corporation in which the Company's CEO, Joseph Lusardi, had a 50% ownership interest, for a consideration of $8 million in cash and a cash earn-out of $2 million based on the achievement of certain earnings target of Primary Organic Therapy, Inc., doing business as Maine Organic Therapy ("**MEOT**"), a corporation for which Verdure provides management services pursuant to a management services agreement entered into in July 2020 by and among Verdure and MEOT (the "**Verdure MSA**"). Current Maine regulations require that licensed medical marijuana dispensaries be owned by residents of Maine. However, under the Verdure MSA, the Company has acquired operational control and substantially all of the economic benefit of MEOT's business. The acquisition of Verdure resulted in the Company controlling MEOT in accordance with IFRS 10. The Company retains a right to acquire MEOT for nominal value at such time as the residency requirement for ownership is lifted.

*Measure 8 Venture Partners LP*

Mr. Boris Jordan, the Executive Chairman of the Board, controls Measure 8 Venture Partners LP ("**Measure 8**"), an alternative investment vehicle created to capitalize on the emergence of the U.S. and global cannabis industry which has invested in several business ventures in the U.S. and global cannabis industry. Measure 8 rendered services to the Company, including, without limitation, advisory services required for renegotiation of the acquisition of Grassroots (such as fundamental market research and analysis and modelling), structuring and investor outreach in connection with the Company's private placement in July 2020, analysis and structuring issues related to the conversion and partial buyout of certain Grassroots convertible debentures (which was a closing condition to the acquisition of Grassroots). In exchange for the forgoing services, Measure 8 has invoiced the Company for $1 million during the fiscal year ended December 31, 2020. Measure 8 will continue to provide ongoing similar advisory work for the Company, as requested by the Company, and will invoice the Company for services rendered.

*Cura Partners Inc, an Oregon corporation ("**Cura**")*

On February 1, 2020, the Company announced the closing of its acquisition of the state-regulated cannabis business of Cura, owners of the Select brand, in an all-stock transaction (the "**Cura Transaction**"). The acquisition included Select's manufacturing, processing, distribution, marketing and retailing operations and all adult-use cannabis products marketed under the Select brand name, including all intellectual property, but excluding Cura's CBD product line.

Prior to closing of the Cura Transaction, Measure 8 owned approximately 2% of Cura's shares of common stock and Measure 8 was also the holder of convertible promissory notes issued by Cura (the "**Convertible Notes**") in May 2018 and in November 2018. The Convertible Notes could be converted, at the option of Measure 8, in certain circumstances including upon a sale or merger of Cura such as the Proposed Transaction. Measure 8 also held an option to acquire 223,029 shares of common stock of Cura from current Cura shareholders representing approximately 1% of Cura's outstanding shares of common stock (the "**Secondary Option**"). Upon conversion of the Convertible Notes and exercise of the Secondary Option, Measure 8 would own approximately 12% of Cura's shares of common stock prior to closing of the Cura Transaction. Mr. Jordan did not otherwise own or control, whether directly or indirectly, any interest in Cura, other than the 2% interest and the Convertible Notes held through Measure 8. In addition, prior to closing of the Cura Transaction, Mr. Jordan served as a director of Cura.

For the foregoing reasons, Curaleaf has determined that the Cura Transaction constitutes a "related party transaction" within the meaning of MI 61-101.

The Cura Transaction was completed by way of a merger under the *Business Corporation Act* of the State of Oregon of a wholly-owned subsidiary of Curaleaf ("**Merger Sub**") into Cura pursuant to an amended and restated merger agreement (the "**Merger Agreement**"), as a result of which the separate corporate existence of Merger Sub ceased, and Cura continued as the surviving corporation and a wholly owned subsidiary of Curaleaf after the merger.

At closing, Curaleaf acquired all outstanding equity securities of Cura through the issuance of 55,000,000 Subordinate Voting Shares, which based on Curaleaf's closing price of CAD$9.51 on January 31, 2020, the last trading day prior to closing of the Cura Transaction, represents a total purchase price of CAD$523.05 million or approximately $395.37 million. Further, 40,555,556 Subordinate Voting Shares will be payable to former shareholders of Cura contingent upon Curaleaf achieving certain calendar year 2020 revenue targets based on Select-branded retail extract sales beginning at a target of $130 million with maximum achievement at $250 million. Additionally, the former shareholders of Cura will be eligible to receive an earn-out of up to $200 million (the "**Earn-Out Payment**") which will be settled through the issuance of Subordinate Voting Shares (the "**Earn-Out Shares**"), contingent upon Curaleaf exceeding $300 million in calendar year 2020 revenue for Select-branded retail extract sales. For the purposes of paying the Earn-Out Payment, the Earn-Out Shares will be valued according to a formula based on market value at the time they are issued. The Cura Transaction has been unanimously approved by independent special committees of the Boards of Directors at both companies, and Mr. Jordan abstained from voting on the Cura Transaction in his capacity as director of each of Curaleaf and Cura.

