

**RANDBURG INTERNATIONAL GOLD CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD  
ON NOVEMBER 14, 2018**

**- AND -**

**MANAGEMENT INFORMATION CIRCULAR**

**DATED October 17, 2018**

## RANDBURG INTERNATIONAL GOLD CORP.

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that the special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Randsburg International Gold Corp. (the "**Company**") will be held at the offices of Garfinkle Biderman LLP, Dynamic Funds Tower, 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9, on November 14, 2018 at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider and, if thought advisable, approve with or without variation, a special resolution to be conditional on and effective following the closing of the Business Combination to set the number of directors of the Company at up to eleven (11) (the "**Board Resolution**");
2. to elect, conditional on and effective following the closing of the Business Combination, Charles Bachtell, Joe Caltabiano, Dominic A. Sergi, Brian McCormack, Robert M. Sampson, John R. Walter, Gerry Corcoran, Thomas Manning and Randy Podolsky as directors of the Company with up to two additional nominees to be designated at the discretion of the board of directors of the Company (the "**Director Election Resolution**");
3. to appoint MNP LLP as the auditor of the Company to hold office conditional on and effective following the closing of the Business Combination and to authorize the directors of the Company to fix the remuneration of the auditor so appointed (the "**Auditor Resolution**");
4. to consider and, if thought advisable, approve with or without variation, a special resolution, the full text of which is substantially in the form set forth in Schedule "A" to the Circular, to authorize and approve an amendment of the notice of articles and articles of the Company to amend the rights and restrictions of the existing class of Common Shares and redesignate such class as subordinate voting shares; to create a class of super voting shares; and to create a class of proportionate voting shares (the "**Amendment Resolution**"), conditional on and effective following the closing of the Business Combination (other than conditions that may be or are intended to be satisfied only after the Amendment Resolution is implemented);
5. to consider and, if thought advisable, approve with or without variation, an ordinary resolution, the full text of which is set forth in Schedule "B" to the Circular, to authorize and approve the adoption of the Company's 2018 Equity Incentive Plan, a long-term incentive plan of the Company (the "**Equity Incentive Plan Resolution**"), to be implemented only in the event that the Business Combination is completed;
6. to consider and, if thought advisable, pass, with or without variation, a special resolution, the full text of which is set forth in the Schedule "C", approving a change in the name of the Company to "Cresco Labs Inc." or such other name as the directors of the Company, in their sole discretion may determine (the "**Name Change Resolution**"), to be implemented only in the event that the Business Combination is completed; and
7. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

The Board Resolution, Amendment Resolution and Name Change Resolution must be approved by not less than two-thirds of the votes cast by Shareholders present in person or represented by proxy at the Meeting. The Director Election Resolution, Auditor Resolution and Equity Incentive Plan Resolution must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 12, 2018 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be received by Computershare by no later than 10:00 a.m. (Toronto time) on November 12, 2018 or, in the case of any adjournment or postponement of the Meeting, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for the adjourned or postponed Meeting.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

**DATED** at Toronto, Ontario, October 17, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ "Michael Lerner"*

Michael Lerner

Chief Executive Officer and Director

**RANDBURG INTERNATIONAL GOLD CORP.  
MANAGEMENT INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

**This management information circular ("Circular") is provided in connection with the solicitation of proxies by management of Randsburg International Gold Corp. (the "Company" or "Randsburg") for use at a special meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Common Shares") in the capital of the Company.** The Meeting will be held at the offices of Garfinkle Biderman LLP, Dynamic Funds Tower, 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9, on November 14, 2018 at 10:00 a.m. (Toronto time), or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of special meeting accompanying this Circular (the "Notice").

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Company.

These securityholder materials are being sent to both registered and non-registered owners of Common Shares. If you are a non-registered owner of Common Shares, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf.

Accompanying this Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (a "**Proxy**") or a voting instruction form for beneficial Shareholders. Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and all Shareholders are urged to vote on matters to be considered in person or by proxy.

Unless otherwise stated, the information contained in this Circular is given as of October 17, 2018.

All time references in this Circular are references to Toronto time.

**APPOINTMENT AND REVOCATION OF PROXIES**

**Appointment of a Proxy**

**Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to** Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, or from outside North America at (416) 263-9524, or by mail or hand delivery at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1.

**The persons named as proxyholders in the Proxy accompanying this Circular are directors or officers of the Company, or persons designated by management of the Company, and are representatives of the Company's management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the accompanying Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to Computershare, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Proxy should notify such alternative nominee of the appointment, obtain the nominee's consent to act as proxy,**

and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the Proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy).

