

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Trulieve Cannabis Corp. (the “**Company**” or “**Trulieve**”)
6749 Ben Bostic Road
Quincy, Florida
32351

2. **Date of Material Change**

November 7, 2019

3. **News Release**

A News Release was disseminated on November 7, 2019, via GlobeNewswire.

4. **Summary of Material Change**

Trulieve closed its previously announced public offering of units of the Company comprised of an aggregate principal amount of US\$60,000,000 of 9.75% senior secured notes maturing in 2024 and an aggregate amount of 1,560,000 subordinate voting share warrants.

5.1 **Full Description of Material Change**

Trulieve closed its previously announced public offering (the “Offering”) of debenture units of the Company (the “Units”) comprised of an aggregate principal amount of US\$60,000,000 of 9.75% senior secured notes maturing in 2024 (the “Notes”) and an aggregate amount of 1,560,000 subordinate voting share purchase warrants (the “Warrants”).

Pursuant to the Offering, the Company issued an aggregate of 60,000 Units at a price of US\$980 per Unit plus accrued but unpaid interest from and including June 18, 2019 to but excluding the date of closing of the Offering in the amount of US\$37.65 per US\$1,000 principal amount of Notes (as defined below) for gross proceeds to the Company of US\$61,059,000.

Each Unit is comprised of one Note and 26 Warrants. Each Warrant is exercisable until June 18, 2022 to purchase one subordinate voting share (“Subordinate Voting Share”) of the Company at an exercise price of C\$17.25 per share, subject to adjustment in certain events.

The Offering was conducted on a “best-efforts” basis pursuant to the terms of an agency agreement dated October 30, 2019, between the Company and Canaccord Genuity Corp., as exclusive agent in respect of the Offering.

The Units were offered by way of a prospectus supplement dated October 31, 2019 to the Company’s base shelf prospectus dated May 14, 2019 (collectively, the “Prospectus”) filed with the securities regulatory authorities in each of the provinces of Canada, other than Quebec. The Prospectus contains important detailed information about the Offering. Copies of the base shelf

prospectus and, any supplement thereto filed in connection with the Offering, can be found on SEDAR at www.sedar.com. Copies of the Prospectus may also be obtained in Canada from Canaccord Genuity Corp., 161 Bay Street, Suite 3000, Toronto, Ontario, M5J 2S1, by email at ecm@cgf.com.

The Company intends to use the net proceeds from the Offering for capital expenditures, acquisitions and for general corporate purposes. The Company has made the required filings to list the Notes, the Warrants and the Subordinate Voting Shares issuable on exercise of the Warrants on the Canadian Securities Exchange.

Forward-Looking Statements

This material change report includes forward-looking information and statements, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include statements regarding the Offering, the intended use of the net proceeds of the Offering and the listing of the Notes, Warrants and Subordinate Voting Shares on the CSE. Words such as “expects”, “continue”, “will”, “anticipates” and “intends” or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on the Company’s current projections and expectations about future events and financial trends that management believes might affect its financial condition, results of operations, business strategy and financial needs, and on certain assumptions and analysis made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. Such factors include, among others: fluctuations in the market price of the Subordinate Voting Shares, Notes and Warrants; risks relating to the dilution of the Subordinate Voting Shares, Notes and Warrants; risks and uncertainties relating to the actual use of the net proceeds of the Offering; changes in market conditions; and the risks identified in the Company’s reports and filings with the applicable Canadian securities regulators, including, without limitation, all risks in and incorporated by reference into the Prospectus.

Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

7. **Omitted Information**

None

8. **Executive Officer**

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

Kim Rivers, Chief Executive Officer
Telephone: 850-480-7955

9. **Date of Report**

November 7, 2019