The Cura Transaction was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Cura Transaction, insofar as it involves interested parties, exceeds 25% of Curaleaf's market capitalization. In addition, the Cura Transaction is exempt from the formal valuation requirements of MI 61-101 by virtue of the exemption contained in section 5.5(b) of MI 61-101, since no securities of Curaleaf are listed or quoted on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the U.S. other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

For additional information, please refer to the material change reports filed on SEDAR by the Company in respect of the Cura Transaction on May 10, 2019 and November 8, 2019, copies of which are available under the Company's profile at www.sedar.com. Upon request, the Company will promptly provide a copy of the material change reports free of charge to a shareholder of the company.

## ADDITIONAL INFORMATION

Financial information is provided in the financial statements and related management's discussion and analysis of the results for the period ended December 31, 2020. Shareholders wishing to receive a copy of such materials should mail a request to the Company at 666 Burrard Street, Suite 1700, Vancouver, BC, V6C 2X8.

Additional information relating to the Company is also available free of charge on SEDAR at www.sedar.com.

**SCHEDULE "A"**
**Amendment Resolution**

**RESOLVED, AS A SPECIAL RESOLUTION AND AS SPECIAL SEPARATE RESOLUTIONS OF THE HOLDERS OF SUBORDINATE VOTING SHARES AND OF THE HOLDERS OF MULTIPLE VOTING SHARES, THAT:**

1. Paragraphs 27.4(1)(f)(ii)(A) to (C) of the articles of Curaleaf Holdings, Inc. (the "Company") be deleted and replaced with the following:

   "(A) On the first business day following the first annual meeting of the shareholders of the Company held after the Subordinate Voting Shares become listed or quoted on a United States national securities exchange such as The NASDAQ Stock Market or The New York Stock Exchange, each Multiple Voting Share shall be automatically converted, without any further action, into such number of fully paid and non-assessable Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares by the Conversion Ratio, and each Permitted Holder of Multiple Voting Shares shall automatically be deemed to have exercised his, her or its rights under subsection 27.2(1)(f)(i) to convert such Multiple Voting Share into one fully paid and non-assessable Subordinate Voting Share.

   (B) Upon the first date that any Multiple Voting Share shall be held by a person other than by a Permitted Holder, the Permitted Holder which held such Multiple Voting Share until such date, without any further action, shall automatically be deemed to have exercised his, her or its rights under subsection 27.2(1)(f)(i) to convert such Multiple Voting Share into one fully paid and non-assessable Subordinate Voting Share.

   (C) In addition, all Multiple Voting Shares held by a Permitted Holder will convert automatically, without any further action, into Subordinate Voting Shares at such time as the Permitted Holders that hold Multiple Voting Shares no longer as a group beneficially own, directly or indirectly and in the aggregate, at least 5% of the issued and outstanding shares of the Company on a non-diluted basis."

2. The Articles and Notice of Articles of the Company be altered accordingly, and the alterations to the Notice of Articles and Articles of the Company shall not take effect until:

   a. this resolution is received for deposit at the Company's records office;

   b. the Notice of Alteration is electronically filed with the Registrar of Companies; and

   c. the Notice of Articles is altered to reflect the alterations set out in this resolution.

3. Any one officer of director of the Company is hereby authorized and directed, for and on behalf of the Company, to execute and deliver or file such documents and instruments and to do all such other acts and things as are required or as such officer or director, in his sole discretion, may deem necessary to give full effect to or carry out the provisions of the above resolution.

4. The board of directors of the Company may, in its sole discretion, without any further approval of the shareholders of the Company, revoke, abandon or terminate this resolution, before it is acted on, if determined, in the Board' sole discretion, to be in the best interest of the Company not to act on this resolution.

**SCHEDULE "B"**
**Audit Committee Charter**

**CURALEAF HOLDINGS, INC.**

**AUDIT COMMITTEE CHARTER**

## AUDIT COMMITTEE CHARTER

### 1. PURPOSE

The Audit Committee (the **"Committee"**) shall be established by resolution of the Board of Directors (the **"Board"**) of Curaleaf Holdings, Inc., a corporation existing under the laws of British Columbia (the **"Company"**).

