

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Curaleaf Holdings, Inc. (formerly Lead Ventures Inc.)		98-1461045	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Investor Relations	781-451-0150	info@curaleaf.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
301 Edgewater Place, Suite 405		Wakefield, MA 01880	
8 Date of action		9 Classification and description	
October 25, 2018		Common Shares	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
	N/A	CNSX:CURA	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See Exhibit A.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See Exhibit A.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ For purposes of calculating fair market value and gain, as applicable, the fair market value of a subordinate voting share of Parent on October 25 and 26, 2018 is estimated at U.S.\$6.84, which was the average of the high and low prices for Parent subordinate voting shares on the Canadian Securities Exchange on October 29, 2018, the first day such shares traded on the Canadian Securities Exchange, as converted to U.S. dollars.

Holders should consult with their own tax advisors to determine whether they are required to recognize any gain in connection with the transactions and what measure of fair market value is appropriate.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Provided that the Curaleaf US Acquisition qualifies as a tax-deferred reorganization under Code Section 368(a), the consequences of such acquisition to former shareholders should be determined under Code Sections 354, 358, 368 and 1221.

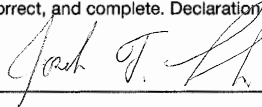
Provided that the acquisitions of the Acquired Interests, together with concurrent transactions, qualifies as a tax-deferred transaction under Code Section 351, the consequences of such acquisitions to former holders should be determined under Code Sections 351, 358, 1001 and 1221.

18 Can any resulting loss be recognized? ► Assuming the Curaleaf US Acquisition and the acquisition of the Acquired Interests qualify as tax-deferred transactions as discussed above, former holders of Curaleaf US shares or the Acquired Interests should not recognize any loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► In general, any gain recognized should be reported by former holders for the taxable year which includes October 25 or 26, 2018, as applicable (e.g., a calendar-year holder would report the transaction on his or her federal income tax return filed for the 2018 calendar year).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ►  Date ► 11/29/18

Print your name ► Joseph F. Lusardi Title ► CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>John D. Hollinrake Jr.</u>				<u>P01568530</u>
	Firm's name ► <u>Dorsey & Whitney LLP</u>	Firm's EIN ► <u>41-0223337</u>		Firm's address ► <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104</u>	
				Phone no. <u>(206) 903-8812</u>	

EXHIBIT A

FORM 8937

CURALEAF HOLDINGS, INC.

Lines 14 and 15

Business Combination Agreement

The transactions described below and a financing of approximately US\$400,002,932 (“**Financing**”) were consummated pursuant to a Business Combination Agreement dated as of October 24, 2018 between Curaleaf Holdings, Inc. (“**Parent**”) and Curaleaf, Inc. (“**Curaleaf US**”).

Classification of Parent

As a result of the transactions described below, Parent is classified as a U.S. domestic corporation under Section 7874(b) of the Code.

Acquisition of Curaleaf, Inc.

Gociter Holdings Ltd. contributed its Curaleaf US shares to Parent in exchange for multiple voting shares of Parent (“**Gociter Contribution**”) and Curaleaf MergerCo, Inc., a wholly-owned subsidiary of Parent, merged with and into Curaleaf US with former Curaleaf shareholders receiving subordinate voting shares of Parent (“**Merger**” and together with the Gociter Contribution, the “**Curaleaf US Acquisition**”). Parent believes that the Gociter Contribution and the Merger should be treated as a single integrated transaction qualifying as a reorganization under Code Section 368(a). As a result, each former Curaleaf US shareholder should generally have a tax basis in the Parent shares received equal to such shareholder’s aggregate tax basis in the Curaleaf US shares surrendered in exchange therefor.

Acquisition of Other Entities

Parent also acquired interests in CuraLeaf Florida, LLC, Groen Investment Group Inc., Curaleaf Massachusetts, Inc., PalliaTech Mass, Inc. and Doubling Road Holdings, LLC (the “**Acquired Interests**”) in exchange for subordinate voting shares of Parent or a combination of cash and subordinate voting shares of Parent (“**Exchanges**”). Parent believes that the Exchanges, the Financing, the Gociter Contribution and the Merger should be treated as a single integrated transaction qualifying as a tax-deferred transaction under Code Section 351.

As a result, each former Acquired Interest holder who received only subordinate voting shares of Parent should generally have a tax basis in the Parent shares received equal to such holder’s aggregate tax basis in the Acquired Interests surrendered in exchange therefor.

As a result, each former Acquired Interest holder who received cash and subordinate voting shares of Parent pursuant to an Exchange should: (1) recognize gain (but not loss) in an amount equal to the lesser of (i) the excess, if any, (A) the sum of (x) the fair market value of the Parent shares received and (y) the cash received, over (b) the adjusted tax basis of such holder in the Acquired Interest exchanged therefor, or (ii) the amount of cash received pursuant to the applicable Exchange, and (2) obtain a tax basis in the Parent shares received equal to such holder's tax aggregate tax basis in the Acquired Interest exchanged therefor, increased by the amount of gain recognized and decreased by the amount of cash received pursuant to the applicable Exchange.

Notwithstanding the foregoing, holders who transferred an Acquired Interest in an entity classified as a partnership for U.S. federal income tax purposes, may recognize additional gain under certain circumstances such as having a negative capital account with respect to such Acquired Interest.

The foregoing transactions are described in the Listing Statement of Curaleaf Holdings, Inc. dated October 26, 2018 which is available at www.sedar.com.

Holders should consult with their own tax advisors regarding the tax consequences of the acquisitions discussed above.