

Vireo Health, Inc. and Darien Business Development Corp. Announce Shareholder Approval of Business Combination

Vancouver, British Columbia--(Newsfile Corp. - March 13, 2019) - Vireo Health, Inc. ("**Vireo**") and Darien Business Development Corp. (TSXV: DBD.H) ("**Darien**" or the "**Company**") are pleased to announce that the shareholders of Darien have overwhelmingly voted in favour of all matters in connection with the previously announced business combination involving Vireo and Darien that will result in a reverse take-over of Darien by Vireo (the "**Transaction**"). It is anticipated that the resulting issuer of the Transaction will operate under the name Vireo Health International, Inc. (the "**Resulting Issuer**").

The Darien shareholders approved all matters to take effect on closing of the Transaction including: (i) increasing the size of the Darien board to seven; (ii) the election of Kyle Kingsley, Amber Shimpa, Ari Hoffnung, Chad Martinson, Judd Nordquist, Amy Langer and Chelsea Grayson to the board of Darien; (iii) the appointment of the auditor for the ensuing year; (iv) altering the articles of Darien to redesignate the common shares of Darien as "Subordinate Voting Shares"; (v) creating a new class of "Super Voting Shares" that would be issued to the principals of Vireo and a new class of "Multiple Voting Shares" to be issued to certain U.S. resident holders of Vireo; (vi) the delisting of the pre-Transaction common shares of Darien from the TSX Venture Exchange (the "**De-Listing**") and (vii) the adoption of a new equity incentive plan.

The Multiple Voting Shares are being proposed in order to minimize the proportion of the outstanding voting securities of the Resulting Issuer that are held by "U.S. persons" for purposes of determining whether the Resulting Issuer will be a "foreign private issuer" under United States securities laws. The Multiple Voting Shares shall entitle the holder to one vote in respect of each Subordinate Voting Share into which such Multiple Voting Share could ultimately then be converted, which for greater certainty, shall initially equal 100 votes per Multiple Voting Share.

The Super Voting Shares are being issued in order to ensure that effective control of the Resulting Issuer will, subject to the principals selling a majority of their holding, be given to Kyle Kingsley (the "**Principal**"), being the key person responsible for the success of Vireo, for a sufficient period of time so as to not provide disincentives to capital raising. In addition, the Principal would not have considered a "going-public" transaction without the control safeguards provided by the Super Voting Shares. The Super Voting Shares entitle the Principal to 10 votes in respect of each Subordinate Voting Share into which a Super Voting Share could be converted, which for greater certainty, equals 1,000 votes per Super Voting Share.

The Transaction is also subject to completion of the transactions contemplated by the definitive agreements relating to the Transaction, receipt of regulatory approval and the final approval of the CSE for listing of the Subordinate Voting Shares. Assuming all conditions precedent to the completion of the Transaction are satisfied or waived, Darien expects the Transaction to be completed in March 2019.

For more information on all matters voted on at the Darien shareholders' meeting, please refer to the management information circular of Darien dated February 8, 2019 (the "**Circular**") and the Material Change Report dated February 21, 2019, which has been filed under Darien's profile on SEDAR at www.sedar.com.

The securities have not been registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities law, and may not be offered or sold in the United States or to, or for the account or benefit of, persons in the United States (as such term is defined in Regulation S under the U.S. Securities Act) absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About Vireo Health, Inc.:

Vireo is one of America's leading multi-state cannabis companies. Vireo is a physician-led, science-focused organization, dedicated to providing patients with best-in-class quality cannabis-based products and compassionate care. Vireo cultivates cannabis in environmentally-friendly greenhouses, manufactures pharmaceutical-grade cannabis extracts, and sells its products at both company-owned and third-party dispensaries. Vireo has a strong track record of competing for and winning merit-based licensing processes and has been awarded licenses in some of the most selective state-based markets, including Minnesota, New York, Pennsylvania, Maryland and Ohio. For more information visit <https://vireohealth.com/>.

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein are forward-looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budgets", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. In particular, this news release contains forward-looking information regarding the Transaction and any completion of the Transaction. There can be no assurance that such forward-looking information will prove to be

accurate, and actual results and future events could differ materially from those anticipated in such forward-looking information. This forward-looking information reflects Darien's current beliefs and is based on information currently available to Darien and on assumptions Darien believes are reasonable. These assumptions include, but are not limited to: CSE approval to list the shares of Darien; satisfaction of the conditions to the completion of the Transaction; and market acceptance and approvals, including CSE approval. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Darien to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; delay or failure to receive board or regulatory approvals; the actual results of future operations; competition; changes in legislation affecting Darien; and the timing and availability of external financing on acceptable terms. A description of additional assumptions used to develop such forward-looking information and a description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in Darien's disclosure documents on the SEDAR website at www.sedar.com. Although Darien has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this news release is expressly qualified by this cautionary statement. The forward-looking information contained in this news release represents the expectations of Darien as of the date of this news release and, accordingly, is subject to change after such date. However, Darien expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

For further information, please contact:

Darien Business Development Corp.

Gunther Roehlig
Chief Executive Officer
E-mail: groehlig@gmail.com

Vireo Health, Inc.

Sam Gibbons
Vice President, Investor Relations
E-mail: investor@vireohealth.com

Completion of the Transaction is subject to a number of conditions, including but not limited to CSE acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Circular, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Darien should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has not approved or disapproved of the contents of this news release.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

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