**In order to validly appoint a proxy, Proxies must be received by Computershare, by fax within North America at 1-866-249-7775, or from outside North America at (416) 263-9524, or by mail or hand delivery at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof.** After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

### **Revoking a Proxy**

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Company or Computershare at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

### **Signature on Proxies**

The Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Company).

### **Voting of Proxies**

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Common Shares by completing the blanks on the Proxy.

**The Common Shares represented by the enclosed Proxy will be voted or withheld from voting, as the case may be, on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such direction, such Common Shares will be voted FOR THE RESOLUTIONS DESCRIBED IN THE PROXY AND BELOW.** If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Proxy will be voted in favour of the election of director nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Circular, management of the Company knows of no such amendments or variations or other matters to come before the Meeting.

## Advice to Beneficial Shareholders

**The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who hold their Common Shares through brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name ("**Beneficial Shareholders**") should note that only Proxies deposited by Shareholders who are registered Shareholders (that is, Shareholders whose names appear on the records maintained by the registrar and transfer agent for the Common Shares as registered Shareholders) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers (or their agents and nominees) are prohibited from voting shares for the broker's clients. Subject to the following discussion in relation to NOBOs (as defined herein), the Company does not know for whose benefit the shares of the Company registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Beneficial Shareholders of proxy-related materials and other securityholder materials and the request for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Company, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. **Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Company.** Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Company.

In accordance with the requirements of NI 54-101, the Company is sending the Notice, this Circular and a voting instruction form or a Proxy, as applicable (collectively, the "**Meeting Materials**"), directly to NOBOs and indirectly through intermediaries to OBOs. NI 54-101 permits the Company, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Meeting Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Company is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Company is sending the Meeting Materials directly to NOBOs and indirectly through intermediaries to OBOs. The Company will pay the fees and expenses of intermediaries for their services in delivering Meeting Materials to OBOs in accordance with NI 54-101.

The Company has used a NOBO list to send the Meeting Materials directly to NOBOs whose names appear on that list. If Computershare has sent these materials directly to a NOBO, such NOBO's name and address and information about its holdings of Common Shares have been obtained from the intermediary holding such shares on the NOBO's behalf in accordance with applicable securities regulatory requirements. As a result, any NOBO of the Company can expect to receive a voting instruction form from Computershare. NOBOs should complete and return the voting instruction form to Computershare in the envelope provided. Computershare will tabulate the results of voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by such voting instruction forms.

Applicable securities regulatory policy requires intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7 – *Request for Voting Instructions Made by Intermediaries* ("**Form 54-101F7**"). Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting or any adjournment(s) or postponement(s) thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered

Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of the form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Broadridge will then provide aggregate voting instructions to Computershare, which tabulates the results and provides appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment or postponement thereof.

By choosing to send the Meeting Materials to NOBOs directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for: (i) delivering these Meeting Materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

All references to Shareholders in this Circular and the accompanying Proxy and Notice are to registered Shareholders unless specifically stated otherwise.

## **BUSINESS COMBINATION**

### **The Business Combination**

On October 9, 2018, the Company and Cresco Labs, LLC ("**Cresco**") entered into a binding letter agreement (the letter agreement and any business combination agreement entered into in replacement thereof or in addition thereto, if applicable, the "**Definitive Agreement**") whereby the business of the Company, Cresco, Cresco Labs SPV Inc. ("**Blockerco**"), Cresco U.S. Corp., Cresco Labs Finco Ltd. ("**Finco**") and two subsidiaries of the Company to be incorporated will combine their respective businesses (the "**Business Combination**"). Pursuant to the Definitive Agreement, the Company has agreed to, among other things, call the Meeting to seek approval of Shareholders of the Board Resolution, Director Election Resolution, Auditor Resolution, Amendment Resolution the Equity Incentive Plan Resolution and the Name Change Resolution (collectively, the "**Randsburg Resolutions**"). Upon the satisfaction or waiver of the conditions to the completion of the Business Combination, including without limitation the completion of a name change, the Consolidation (as defined below) and the changes to the Company's capital structure, the parties will complete the Business Combination.

Following completion of the Business Combination, the shareholders of Cresco, Finco and Blockerco will hold a significant majority of the outstanding common shares (to be redesignated Subordinate Voting Shares) of the Company (the "**Common Shares**"). As part of the completion of the Business Combination, the Company intends to change its name to "Cresco Labs Inc.", or such other name as may be determined by Cresco, subject to applicable regulatory approval.

