

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**

April 12, 2021

3. **News Release**

A News Release was disseminated on April 12, 2021, via GlobeNewswire.

4. **Summary of Material Change**

Trulieve closed a marketed public offering of 5,000,000 subordinate voting shares in the United States and Canada (the “**Offering**”) at a public offering price of C\$50.00 per share (\$39.63 per share after giving effect to the conversion rate published by Bloomberg at 4:30pm ET on April 7, 2021 to convert Canadian dollars to U.S. dollars). In connection with the closing of the Offering, the underwriters exercised in full their option to purchase an additional 750,000 subordinate voting shares. As a result, the gross proceeds from the Offering, before deducting underwriting discounts and commissions and offering expenses payable by Trulieve, were C\$287.5 million (or \$227.9 million after giving effect to the conversion rate denoted above).

5.1 **Full Description of Material Change**

Trulieve closed a marketed public offering of 5,000,000 subordinate voting shares in the United States and Canada (the “**Offering**”) at a public offering price of C\$50.00 per share (\$39.63 per share after giving effect to the conversion rate published by Bloomberg at 4:30pm ET on April 7, 2021 to convert Canadian dollars to U.S. dollars). In connection with the closing of the Offering, the underwriters exercised in full their option to purchase an additional 750,000 subordinate voting shares. As a result, the gross proceeds from the Offering, before deducting underwriting discounts and commissions and offering expenses payable by Trulieve, were C\$287.5 million (or \$227.9 million after giving effect to the conversion rate denoted above).

The Offering was conducted through a syndicate of underwriters led by Canaccord Genuity, as sole book-running manager, and included Cormark Securities Inc., as co-lead manager, as well as ATB Capital Markets Inc., Echelon Wealth Partners Inc., Eight Capital and PI Financial Corp. All of the shares in the Offering were sold by Trulieve. Trulieve intends to use the net proceeds from the Offering primarily to fund Trulieve's business development and for general working capital purposes.

A registration statement on Form S-1 relating to the Offering was filed with, and declared

effective by, the Securities and Exchange Commission (the “SEC”). The Offering was made in the U.S. only by means of a prospectus included in the Registration Statement, copies of which may be obtained from: Canaccord Genuity LLC, Attention: Syndicate Department, 99 High Street, 12th Floor, Boston MA 02110, by email at prospectus@cgf.com. The Registration Statement was also filed under the Company's profile on SEDAR at www.sedar.com

The subordinate voting shares were offered in all of the provinces and territories of Canada, other than the Province of Quebec, pursuant to a prospectus supplement to the Company's short form base shelf prospectus dated January 29, 2021, filed with the securities commissions or similar securities regulatory authorities in each of the provinces and territories of Canada. Copies of the Canadian base shelf prospectus and the prospectus supplement may be obtained from: Canaccord Genuity Corp., Attention: Syndicate Department, by email at prospectus@cgf.com. Prospective investors should read the base shelf prospectus and the prospectus supplement and the other documents the Company has filed on SEDAR at www.sedar.com before making an investment decision. No securities regulatory authority has either approved or disapproved the contents of this press release.

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 the intended use of the net proceeds of the Offering, the listing of the subordinate voting shares of the Company on the CSE or inferring the future business, operations, financial performance, prospects, capital raising initiatives and other plans, intentions, expectations, estimates, and beliefs of the Company. 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: the risks and uncertainties identified in the (final) short form base shelf prospectus of the Company and the Registration Statement and in the Company's other reports and filings with the applicable Canadian securities regulators and the SEC. 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:

Eric Powers, Chief Legal Officer and Corporate Secretary
Telephone: 850-665-3303

9. **Date of Report**

April 12, 2021