

## FORM 51-102F3

### MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Trulieve Cannabis Corp. (the "Company")  
6749 Ben Bostic Road  
Quincy, Florida 32351

2. **Date of Material Change**

November 8, 2018

3. **News Release**

A news release dated November 8, 2018 was disseminated through the facilities of Newswire and was filed on the System for Electronic Document Analysis and Retrieval ("SEDAR"). A copy of the news release is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

4. **Summary of Material Change**

The Company announced that it has entered into an agreement to acquire 100% of the issued and outstanding capital stock of Life Essence, Inc. ("Life Essence") and 100% of the outstanding membership interests of Leef Industries, LLC ("Leef Industries").

5. **Full Description of Material Change**

The Company announced that it has entered into an agreement to acquire 100% of the issued and outstanding capital stock of Life Essence and 100% of the outstanding membership interests of Leef Industries. Life Essence is a seed-to-sale cannabis company with multiple locations under development in the Commonwealth of Massachusetts. Leef Industries is a licensed medical and adult-use cannabis dispensary located in Palm Springs, California. The transactions remains subject to the receipt of all necessary regulatory approvals.

Life Essence was recently awarded letters of support from the cities of Northampton, Cambridge and Holyoke, Massachusetts, and is applying for licenses to build and operate three medical Registered Marijuana Dispensaries, three recreational marijuana licenses, and a 126,000 square foot cultivation and processing facility. These initiatives will allow Life Essence to build out its infrastructure and engage in cannabis cultivation, processing and retailing.

Leef Industries recently received one of only twelve fully-permitted annual licenses issued by the State of California. Currently, Leef Industries has demonstrated encouraging growth in the market, offering in-store and online shopping, along with product home delivery.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Kevin Darmondy, Investor Relations  
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9. **Date of Report**

November 12, 2018