### **Benefits of the Business Combination**

The board of directors of the Company (the "**Board**") believes that the Business Combination will have the following benefits for the Shareholders:

- (i) the Company will acquire an economic interest in the business of Cresco and the funds raised by Finco pursuant to a financing of subscription receipts to be undertaken by Finco;
- (ii) Shareholders will be in a position to participate in future value creation and growth opportunities in the business of Cresco;

- (iii) the proposed management team and nominees to the Board have extensive experience in the U.S. cannabis industry and have been responsible for substantial stakeholder value creation and have demonstrated capabilities in financing, acquiring, and developing assets;
- (iv) the Cresco management team and nominees to the Board have high visibility in the cannabis industry and investment community, and significant relationships with key sector investors and analysts that should help to attract strong retail and institutional support;
- (v) the Company will initially have significant cannabis cultivation, production and retail assets in six major U.S. states, with the prospect of expanding to other U.S. states that have legalized medical and/or recreational cannabis; and
- (vi) the Company is expected to have increased share trading liquidity and will have a greater market capitalization that is attractive to a wider range of investors than that offered by Randsburg prior to the Business Combination.

### **Recommendation of the Board**

SHAREHOLDERS ARE NOT REQUIRED TO APPROVE THE BUSINESS COMBINATION AT THE MEETING. Shareholders should refer to the October 10, 2018 news release of the Company for additional details on the Business Combination. The Business Combination and Cresco will be further described by the Company in a Form 2A Listing Statement (the "**Listing Statement**") to be prepared and filed with the Canadian Securities Exchange ("CSE"). The posting thereof is not expected to occur until after the date of the Meeting. Subject to receipt of all requisite approvals, including from the CSE, the Business Combination is anticipated to close in the fourth quarter of 2018. As part of the Business Combination the Common Shares will be consolidated and exchanged for subordinate voting shares having a value in the aggregate CDN\$2,200,000, such valuation determined on the basis of the actual per share value of the subscription receipt financing between Finco and certain investors (the "**Consolidation**").

The Board has unanimously approved the Definitive Agreement and unanimously recommends that the Shareholders vote IN FAVOUR of the Randsburg Resolutions at the Meeting.

**There are a number of risks associated with the Business Combination and the business of Cresco, including that the manufacture, possession, use, sale or distribution of cannabis is currently illegal under U.S. federal laws. The principal risk factors will be set out in the Listing Statement.**

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

Shareholders of record as of October 12, 2018 (the "**Record Date**") are entitled to receive notice and attend and vote at the Meeting, either in person or by proxy. As at the date of this Circular, the Company had 210,327,446 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting.

Other than as disclosed below, as at the date of this Circular, to the knowledge of the directors and executive officers of the Company, and based on the Company's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), no person owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

<u><b>Name</b></u>	<u><b>Aggregate Number of Common Shares</b></u>	<u><b>Percentage of Outstanding Common Shares</b></u>
Greg Wilson	52,346,710	24.89%
Marc Lustig	38,680,043	18.39%



Brillco Inc.	34,680,043	16.49%
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#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed in this Circular, no director or executive officer of the Company, nor any proposed nominee for election as a director of the Company, nor any other insider of the Company, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial year ended January 31, 2018, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as disclosed in this Circular and any grant under the Equity Incentive Plan (as defined below), no director or executive officer of the Company, nor any proposed nominee for election as a director of the Company, nor any of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting (other than the election of director).

#### **EXECUTIVE COMPENSATION**

The following disclosure of compensation earned by certain executive officers and directors of the Company in connection with their office or employment with the Company is made in accordance with the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102"). Disclosure is required to be made in relation to "**Named Executive Officers**" (as defined below).

