

VIREO HEALTH INTERNATIONAL, INC.

**EARLY WARNING REPORT FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103**

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Subordinate Voting Shares (the “**Shares**”)

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

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. See item 2.2 below.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror

Bruce Linton
9 Shamrock Place
Ottawa, ON
K2R 1A9

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Pursuant to the employment agreement between Mr. Linton and the Corporation dated November 7, 2019 (the “**Employment Agreement**”), as consideration for his employment Mr. Linton received incentive-based compensation comprised of 15,000,000 incentive warrants of the Corporation (collectively, the “**Incentive Warrants**”). The first tranche of 10,000,000 Incentive Warrants are each exercisable to acquire one Share at an exercise price of US\$1.02 per Share, the second tranche of 2,500,000 Incentive Warrants are each exercisable to acquire one Share at an exercise price of US\$3.81 per Share and the third tranche of 2,500,000 Incentive Warrants are each exercisable to acquire one Share an exercise price of US\$5.86 per Share. All three tranches of the Incentive Warrants were initially set to expire on November 7, 2024, and vested over two years, with 50% vesting on each of November 6, 2020 and November 6, 2021.

On June 8, 2020, the Corporation terminated Mr. Linton’s employment (the “**Triggering Event**”) and the Incentive Warrants automatically vested in accordance with their terms and the terms of the Employment Agreement. As a result, following the Triggering Event, Mr. Linton is deemed to have acquired, and to have become the beneficial owner of, 15,000,000 Shares underlying the Incentive Warrants.

2.3 State the names of any joint actors.

Mr. Linton is the trustee of The Linton Family Trust (2040) (the “**Linton Family Trust**”), which is the registered owner of 1,736,715 Shares and 1,736,715 share purchase warrants. Mr. Linton and the Linton Family Trust are joint actors.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

As a result of the Triggering Event on June 8, 2020, Mr. Linton is deemed to have acquired and to be the beneficial owner of 15,000,000 Shares underlying the Incentive Warrants.

Immediately prior to the Triggering Event, Mr. Linton beneficially owned, and exercised control or direction over 1,736,715 Shares and 1,736,715 share purchase warrants, representing approximately 4.65% of the issued and outstanding Shares on a non-diluted basis and approximately 8.89% of the issued and outstanding Shares on a partially-diluted basis, assuming the exercise of the warrants.

Immediately following the Triggering Event, Mr. Linton beneficially owns, and exercises control or direction over, 1,736,715 Shares and an aggregate of 16,736,715 share purchase warrants (including the Incentive Warrants), representing approximately 4.65% of the issued and outstanding Shares on a non-diluted basis and approximately 34.16% of the issued and outstanding Shares on a partially-diluted basis, assuming the exercise of the Warrants. Accordingly, Mr. Linton’s interest in the Shares increased by 25.27% on a partially diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Mr. Linton acquired beneficial ownership of the Shares underlying the Incentive Warrants pursuant to the Triggering Event. See item 2.2 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the Triggering Event, Mr. Linton beneficially owned, and exercised control or direction over 1,736,715 Shares and 1,736,715 share purchase warrants, representing approximately 4.65% of the issued and outstanding Shares on a non-diluted basis and approximately 8.89% of the issued and outstanding Shares on a partially-diluted basis, assuming the exercise of the warrants.

Immediately following the Triggering Event, Mr. Linton beneficially owns, and exercises control or direction over, 1,736,715 Shares and an aggregate of 16,736,715 share purchase warrants (including the Incentive Warrants), representing approximately 4.65%

of the issued and outstanding Shares on a non-diluted basis and approximately 34.16% of the issued and outstanding Shares on a partially-diluted basis, assuming the exercise of the warrants.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.4 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Mr. Linton received the Incentive Warrants as consideration for services to be rendered to the Corporation pursuant to the Employment Agreement.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See item 4.1 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**

(k) an action similar to any of those enumerated above.

Mr. Linton directly and indirectly holds securities of the Corporation primarily for investment purposes. Mr. Linton has no current plans or intentions that relate to or would result in any of the items listed in items (a) to (k) above. However, depending on market conditions, general economic and industry conditions, trading prices of the Corporation's securities, the Corporation's business, financial condition and prospects and/or other relevant factors, may develop such plans or intentions in the future and, at such time, Mr. Linton may from time to time acquire additional securities, dispose of some or all the existing or additional securities or may continue to hold the Shares or other securities of the Corporation.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated as of the 10th day of June, 2020

“Bruce Linton”

Signature