

## FORM 7

### MONTHLY PROGRESS REPORT

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

Trading Symbol: CURA

Number of Outstanding Listed Securities: 338,609,444

Date: May 6, 2019

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

## Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

### General

**Curaleaf Holdings, Inc. (CSE: CURA) (OTCQX: CURLF) is the leading vertically integrated multi-state cannabis operator in the United States. It is a high-growth cannabis company with a national brand known for quality, trust and reliability. The company is positioned in highly populated, limited license states, and currently operates in 12 states with 44 dispensaries, 12 cultivation sites and 11 processing sites. Curaleaf has the executive expertise and research and development capabilities to provide leading service, selection, and accessibility across the medical and adult-use markets, as well as the CBD category through its Curaleaf Hemp brand.**

### Recent developments regarding the Issuer's business and operations

**On April 30, 2019, Curaleaf announced the opening of its 24<sup>th</sup> Florida dispensary in Orange Park, Florida.**

**Please see the press release dated April 30, 2019 on the Issuer's website for more information.**

**Nil shares were repurchased in April in connection with the normal course issuer bid ("NCIB"), the details of which were reported in the Form 7 filed by the Issuer on January 8, 2019.**

2. Provide a general overview and discussion of the activities of management.

**Joseph F. Lusardi presented at the GMP Conference in Toronto on April 16, 2019. He also was featured in several media interviews following the conference including: Grizzle, CSE's #HashtagFinance Podcast and Proactive Investor.**

**Neil Davidson attended the GMP Conference in Toronto on April 16, 2019 and presented at the Benzinga Conference in Toronto on April 18, 2019.**

**Boris Jordan attended the GMP conference in Toronto on April 16, 2019.**

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**N/A**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**N/A**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**N/A**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**N/A**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**N/A**

8. Describe the acquisition of new customers or loss of customers.

**Please refer to Question #1 for information on dispensary openings.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**N/A**

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

**Issuer has a total of 1,191 employees, which includes 73 new hires and 27 terminations in the month of April.**

11. Report on any labour disputes and resolutions of those disputes if applicable.

**N/A**

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

### **Connecticut**

Curaleaf is currently in an appraisal proceeding against certain former minority shareholders of its Connecticut operations. Pursuant to the Second Amended and Restated Operating Agreement of Doubling Road Holdings, LLC, effective as of March 8, 2017, the holders of a majority of the Series A-2 Units of Doubling Road Holdings had the right to require that PalliaTech or any Affiliate purchase all of the Series A-2 Units in exchange for shares of PalliaTech, Inc., the parent of PalliaTech, pursuant to a defined “Buy-Out Exchange Ratio.” On March 8, 2018, the Series A-2 Holders of Doubling Road Holdings, LLC (the “Holders”) gave notice that they were exercising the “Put Right” described above. On October 25, 2018, the Holders, Curaleaf, and others entered into a Stipulation of Settlement in order to resolve a dispute with respect to the applicable Buy-Out Exchange Ratio for the Put Right. The Stipulation of Settlement provided, among other things, that PalliaTech CT purchased the Holders’ interests in exchange for (1) a payment of \$40,141,656; (2) 4,755,548 Subordinate Voting Shares in Curaleaf; and (3) the potential for additional equity in Curaleaf depending on the results of a “Settlement Second Appraisal” to determine a defined “Exchange Ratio.” On December 14, 2018, the parties jointly initiated an arbitration to choose an “independent appraiser” to determine the Exchange Ratio. On April 7, 2019, the arbitrator selected Duff & Phelps as the independent appraiser. In the appraisal proceeding, the Holders will seek a maximum of 8,962,380 Subordinate Voting Shares, and Curaleaf will argue that the cash and equity previously provided to the Holders fully compensates them for the exercise of their Put Right.

### **Florida**

Curaleaf’s subsidiaries in Florida are currently involved in an arbitration and litigation against certain minority shareholders of its Florida operations. On December 10, 2018, Jayson Weisz and SRC Medical Partners, LLC (“SRC”) (“Claimants”) initiated an arbitration against PalliaTech Florida LLC, in which they are seeking certain “books and records” of PalliaTech Florida and Curaleaf Florida LLC, as well as their costs and attorneys’ fees to obtain those records. On February 20, 2019, Claimants filed an Amended Demand for Arbitration in which they also sought an order to compel PalliaTech Florida LLC to appoint Scott Robins to the Board of Managers of Curaleaf Florida LLC. On March 6, 2019, PalliaTech Florida LLC responded that it has provided Claimants with all requested books and records, and that they no longer have the right to

**select an individual to serve on the Board of Managers as a result of their previous decision not to make such an appointment, their intervening transfers of their equity, and their intervening initiation of an arbitration against PalliaTech Florida LLC. On March 19, 2019, nominal Plaintiffs Jayson Weisz and SRC derivatively on behalf of Plaintiff PalliaTech Florida LLC filed a complaint against Defendants Curaleaf Florida LLC, PalliaTech Florida, Inc., Joseph Lusardi, and Boris Jordan in the Complex Business Litigation Section in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida (“Complaint”). Plaintiffs’ derivative Complaint seeks the judicial dissolution of Curaleaf Florida LLC and asserts various causes of action against Defendants, including for breach of contract, civil conspiracy, breach of fiduciary duty, fraudulent transfer, and a declaratory judgment appointing Robins to the Board of Managers. On April 17, 2019, Weisz, SRC and JRF Group LLC filed a Second Amended Demand for Arbitration against PalliaTech Florida LLC, PalliaTech Florida, Inc., and Lusardi requesting the judicial dissolution of PalliaTech Florida LLC, and asserting claims for breach of contract, shareholder right to inspect books and records, civil conspiracy, breach of fiduciary duty, and declaratory relief.**

**The Company will seek to dismiss and otherwise vigorously defend the claims made in the arbitration and litigation.**

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**N/A**

14. Provide details of any securities issued and options or warrants granted

<b>Security</b>	<b>Number Issued</b>	<b>Details of Issuance</b>	<b>Use of Proceeds<sup>(1)</sup></b>
<b>Subordinate Voting Shares</b>	<b>130,840</b>	<b>Issued in connection with option exercises.</b>	<b>The proceeds of \$24,000 from payment of the option exercise price will be used for general working capital purposes.</b>

*(1) State aggregate proceeds and intended allocation of proceeds.*

15. Provide details of any loans to or by Related Persons.

**N/A**

16. Provide details of any changes in directors, officers or committee members.

**N/A**

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**N/A**

**[signature page follows]**

## 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. As of the date hereof there were 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 7 Monthly Progress Report is true.

Dated May 6, 2019\_\_\_\_\_.

Neil Davidson  
Name of Director or Senior Officer

(signed) Neil Davidson  
Signature

Chief Financial Officer  
Official Capacity

<b>Issuer Details</b>		For Month Ended	Date of Report
Name of Issuer		April 30, 2019	YY/MM/D
Curaleaf Holdings, Inc.			May 6, 2019
Issuer Address			
301 Edgewater Place #405			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Wakefield, MA 01880 USA		( )	(781) 451-0150
Contact Name		Contact Position	Contact Telephone No.
Neil Davidson		Chief Financial Officer	(781) 451-0150
Contact Email Address		Web Site Address	
info@curaleaf.com		<a href="http://www.curaleaf.com">www.curaleaf.com</a>	