For the purpose of this Circular:

"**CEO**" means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

"**Named Executive Officer**" or "**NEO**" means: (a) a CEO; (b) a CFO; (c) the Company's most highly compensated executive officers or the most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

During the financial year ended January 31, 2018, the Company had two Named Executive Officers, namely Michael Opara (CEO and director until his resignation on July 24, 2018) and Matthew Chodorowicz (CFO and director until his resignation on July 24, 2018). Michael Lerner, Chief Executive Officer, and Balu Gopalakrishnan, Chief Financial Officer, are the current executive officers of the Company.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

## Director and NEO Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*) sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the two most recently completed financial years ended January 31, 2018 and 2017, excluding compensation securities.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation	Total Compensation (\$)
Michael Opara, CEO <sup>(1)</sup>	2018	12,000	Nil	Nil	Nil	Nil	Nil
	2017	12,000	Nil	Nil	Nil	Nil	Nil
Matthew Chodorowicz, CFO <sup>(1)</sup>	2018	6,000	Nil	Nil	Nil	Nil	Nil
	2017	6,000	Nil	Nil	Nil	Nil	Nil

(1) Mr. Opara and Mr. Chodorowicz resigned as directors and officers of the Company on July 24, 2018.

## Stock Options and Other Compensation Securities

There were no compensation securities granted or issued to any Named Executive Officer by the Company or its subsidiaries during the financial years ended January 31, 2018 and 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

## Exercise of Compensation Securities by Named Executive Officers

There were no options exercised by a Named Executive Officer during the financial years ended January 31, 2018 and 2017.

## Compensation of Directors

The following table provides a summary of all amounts of compensation provided to the directors of the Company during the financial years ended January 31, 2018 and 2017.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation <sup>(1)</sup>	Total Compensation (\$)
Michael Opara	2018	12,000	Nil	Nil	Nil	Nil	12,000
Michael Opara	2017	12,000	Nil	Nil	Nil	Nil	12,000
Matthew Chodorowicz	2018	6,000	Nil	Nil	Nil	Nil	6,000
Matthew Chodorowicz	2017	6,000	Nil	Nil	Nil	Nil	6,000
Cameron Cheriton	2018	Nil	Nil	Nil	Nil	Nil	Nil
Cameron Cheriton	2017	Nil	Nil	Nil	Nil	Nil	Nil
George Van Voorhis III	2018	Nil	Nil	Nil	Nil	Nil	Nil
George Van Voorhis III	2017	Nil	Nil	Nil	Nil	Nil	Nil

## Stock Options and Other Compensation Securities

There were no compensation securities granted or issued to any director by the Company or its subsidiaries during the financial year ended financial years ended January 31, 2018 and 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

### **Exercise of Compensation Securities by Directors**

There were no options exercised by a director during the financial years ended January 31, 2018 and 2017.

### **External Management Companies**

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

### **Employment, Consulting and Management Agreements**

The Company does not have any contracts, agreements, plans or arrangements that provide for payments to a director or NEO.

The Company does not have any contracts, agreements, plans or arrangements that provide for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The compensation committee is appointed by the Board (the “**Compensation Committee**”), and meets at least annually to establish, administer and evaluate the compensation philosophy, policies and plans for non-employee directors and executive officers, to provide guidance to the Company on corporate governance matters, to make recommendations to the Board regarding director and executive compensation and to review the performance and determine the compensation of the Chief Executive Officer, based on criteria including the Company's performance and accomplishment of long- term strategic objectives, each individual corporate officer's performance and comparable compensation paid to similarly-situated officers in comparable companies. The members of the Compensation Committee are Balu Gopalakrishnan and Harvey H. McKenzie. Each member of the Compensation Committee has relevant experience serving on the board of directors of public and private companies, which assists them in administering the compensation objectives of the Company.

The Company has no committees other than the Audit Committee and Compensation Committee.

### **Benefit, Contribution, Pension, Retirement, Deferred Compensation and Actuarial Plans**

The Company currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its officers or Directors of the Company.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

No option-based awards or share-based awards were granted, vested or earned during the most recently completed financial year to any director.

**The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company's most recently completed financial year.**

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights.	Weighted average exercise price of outstanding options, warrants and rights	Number of Common Shares remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)
Equity compensation plans approved by securityholders	Nil	Nil	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total:	Nil	Nil	Nil

## CORPORATE GOVERNANCE DISCLOSURE

### Corporate Governance

Corporate governance relates to the activities of the Board of Directors (the "**Board**"), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Company is required to disclose its corporate governance practices, as summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

#### Board of Directors

The Board is currently composed of four (4) directors, Michael Lerner, Balu Gopalakrishnan, Harvey H. McKenzie and Neil Novak.

