

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Curaleaf Holdings, Inc. (the "Issuer").

Trading Symbol: CURA

Date: January 8, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 664,226,479.¹

Date of News Release Announcing Proposed Prospectus Offering: January 6, 2021 and January 7, 2021. (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: Subordinate Voting Shares.

(b) Number: 18,975,000 (reflecting the exercise of the over-allotment option in full).

(c) Price per security: C\$16.70 per Subordinate Voting Share.

(d) Voting rights: 1 vote per Subordinate Voting Share.

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

(a) Per security: C\$16.032.

¹ Includes all equity securities of the Issuer that have been issued or reserved for issuance on an as-converted to Subordinate Voting Share basis.

² Reflecting the exercise of the over-allotment option in full, and after deducting the underwriter's fee but before deducting the expenses of the offering payable by the Issuer, which will be paid from the proceeds of the offering.

- (b) Aggregate proceeds: C\$304,207,200 .
3. Provide description of any Warrants (or options) including:
- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
- (c) Exercise price _____ .
- (d) Expiry date _____ .
- (e) Other significant terms _____ .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 570,255,774 Subordinate Voting Shares and 93,970,705 Multiple Voting Shares.
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: The Issuer intends to use the net proceeds of the offering for working capital and general corporate purposes. The additional net proceeds resulting from the exercise of the over-allotment option in full will be allocated to general corporate purposes, including working capital.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A.
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: N/A.
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 3000, Toronto, Ontario, M5J 2S1
- Beacon Securities Limited, 66 Wellington Street West, Suite 4050, Toronto, Ontario M5K 1H1
- Cantor Fitzgerald Canada Corporation, 181 University Avenue, Suite 1500, Toronto, ON M5H 3M7
- Cormark Securities Inc., North Tower, Royal Bank Tower, 200 Bay Street, Suite 1800, Toronto, ON M5J 2J2
- Eight Capital, 100 Adelaide St W, Suite 2900, Toronto, ON M5H 1S3
- Haywood Securities Inc., 200-700 Burrard St., Vancouver, BC, V6C 3L8
- (collectively, the "**Underwriters**")
- (b) Cash: 4.0% of the gross proceeds raised in respect of the offering (including any gross proceeds of the over-allotment option).
- (c) Securities N/A.
- (d) Other: Reimbursement of the Underwriter's expenses up to a predetermined amount.
- (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 securities are being distributed pursuant to an underwriting agreement among the Issuer and the Underwriters dated January 7, 2021, a copy of which has been filed on SEDAR.
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

(See attached)

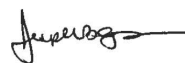
Certificate Of Compliance

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 January 8, 2021.

Joseph D. Bayern
Name of Director or Senior
Officer



Signature

Chief Executive Officer
Official Capacity

Curaleaf Holdings, Inc.
Offering of Subordinate Voting Shares
C\$275,550,000
January 6, 2021

The Offered Securities (as hereinafter defined) will be offered by way of a prospectus supplement to a final base shelf prospectus in each of the provinces of Canada, other than Québec. A prospectus supplement containing important information relating to the Offered Securities has not yet been filed with the applicable Canadian securities regulatory authorities. A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the Offered Securities. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the Offered Securities, before making an investment decision.

Copies of the final base shelf prospectus, and any applicable shelf prospectus supplement, may be obtained from Canaccord Genuity Corp. at ecm@cgf.com

The Offered Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States"), and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in the U.S. Securities Act), except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

Issuer:	Curaleaf Holdings, Inc. (" Company ").
Issue:	Treasury offering of subordinate voting shares of the Company (the " Offered Securities ").
Size of Offering:	C\$275,550,000 (the " Offering ").
Issue Price:	C\$16.70 per Offered Security.
Over-Allotment Option:	Up to 15% of the number of Offered Securities issued pursuant to the Offering to any cover over-allotments and for market stabilization purposes, exercisable within 30 days of the closing of the Offering.
Type of Transaction:	Overnight marketed deal, public issue pursuant to a supplement to the Company's base shelf prospectus, subject to a formal underwriting agreement.
Offering Jurisdictions:	All provinces of Canada, except Quebec, and in the United States by way of private placement to selected qualified institutional buyers and outside of Canada and the United States on a private placement or equivalent basis.
Exchange Listings:	The Company's existing subordinate voting shares are listed on the Canadian Securities Exchange under the symbol "CURA" and are quoted on OTC Markets under the symbol "CURLF".
Eligibility:	The Offered Securities shall be eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSA's and DPSPs.
Use of Proceeds:	For working capital requirements and other general corporate purposes.

Commission: 4.0% of the gross proceeds raised in respect of the Offering (including the Over-Allotment Option).

Closing Date: On or about January 12, 2021.

Bookrunner: Canaccord Genuity Corp.