The Committee is responsible for:

a) Assisting the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies and internal controls, financial reporting practices and legal and regulatory compliance, including, among other things:

- Monitoring the integrity of the Company's financial statements, corporate accounting and financial reporting processes and financial information that will be provided to shareholders and others;
- Reviewing the Company's compliance with certain legal and regulatory requirements;
- Evaluating the independent auditors' qualifications and independence; and
- Monitoring the performance of the Company's internal audit function and the Company's independent auditors as well as any other public accounting firm engaged to perform other audit, review or attest services.

b) Providing an open avenue of communication among the independent auditors, financial and senior management and the Board.

c) Annually evaluating the performance of the Committee.

While the Committee has the duties and responsibilities set forth in this Charter, the role of the Committee is oversight. The Committee is not responsible for planning or conducting the audit or determining whether the Company's financial statements are complete and accurate and in accordance with applicable accounting rules. Such activities are the responsibility of the Company's independent auditors and management. The Committee has direct responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent auditors, including the resolution of disagreements between management and the independent auditors regarding financial reporting, and any other registered public accounting firm with respect to which the Committee is required to have such responsibility.

The Committee and each of its members shall be entitled to rely on:

a) The integrity of those persons and organizations within and outside of the Company from which it receives information;

b) The accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board); and

c) Representations made by management as to any audit and non-audit services provided by the independent auditors to the Company.

## 2. COMPOSITION AND QUALIFICATIONS

The Committee shall be appointed by the Board and shall be comprised of at least three Directors (as determined from time to time by the Board), one of whom shall be appointed by the Board as Chairman of the Committee. If a Chairman is not so appointed, the members of the Committee may elect a Chairman by majority vote. Committee members may be removed by the Board in its discretion.

Unless otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee shall meet the 'independence' requirements of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (**"NI 52-110"**) and all other applicable laws and regulations. The Committee may avail itself of any phase-in compliance periods available to the Company that are afforded by applicable rules of the Canadian Securities Exchange, and all other applicable laws and regulations. The Committee may also avail itself of exemptions available to U.S. listed issuers under NI 52-110.

All members of the Committee must (except to the extent permitted by NI 52-110) be **"**financially literate**"** (as defined by NI 52-110).

A Committee member invited to sit on another public company's audit committee must notify the Board. If a Committee member or proposed Committee member simultaneously serves on the audit committees of two other public companies, the Board must determine whether or not such simultaneous service would impair the ability of such member to effectively serve on the Committee.

No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

## 3. MEETINGS

The Committee shall meet as frequently as the Chairman of the Committee deems appropriate subject to the provisions of this Charter. The Committee may meet with the independent auditors, internal auditors, and management separately, to the extent the Committee deems necessary and appropriate.

### A. Frequency

The Committee shall hold regularly scheduled meetings at least quarterly and such special meetings as circumstances dictate. The Chair of the Committee, any member of the Committee, the independent auditors, the Chairman of the Board, the Chief Executive Officer (**"CEO"**) or the Chief Financial Officer (**"CFO"**) may call a meeting of the Committee by notifying the Company's Corporate secretary, who will notify the members of the Committee.

### B. Agenda and Notice

The Chairman of the Committee shall establish the meeting dates and the meeting agenda. The Chairman of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed in advance of the respective meeting with sufficient time to allow Committee members to review and understand the information.

### C. Holding and Recording Meetings

Committee meetings may be held in person or telephonically. The Committee shall keep written minutes of its meetings and submit such minutes to the Board.

### D. Quorum

A majority of the members of the Committee shall constitute a quorum.

### E. Executive Sessions

The Committee will meet periodically (not less than annually) in separate executive sessions with each of the Chief Financial Officer or any other executive officer, the principal accounting officer and/or the senior internal auditing executive (or any other personnel responsible for the internal audit function), and the independent auditors.

## 4. COMPENSATION

The compensation of Committee members shall be determined by the Board.

## 5. RESPONSIBILITIES OF THE COMMITTEE

### A. System of Financial Controls

The Committee shall oversee the process by which management shall design, implement, amend, maintain, and enforce a comprehensive system of financial controls (including the right internal and external people and resources, policies, processes and enforcement) aimed at ensuring the integrity and compliance of the Company's books and records with International Financial Reporting Standards (**"IFRS"**) as issued by the International Accounting Standards Board, and sound business practices, as well as protecting the value of the Company's assets and safeguarding the credibility of its brand, employees, management team, Board, and shareholders.