NI 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors, within the meaning set out under National Instrument 52-110 Audit Committees ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

#### Directorships

The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Position	Exchange	From	To
Michael Lerner	Fairmont Resources Inc.	Director	TSX Venture	Dec. 2017	Present
	Randsburg International Gold Corp.	Director	N/A	July 2018	Present
Harvey H. McKenzie	Jiminex Inc.	Director	NEX	Dec. 2017	Present
	Randsburg International Gold Corp.	Director	N/A	July 2018	Present
	Fairmont Resources Inc.	Director	TSX Venture	Jan. 2018	Present
Balu Gopalakrishnan	Randsburg International Gold Corp.	Director	N/A	July 2018	Present
	Fairmont Resources Inc.	Director	TSX Venture	Feb. 2018	Present
	Navasota Resources Inc.	Director	N/A	July 2018	Present

Neil Novak	Randsburg International Gold Corp.	Director	N/A	Sept. 2018	Present
	BWR Exploration Inc.	Director	TSX Venture	Feb. 2013	Present
	Cadillac Ventures Inc.	Director	N/A	May 2017	Present

#### Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as director of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and stock exchange policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

#### Ethical Business Conduct

The Company's Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the board in which the director has an interest have been sufficient to ensure that the board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

#### Nomination of Directors

The Company's Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

#### Compensation

As noted above, the Compensation Committee is responsible for all compensation decisions.

#### Other Board Committees

The Board has no committees other than the Audit Committee and the Compensation Committee.

#### Assessments

The Company's Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

### **AUDIT COMMITTEE**

Pursuant to NI 52-110, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular

certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

The Board is responsible for reviewing and approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The audit committee of the Company (the "**Audit Committee**") assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process, the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim financial statements, and the annual audited financial statements, together with other financial information of the Company for issuance to the shareholders.

Pursuant to NI 52-110, the Audit Committee is required to have a charter. A copy of the Audit Committee Charter is attached to this Information Circular as Schedule "D".

#### Composition of the Audit Committee

As of the date of this Circular, the Audit Committee is comprised of:

<b>Name</b>	<b>Independence<sup>(1)</sup></b>	<b>Financial Literacy<sup>(2)</sup></b>
Harvey McKenzie	Independent	Financially literate
Michael Lerner	Not Independent	Financially literate
Neil Novak	Not Independent	Financially literate

#### **Notes:**

- (1) Within the meaning of subsection 6.1.1 of NI 52-110, which requires a majority of the members of an audit committee of a venture issuer not to be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.
- (2) Within the meaning of subsection 1.6 of NI 52-110.

#### Relevant Education and Experience

**Harvey McKenzie:** Mr. McKenzie is a Chartered Accountant with more than 35 years' accounting experience, including seven years with an international public accounting firm. He is currently the CFO and Corporate Secretary of Anconia Resources Corp. and Eurotin Inc. and as a Director and the CFO of Manor Global Inc. During the past ten years, Mr. McKenzie has served as CFO of several Canadian publicly listed exploration, development and producing mining companies. His public-company experience includes the TSX, TSXV and AIM, giving him a solid grasp of global reporting standards, IFRS and consolidation of reporting for worldwide entities. Mr. McKenzie holds a Bachelor of Science degree in Mathematics from the University of Toronto.

**Michael Lerner:** Mr. Lerner is also the Chief Executive Officer and a director of Jiminex Inc. and Fairmont Resources Inc. since October of 2016 and December of 2017, respectively. Previously, Mr. Lerner was the Chief Executive Officer of Happy Creek Minerals Ltd. from 2012 to 2013 and Deep-South Resources Inc. from April 2014 to November 2014. Mr. Lerner has been working in capital markets and institution equity for the last 20 years.

**Neil Novak:** Mr. Novak is a Professional Geologist with more than 40 years' exploration and management experience, including twenty five years in upper management (officer) of various junior resource companies. He is currently the CEO and President of BWR Exploration Inc. and a Director of Cadillac Ventures Inc. His public company experience includes the TSXV, CSE and OTC (pink sheet), Mr. Novak holds a Bachelor of Science degree in Earth Sciences from the University of Waterloo, and is a registered member of the Association of Professional Geologists of the Province of Ontario, and a Fellow of the Geological Association of Canada.

#### Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### External Auditor Service Fees

Aggregate fees paid to the Auditor during the financial years ended January 31, 2018 and January 31, 2017 were as follows:

	Fiscal year ended January 31, 2018	Fiscal year ended January 31, 2017
Audit Fees	12,240	12,240
Audit-related Fees <sup>(1)</sup>	Nil	Nil
Tax Fees <sup>(2)</sup>	Nil	Nil
All Other Fees <sup>(3)</sup>	Nil	Nil
Total	12,240	12,240

(1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

(2) Fees charged for tax compliance, tax advice and tax planning services.

