

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

4Front Ventures Corp.
5060 North 40th Street, Suite 120
Phoenix, Arizona
USA 85018

Item 2 - Date of Material Change:

January 31, 2022

Item 3 – News Release:

News release was disseminated via CNW on January 31, 2022 (the “**News Release**”). A copy of the news release has been filed on SEDAR and is available at www.sedar.com.

Item 4 – Summary of Material Change:

On January 31, 2022, 4Front Ventures Corp. (“**4Front**” or the “**Company**”) announced that it has closed on the purchase of New England Cannabis Corporation (“**NECC**”). The Massachusetts Cannabis Control Commission approved of the Transaction during its public meeting on January 20, 2022. The Transaction was first announced in the Company's press release dated October 7, 2021.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

On January 31, 2022, the Company announced that it has closed on the purchase of NECC, a best-in-class cannabis cultivator with state-of-the-art facilities based in Holliston, Massachusetts (the “**Transaction**”). The Massachusetts Cannabis Control Commission approved of the Transaction during its public meeting on January 20, 2022. The Transaction was first announced in the Company's press release dated October 7, 2021.

The acquisition of NECC and its licensed, fully operational 55,000 sq. ft. cultivation facility immediately scales 4Front's presence as a dominant wholesaler and producer in Massachusetts, a competitive limited-license state. The Transaction more than doubles the Company's total flower canopy in Massachusetts to over 30,000 sq. ft., with expansion potential for an additional 10,000 sq. ft.

Furthermore, the NECC facility nearly triples 4Front's kitchen, processing and distribution space in Massachusetts, and will supplement the products currently sold via wholesale distribution and through 4Front's existing “Mission” dispensaries.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Leonid Gontmakher, Chief Executive Officer
Phone: 602-633-3067

Item 9 – Date of Report:

February 7, 2022

Forward Looking Statements

Statements in this material change report and the News Release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in 4Front Ventures' periodic filings with securities regulators. When used in this material change report or in the News Release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements related to future developments and the business and operations of 4Front Ventures, statements regarding when or if transactions will close or required conditions to closing will be attained, statements regarding future financial performance of the Company, statements regarding commencement and completion of construction of facilities and distribution of product, the availability of financing, the accretive nature of transactions, the ability to enter into definitive agreements for funding and acquisition opportunities, the impact of the transactions on the current and future business of 4Front and other statements regarding future developments of the business. Although 4Front Ventures has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on entering into definitive agreements and satisfying closing conditions, obtaining regulatory approvals; and engagement in activities currently considered illegal under U.S. federal laws; change in laws; limited operating history; reliance on management; the impact of Covid-19; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry; and regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this material change report are made as of the date of this report. 4Front Ventures disclaims any intention or obligation to update or revise such information, except as required by applicable law, and 4Front Ventures does not assume any liability for disclosure relating to any other company mentioned herein.