

**FORM 8**

**NOTICE OF PROPOSED PROSPECTUS OFFERING**

Please complete the following:

Name of Listed Issuer: **Charlotte's Web Holdings, Inc.** (the "Issuer").

Trading Symbol: **CWEB**

Date: **May 9, 2019**

Is this an updating or amending Notice:            Yes            No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:  
**29,268,942 Common Shares and 161,242.39 Proportionate Voting Shares.**

Date of News Release Announcing Proposed Prospectus Offering: **May 8, 2019, May 9, 2019.**

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

**1. Prospectus Offering**

1. Description of securities to be issued:

(a) Class **Secondary Offering of Common Shares.**

(b) Number **7,000,000 (Over-allotment 1,050,000), total of up to 8,050,000**

(c) Price per security **C\$20.00**

(d) Voting rights **One vote per Common Share**

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: **N/A**

(b) Aggregate proceeds: **None.**

3. Provide description of any Warrants (or options) including:
- (a) Number N/A
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) N/A
  - (c) Exercise price N/A
  - (d) Expiry date N/A
  - (e) Other significant terms N/A
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A
  - (b) Maturity date N/A
  - (c) Interest rate N/A
  - (d) Conversion terms N/A
  - (e) Default provisions N/A
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: **29,268,942 Common Shares and 161,242.39 Proportionate Voting Shares. Each Proportionate Voting Share is convertible into Common Shares on a ratio of 400:1.**
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
- N/A
7. Provide details of the use of the proceeds: **Their will be no proceeds to the Company derived from this offering.**
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8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: **The offering will be completed by sales of Common Shares held by existing shareholders (the "Selling Shareholders"). The Selling Shareholders will receive the net proceeds from the sale of their shares.**
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: **None.**
10. 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 offering (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)

**Canaccord Genuity Corp.**  
**161 Bay Street, Suite 3100**  
**Toronto, Ontario M5J 2S1**

**Cormark Securities Inc.**  
**200 Bay Street, Suite 2800**  
**Toronto, Ontario M5J 2J2**

**Eight Capital**  
**100 Adelaide Street West, Suite 2900**  
**Toronto, Ontario M5L 1S3**

**PI Financial Corporation**  
**100 Adelaide Street West, Suite 2900**  
**Toronto, Ontario M5L 1S3**

- (b) Cash

**3.75% of the gross proceeds of the offering, inclusive of the over-allotment option, if exercised (equal to 15% of the number of Common Shares offered under the offering) payable on the closing of the offering (and closing of the over-allotment option, if exercised).**

- (c) Securities

**N/A**

(d) Other

N/A

(e) Expiry date of any options, warrants etc.

N/A

(f) Exercise price of any options, warrants etc.

N/A

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship:

No.

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: **The underwriting agreement will be filed on SEDAR.**

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

N/A.

## 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 on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated May 9, 2019.

**Hesaam Moallem**  
Name of Director or Senior  
Officer

*(s) "Hesaam Moallem"*  
Signature

**Chief Executive Officer**  
Official Capacity