The system of financial controls will embody the adoption of best practices in financial controls and foster honesty, integrity, accuracy, and transparency in all aspects of the Company. Best practices include but are not limited to: setting the right tone at the top; active review of business performance by executive management, with regular reporting to and oversight by the Board; an accurate, stable and reliable general ledger; a robust internal audit function; unambiguous compliance with IFRS; and full transparency and ongoing dialogue with the Board, management and external auditors. Such system shall also incorporate the principles contained within the Code of Business Conduct and Ethics for the Chief Executive Officer and Chief Financial Officer as adopted by the Board.

### B. Annual Audit Review

The Committee shall review and discuss the annual audited financial statements including the independent auditors' audit and audit report thereon, and the annual Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company with management and the independent auditors. In connection with such review, the Committee will:

- Review the scope of the audit, the audit plan and the audit procedures utilized.

- Review with the independent auditors any audit problems or difficulties encountered during their audit, including any change in the scope of the planned audit, any restrictions placed on the scope of the audit or access to requested information, and any significant disagreements with management, and management's response to such problems or difficulties.

- Resolve any differences in financial reporting between management and the independent auditors.

- Review with management, internal auditors, and the independent auditors, the adequacy of the Company's internal controls, including information systems controls and security and bookkeeping controls and any significant findings and recommendations with respect to such controls.

- Review reports required to be submitted by the independent auditors concerning:

  - All critical accounting policies and practices used in the preparation of the Company's financial statements.

  - All alternative treatments of financial information within IFRS that have been discussed with management, ramifications of such alternatives, and the accounting treatment preferred by the independent auditors.

  - Any other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

- Review and discuss the integrity of the annual audited Company financial statements and quarterly financial statements with management and the independent auditors, including the notes thereto and all matters required by applicable auditing standards, and the written disclosures required by applicable auditing standards regarding the independent auditors' independence.

- Review and discuss:

  - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

  - Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative IFRS methods on the financial statements and the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

- Inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure. Such risks and exposures include, but are not limited to, threatened and pending litigation, claims against the Company, tax matters, regulatory compliance and correspondence from regulatory authorities, and environmental exposure.

- Discuss policies and procedures concerning earnings press releases and review the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma" and "adjusted" or other non-IFRS information), as well as financial information and earnings guidance provided to analysts and rating agencies.

**C. Quarterly Reviews**

Review and discuss the quarterly financial statements and the quarterly Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company with management and the internal auditors, and the independent auditors, together with the independent auditors' review thereof pursuant to professional standards and procedures for conducting such reviews, as established by IFRS and applicable securities laws. In connection with the quarterly reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or

exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure.

**D. Other Financial Information**

Review and discuss with management, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosure of a financial nature and similar disclosure and other documents prior to the filing or public disclosure of such documents or information.

**E. Oversight of Independent Auditors**

The Company's independent auditors shall report directly to and are ultimately accountable to the Committee. In connection with its oversight of the performance and independence of the independent auditors, the Committee will:

- Have the sole authority and direct responsibility to appoint, retain, compensate, oversee and replace (subject to shareholder approval, if deemed advisable by the Board or if required under applicable law) the independent auditors.

- Have authority to approve the engagement letter and all audit, audit-related, tax and other permissible non-audit services proposed to be performed by the independent auditors and the related fees for such services in accordance with the Audit and Non-Audit Services Pre-Approval Policy.

- Obtain confirmation and assurance as to the independent auditors' independence, including ensuring that they submit on a periodic basis (not less than annually) to the Committee a formal written statement delineating all relationships between the independent auditors and the Company. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and shall take appropriate action in response to the independent auditors' report to satisfy itself of their independence.

- At least annually, obtain and review a report by the independent auditors describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

- Meet with the independent auditors prior to the annual audit to discuss planning and staffing of the audit.

- Review and evaluate the performance of the independent auditors, as the basis for a decision to reappoint or replace the independent auditors.

- Set clear hiring policies for employees or former employees of the independent auditors, including but not limited to, as required by all applicable laws and listing rules.

- Consider whether rotation of the independent auditors is required to ensure independence.

