FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: Marapharm Ventures Inc. (the "Issuer").

Trading Symbol: MDM

Issued and Outstanding Securities of the Issuer Prior to Transaction: 104,677,958

Date of News Release Fully Disclosing the Transaction: November 27, 2017; December 20, 2017; January 1, 2018; February 14, 2018

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Marapharm purchased from the Sellers 420 Express Delivery dba Greenleaf Wellness, located at 12285 Palm Drive, Suite 102, Desert Hot Springs, CA.,, on 14th February, 2018, 100% interest, free and clear of all liens, encumbrances, claims, clouds, charges, equities or imperfections of any nature, all contract rights, leases, furniture, fixtures, equipment, trademarks, trade names, service marks, intellectual property, internet domain names, goodwill, materials, supplies, telephone numbers, business records, and other assets and properties owned or leased.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: $1,980,800.00 CAD .

   (b) Cash: $1,980,800.00 CAD .

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

(c) Other: N/A

(d) Work commitments: N/A .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Negotiated between USA Legal Counsel, the Board of Directors and the Sellers.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: No appraisal was performed as there is limited precedence and the market is in its infancy.

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5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: These steps were performed by the Company's California legal counsel.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

(b) Cash N/A .

(c) Other N/A .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A .

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The dispensary continues to exceed our revenue projections since taking ownership on February 13, 2018, which includes weekly and monthly promotions. Two of our partner retailer promotions resulted in 118% daily sales increase when compared to our daily average sales. The transition has been well received by existing staff, patrons and clients. Audits and reviews of inventory, accounting, staffing, security, vendors, and compliance were the focus of the changeover, and will continue to be refined to ensure the success of Greenleaf Wellness. As of March 28, 2018 the dispensary has been granted both adult-use (recreational) and medicinal temporary retail licenses. The grant of these adult-use recreational licenses will dramatically expand our current sku's, increasing consumers to the store as we can now offer a greater selection of products from a larger number of vendors, specifically tailored to any recreational consumer over the age of 21.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated May 4th, 2018.

Linda Sampson
Name of Director or Senior Officer

"Linda Sampson"
Signature

President & CEO
Official Capacity