

FORM 51-102 SECTION 4.9
NOTICE OF CHANGE OF CORPORATE STRUCTURE

1. Name and Address of Issuer

Green Thumb Industries Inc. (“**GTI**”)
Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, BC
V6C 3E8

2. Parties to the Transaction

GTI (previously, Bayswater Uranium Corporation), 1165318 B.C. Ltd. (“**Subco**”), VCP23, LLC (“**VCP**”), GTI Finco Inc. (“**GTI Finco**”) and GTI23, Inc (“**USCo**”)

3. Description of the Transaction

On June 12, 2018, GTI, Subco, VCP, GTI Finco and USCo entered into a Business Combination Agreement whereby GTI, Subco, VCP, GTI Finco and USCo combined their respective businesses (“**Business Combination**”). Prior to the completion of the Business Combination, GTI changed its name from “Bayswater Uranium Corporation” to “Green Thumb Industries Inc.”, restructured its share capital to, among other things, re-designate its existing common shares as subordinate voting shares (“**Subordinate Voting Shares**”) and consolidated its existing common shares on the basis of one Subordinate Voting Share for each 368 existing common shares. As part of the Business Combination, GTI, Subco and GTI Finco were parties to a three-cornered amalgamation (“**Amalgamation**”) whereby GTI Finco shareholders received Subordinate Voting Shares of GTI on a one-for-one basis and shareholders of VCP contributed their membership interests to USCo for shares of USCo and then contributed their shares of USCo to GTI in exchange for Super Voting Shares and Multiple Voting Shares of GTI.

4. Effective Date of the Transaction

The transaction was completed on June 12, 2018.

5. The Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

GTI continued to be a reporting issuer. No party ceased to be a reporting issuer.

6. Change in Financial Year End and Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

GTI’s new financial year end is December 31. The first financial year-end of GTI following the completion of the Business Combination is December 31, 2018.

7. Interim and Annual Financial Statements

GTI will file interim financial statements for the six months ended June 30, 2018 on or before August 29, 2018, interim financial statements for the nine months ended September 30, 2018 on or before November 29, 2018, annual financial statements for the year ended December 31, 2018 on or before April 30, 2019, and interim financial statements for the three months ended March 31, 2019 on or before May 30, 2019.

8. Documents Filed under NI 51-102

Details of the Business Combination can be found in the following documents:

- News release of Bayswater dated April 23, 2018
- News release of Bayswater dated May 14, 2018;
- Management Information Circular of Bayswater dated May 11, 2018;
- News release of Bayswater dated June 7, 2018;
- Amendment resolution filed on June 8, 2018;
- Listing Statement dated June 12, 2018;
- News releases of GTI dated June 12, 2018;
- Early warning report of GTI dated June 13, 2018;
- Business Combination Agreement dated June 12, 2018;

each of which has been or will be electronically filed with the Canadian securities regulators and is or will be available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under GTI's issuer profile.