**F. Oversight of Internal Audit**

In connection with its oversight responsibilities, the Committee shall have authority over and direct responsibility for the internal audit function at the Company at all times. In the Committee's discretion, the internal audit function may be outsourced to a third-party vendor, provided that such vendor follows

the standards and guidelines established by the Committee. The head of the internal audit function (or the third-party vendor providing internal audit function support, if applicable) will report directly to the Committee or its designee. The head of the internal audit function or the relationship manager of the vendor providing internal audit function support, as applicable, shall report at least annually to the Committee regarding the internal audit function's organizational structure and personnel.

In overseeing internal audit, the Committee will:

- Review the appointment or replacement of the senior internal auditing executive, if any, or, if outsourced, the third-party vendor providing internal audit services.

- Review, in consultation with management, the independent auditors and the senior internal auditing executive, if any, the plan and scope of internal audit activities.

- Review internal audit activities, budget and staffing.

- Review significant reports to management prepared by the internal auditing department and management's responses to such reports.

**G. Disclosure Controls & Procedures ("DC&P") and Internal Controls over Financial Reporting ("ICFR")**

- Monitor and review the Company's Disclosure Policy and the Mandate of its Disclosure and Policy Compliance Committee, on an annual basis.

- Receive and review the quarterly report of the Disclosure and Policy Compliance Committee on its activities for the quarter.

- On a quarterly basis, review management's assessment of the design effectiveness of the Company's DC&P and ICFR including any significant control deficiencies identified and the related remediation plans.

- Review management's assessment of the operating effectiveness of the Company's DC&P (quarterly) and ICFR (annually) including any significant control deficiencies identified and the related remediation plans.

- Review and discuss any fraud or alleged fraud involving management or other employees who have a role in Company's ICFR and the related corrective and disciplinary actions to be taken.

- Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure on a quarterly basis.

- Review and discuss with the CEO and the CFO the procedures undertaken in connection with the CEO and CFO certifications for the annual and interim filings with the securities commissions.

**H. Risk Assessment and Risk Management**

The Committee shall discuss the Company's major business, operational, and financial risk exposures and the guidelines, policies and practices regarding risk assessment and risk management, including derivative policies, insurance programs and steps management has taken to monitor and control major business, operational and financial risks.

### I. Ethical Standards

The Committee shall establish, maintain and oversee the Company's Code of Business Conduct and Ethics (the **"Code**"), including dealing with issues that may arise under the Code related to executive officers and Directors of the Company. The Committee shall be responsible for reviewing and evaluating the Code periodically and will recommend any necessary or appropriate changes thereto to the Board for consideration. The Committee shall also assist the Board with the monitoring of compliance with the Code and consider any waivers of the Code (other than waivers applicable to the Directors or executive officers, which shall be subject to review by the Board as a whole).

### J. Related Party Transactions

The Committee shall review and approve related-party transactions or recommend related-party transactions for review by independent members of the Board.

### K. Submission of Complaints

The Committee shall establish procedures for (a) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, (b) the confidential, anonymous submission by Directors, officers, employees, consultants and contractors of the Company of concerns regarding questionable accounting or auditing matters and (c) the investigation of such matters with appropriate follow-up actions.

### L. Legal Compliance

On at least an annual basis, the Committee shall review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, license or concession defaults or notifications, health and safety violations or environmental issues, that could have a material effect upon the financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements.

### M. Regulatory Developments

The Committee shall monitor and provide reports to the Board with respect to developments in accounting rules and practices, income tax laws and regulations, and other regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

### N. Other Responsibilities

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

## 6. COMMITTEE ADMINISTRATIVE MATTERS

### A. Independent Advisors

The Committee shall have authority to engage, provide appropriate funding for and cause the Company to pay the compensation to obtain advice and assistance from outside legal, accounting or other advisors to carry out its responsibilities.

**B. Funding**

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors or any other registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company; to any other advisors engaged by the Committee; and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**C. Access to Records and Personnel**

The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

**D. Reports to Board of Directors**

The Committee shall report regularly to the Board with respect to Committee activities and its conclusions with respect to the independent auditors, with recommendations to the Board as the Committee deems appropriate.

**E. Annual Meeting Planner**

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

**F. Education and Orientation**

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Company.

New Committee members shall be provided with an orientation program to educate them on the Company's business, their responsibilities and the Company's financial reporting and accounting practices.

**G. Review of this Charter**

The Committee shall review and reassess annually the adequacy of this Committee Charter and recommend any proposed changes to the Board.

**H. Evaluation of Committee**

The Committee is responsible for developing and conducting an annual self-assessment of its performance. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.