

Curaleaf Completes the Acquisition of Grassroots Creating the World's Largest Cannabis Company

Market Leading U.S. Presence Across 23 States with Over 135 Dispensary Locations and Licenses

Mitchell Kahn, Grassroots Co-Founder and CEO, Appointed to the Curaleaf Board of Directors

WAKEFIELD, Mass., July 23, 2020 /PRNewswire/ -- **Curaleaf Holdings, Inc.** (CSE: CURA) (OTCQX: CURLF) ("Curaleaf" or the "Company"), the largest vertically integrated cannabis operator in the United States, today announced that it closed its milestone acquisition of GR Companies, Inc. ("Grassroots"), the largest private vertically-integrated multi-state operator in the United States, on July 23, 2020.

With completion of the acquisition of Grassroots, Curaleaf is the world's largest cannabis company by revenue and the most diversified vertically integrated cannabis company in the United States, the world's largest cannabis market. The transaction expands Curaleaf's presence from 18 to 23 states, with the combined company having affiliated operations spanning over 135 dispensary licenses, 88 operational dispensary locations, over 30 processing facilities and 22 cultivation sites with 1.6 million square feet of current cultivation capacity. Curaleaf's expanded geographic dispensary presence now offers access to medical or adult use Cannabis to more than 192 million people, or roughly two-thirds of the United States population.

"The successful acquisition of Grassroots marks Curaleaf's expansion into new vertically integrated markets in the Midwest, firmly establishing our U.S. market leadership position. This highly complementary combination brings together two companies with a shared vision for enhancing patients' and customers' lives with high-quality cannabis wellness and lifestyle products. I'd like to welcome all our new Grassroots colleagues, patients and customers to the Curaleaf family as we pursue our mission of improving lives by providing clarity around cannabis and confidence around consumption," commented Joseph Lusardi, CEO of Curaleaf. "The integration of Grassroots is expected to be immediately accretive to our financial performance, with our unprecedented scale providing significant opportunities to leverage Curaleaf's powerful consumer brands as well as new form factor innovations across our expanded national presence."

Completion of the transaction strategically accelerates Curaleaf's expansion into Illinois and Pennsylvania, which are among the largest and fastest-growing cannabis markets in the United States. Upon close, Curaleaf will hold a leading licensed cannabis presence in state markets including Arizona, Connecticut, Florida, Illinois, Pennsylvania, Maryland, Massachusetts, Maine, Nevada, New Jersey, New York, North Dakota, and Vermont.

The cultivation and processing assets in Illinois have been transferred and the formal approval to transfer certain retail assets is expected imminently. Maryland operations previously affiliated with Grassroots may be transferred to Curaleaf after expiration of the statutory hold period, subject to regulatory approval and compliance with restrictions on ownership or control of multiple cultivation, processor and dispensary licenses in the State.

Mitchell Kahn, Co-Founder and CEO of Grassroots, commented, "Both Grassroots and Curaleaf are driven by a similar, positive culture and we are excited to join forces, adding scale and a combined strategic vision to create a dominant position in the industry. This opportunity would not have come to fruition without the strength of our highly skilled executive team, who have built an impressive portfolio at an unprecedented pace, with facilities in highly competitive markets. We look forward to integrating our talent and resources to build a great consumer product company - one that is dedicated to producing and delivering high-quality, safe and effective cannabis products to the customer."

Curaleaf Announces New Board Member

Upon closing of the transaction, Curaleaf has appointed Mitchell Kahn, co-founder and CEO of Grassroots, to the company's Board of Directors effective immediately. The appointment of Mr. Kahn expands the Curaleaf Board of Directors from five to six members.

"On behalf of the Curaleaf Board of Directors and management team, we are pleased to welcome Mitch to the Board. As a co-founder of Grassroots, he brings an impressive track record for success in building the largest private, vertically integrated U.S. multi-state cannabis operator. Combined with his deep experience across commercial real estate as well as the legal field, Mitch adds significant expertise and insight that will be vital as we extend our market leadership position and drive long-term shareholder value," said Boris Jordan, Executive Chairman of Curaleaf.

Mr. Kahn co-founded Grassroots Cannabis in 2014 and brings more than 20 years of senior executive

experience. He currently serves as Principal and CEO of Frontline Real Estate Partners, for which he is also a Founder, and previously served as President and CEO of Hilco Real Estate. Mr. Kahn is a CPA, as well as an attorney who has formerly practiced real estate law. He is a graduate of the University of Wisconsin, School of Business and Northwestern University, School of Law.

About Curaleaf Holdings, Inc.

Curaleaf Holdings, Inc. (CSE: CURA) (OTCQX: CURLF) ("Curaleaf") is a leading vertically integrated U.S. multi-state cannabis operator with a mission to improve lives by providing clarity around cannabis and confidence around consumption. As a high-growth cannabis company known for quality, expertise and reliability, the company and its brands, including Curaleaf and Select, provide industry-leading service, product selection and accessibility across the medical and adult-use markets. Following the Grassroots closing, Curaleaf currently operates in 23 states with 88 dispensaries, 22 cultivation sites and over 30 processing sites, and employs over 3,000 people across the United States. For more information please visit www.curaleaf.com.

FORWARD LOOKING STATEMENT

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein are forward looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budgets", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. There can be no assurance that such forward-looking information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such forward-looking information. This forward-looking information reflects the current beliefs of Curaleaf and is based on information currently available to Curaleaf and on assumptions that Curaleaf believes are reasonable. These assumptions include, but are not limited to, the anticipated benefits to Curaleaf of the transaction described above and changes to the Board of Directors. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Curaleaf to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the failure of Curaleaf to complete the transaction described above; the ability of Curaleaf to successfully integrate the business of Grassroots and their respective corporate cultures; delay or failure to receive board, shareholder or regulatory approvals; the actual results of future operations; competition; changes in legislation affecting Curaleaf; the timing and availability of external financing on acceptable terms; and lack of qualified, skilled labor or loss of key individuals and the other factors identified in Curaleaf's Management's Discussion and Analysis of Financial Condition and Results of Operations for the Year Ended December 31, 2019 and its other public filings with the Canadian Securities Exchange. Although Curaleaf has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Forward-looking information contained in this news release is expressly qualified by this cautionary statement. The forward-looking information contained in this news release represents the expectations of Curaleaf as of the date of this news release and, accordingly, is subject to change after such date. However, Curaleaf expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

The subordinate voting shares issuable in connection with the proposed transaction have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration under the Securities Act and applicable state securities laws or an applicable exemption from those registration requirements.

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