

DARIEN BUSINESS DEVELOPMENT CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
MANAGEMENT INFORMATION CIRCULAR**

March 8, 2019

9:00 AM VANCOUVER TIME

Northwest Law Group

704 – 595 Howe Street

Vancouver, BC V6C 2T5

February 8, 2019

The resulting issuer from the proposed business combination will directly control an entity that is expected to continue to derive a substantial portion of its revenues from the cannabis industry in certain states of the United States, which industry is illegal under United States federal law. The resulting issuer will be directly and indirectly involved (through subsidiaries) in the cannabis industry in the United States where local state laws permit such activities. Currently, Vireo Health, Inc. is directly engaged or will be directly engaged in the manufacture, possession, use, sale or distribution of cannabis in the medicinal cannabis marketplace in the states of Arizona, Maryland, Massachusetts, Minnesota, Nevada, New York, Ohio, Pennsylvania, Puerto Rico, and Rhode Island with pending applications in various states.