

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

**Columbia Care Inc. (the "Issuer").**

CSE: CCHW

Date: **July 7, 2021** 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 Issuance: **363,167,442 outstanding shares and 405,636,656 shares on a diluted basis as of the close of markets on July 6, 2021.**

#### **Pricing**

Date of news release announcing proposed issuance: **N/A** or

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: **N/A** or

Day preceding request for price protection: **N/A**

#### **Closing**

Number of securities to be issued: **949,379**

Issued and outstanding securities following issuance: **364,116,821 outstanding shares and 406,586,035 shares on a diluted basis.**

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6* –

*Distributions.* In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL places.

## Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **Green Leaf Medical of Ohio II, LLC (the “Company”) is a partially owned subsidiary based in Ohio of the Issuer.**
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **Pursuant to the terms of an agreement and plan of merger dated December 21, 2020, Columbia Care LLC (the “Subsidiary”), a direct, wholly-owned subsidiary of the Issuer, acquired (the “Acquisition”) all of the issued and outstanding equity interests of Green Leaf Medical LLC on June 11, 2021. In connection with the closing of the Acquisition and pursuant to a membership interest purchase agreement dated March 8, 2021 between the Subsidiary and Pure Green Health, LLC (the “Seller”), the Subsidiary intends to acquire the remaining 49% of the issued and outstanding equity interests of the Company (the “Ohio Acquisition”) from the Seller. The consideration for the Ohio Acquisition will consist of 949,379 common shares of the Issuer at a price per share equal to US\$6.8465 (approx. C\$8.28 using an exchange rate of 1 USD equals 1.21 CAD).**
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: **C\$7,860,858.12 (based on an exchange rate of 1 USD equals 1.21 CAD).**
  - (b) Cash: **N/A.**
  - (c) Securities (including options, warrants etc.) and dollar value: **See section 2 above for information regarding the common shares that will be issuable.**
  - (d) Other: **N/A.**
  - (e) Expiry date of options, warrants, etc. if any: **N/A.**
  - (f) Exercise price of options, warrants, etc. if any: **N/A.**
  - (g) Work commitments: **N/A.**

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

**The purchase price for the Ohio Acquisition was determined as a result of arm's length negotiations between the Subsidiary, the Issuer and the Seller.**

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A.**
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
The securityholders of Pure Green Health, LLC	Please refer to Items 1, 2 and 3 above.	Please refer to Items 1, 2 and 3 above.	N/A	OSC Rule 72-503	Nil	Not a related person.

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **A thorough due diligence process in which the Issuer reviewed contracts, leases and other documents evidencing title.**
8. 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 acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and 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) 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**.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **N/A**.
10. If applicable, indicate whether the acquisition 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**.

## 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 not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated July 7, 2021.

Lars Boesgaard  
Name of Director or Senior  
Officer

(signed) "Lars Boesgaard"  
Signature

Chief Financial Officer  
Official Capacity

## Appendix A

### PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

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- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.