

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

1. Name and Address of Issuer

Vireo Health International, Inc. (the “**Issuer**”)
1330 Lagoon Avenue, 4th Floor
Minneapolis, MN 55408

2. Parties to the Transaction

The Issuer (previously Darien Business Development Corp.), 1197027 B.C. Ltd (“**B.C. Subco**”), Vireo Health, Inc. (“**Vireo**”), Vireo Finco (Canada) Inc. (“**Canadian Finco**”) and Darien Merger Sub, LLC (“**U.S. Subco**”).

3. Description of the Transaction

On February 13, 2019, the Issuer, B.C. Subco, Vireo, Canadian Finco and U.S. Subco entered into a business combination agreement pursuant to which, amongst other things, Vireo completed a reverse takeover of the Issuer and the business of Vireo became the business of the Issuer (“**Business Combination**”). The Business Combination was structured as a series of transactions, including a Canadian three-cornered amalgamation transaction. Prior to the completion of the Business Combination, the Issuer changed its name from “Darien Business Development Corp.” to “Vireo Health International, Inc.”, restructured its share capital to, among other things, re-designate its existing common shares as subordinate voting shares, and create a new class of multiple voting shares and a new class of super voting shares.

4. Effective Date of the Transaction

The transaction was completed on March 18, 2019.

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

The Issuer 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

The Issuer’s new financial year end is December 31. The first financial year-end of the Issuer following the completion of the Business Combination is December 31, 2019.

7. Interim and Annual Financial Statements

The Issuer will file annual financial statements for the year ended December 31, 2019 on or before April 30, 2020, interim financial statements for the three months ended March 31, 2019 on or before May 30, 2019, interim financial statements for the six months ended June 30, 2019 on or before August 29, 2019, and interim financial statements for the nine months ended September 30, 2019 on or before November 29, 2019.

8. Documents Filed under NI 51-102

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

- Management Information Circular of Darien Business Development Corp. dated February 8, 2019;

- News release of Darien Business Development Corp. dated February 11, 2019;
- Material Change Report of Darien Business Development Corp. dated February 11, 2019;
- News releases of the Issuer dated March 18, 2019;
- Listing Statement dated March 19, 2019;
- Early warning report of Kyle Kingsley dated March 20, 2019;
- Material Change Report of the Issuer dated March 28, 2019

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 the Issuer's issuer profile.