(3) Fees for services other than disclosed in any other row, including fees related to the review of Company's Management Discussion & Analyses.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice. These matters are described in more detail under the headings below.

### **1. Fixing the Number of Directors**

The Board Resolution is by its terms conditional and effective only upon the completion of the Business Combination. The Board Resolution sets the number of directors of the Company at up to eleven (11) directors.

### **THE BOARD ELECTION RESOLUTION WILL ONLY BE EFFECTIVE IN THE EVENT THAT THE BUSINESS COMBINATION IS SUCCESSFULLY COMPLETED.**

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy FOR the Board Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Board Resolution.**

**The Board unanimously recommends that Shareholders vote FOR the Board Resolution at the Meeting.**

### **2. Election of Directors**

At the Meeting, the Shareholders will be asked to elect, conditional and effective only upon the completion of the Business Combination, Charles Bachtell, Joe Caltabiano, Dominic A. Sergi, Brian McCormack, Robert M. Sampson, John R. Walter, Gerry Corcoran, Tom Manning and Randy Podolsky (collectively, the "**Board Nominees**") as directors of the Company with up to two additional nominees to be designated at the discretion of the Board, and the current directors of the Company shall be removed conditional and effective only upon the completion of the Business Combination.

Management of the Company does not contemplate that any of the Board Nominees will be unable to serve as a director upon the completion of the Business Combination. As the number of directors will have been set at eleven

(11) directors, and only nine (9) will be elected pursuant to the election of the Board nominees, the members of the Board propose to appoint up to two (2) directors to fill the two (2) vacancies in accordance with the provisions of the Articles of the Corporation. It is a condition precedent to the completion of the Business Combination that the Shareholders approve the Director Election Resolution. If the Director Election Resolution does not receive the requisite approval, the Business Combination will not proceed, unless such condition precedent is waived by Cresco.

**THE DIRECTOR ELECTION RESOLUTION WILL ONLY BE EFFECTIVE IN THE EVENT THAT THE BUSINESS COMBINATION IS SUCCESSFULLY COMPLETED.**

Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy **FOR** the Director Election Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting **FOR** the Director Election Resolution.

**The Board unanimously recommends that Shareholders vote FOR the Director Election Resolution at the Meeting.**

See below for detailed information concerning the Board Nominees.

***Board Nominees***

The following table sets forth the name of each of the persons proposed to be nominated for each of the Board Nominees, all positions and offices in the Company presently held by such nominees, the nominees' municipality and country of residence, principal occupation, the period during which the nominees have served as Directors, and the number and percentage of shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised:

Name and Place of Residence	Positions with the Company and Date First Appointed to the Board <sup>(2)</sup>	Current Principal Occupation <sup>(3)</sup>	Number and Percentage of Common Shares Beneficially Owned or Controlled <sup>(1)(4)</sup>
Charles Bachtell, Chicago, IL	N/A	Chief Executive Officer & Director, Cresco	N/A
Joe Caltabiano, Chicago, IL	N/A	President & Director, Cresco	N/A
Dominic A. Sergi, Glen Ellyn, Illinois	N/A	Director, Cresco	N/A
Brian McCormack, Chicago, Illinois	N/A	Director, Cresco	N/A
Robert M. Sampson, Downers Grove, IL	N/A	Director, Cresco	N/A
John R. Walter, Naples, Florida	N/A	Director, Cresco	N/A
Gerald Corcoran, Chicago, IL	N/A	Director, Cresco	N/A
Tom Manning, Chicago, IL	N/A	Director, Cresco	N/A
Randy Podolsky, Lincolnshire, Illinois	N/A	Director, Cresco	N/A

- (1) Information concerning shares of the Company to be beneficially owned or controlled, directly or indirectly, by the Board Nominees on completion of the Business Combination, will be set out in the Listing Statement.
- (2) Compositions of committees will be determined once the change in the board of directors of the Company has occurred.



- (3) Principal occupations for each of the Board Nominees are set out below.
- (4) Each of the nominees is a direct or indirect holder of memberships interests in Cresco.

### ***Biographies***

#### ***Charles Bachtell | Chief Executive Officer and Director***

Charles Bachtell is the CEO of Cresco Labs, LLC. Bachtell is an attorney and brings with him deep legal expertise in both corporate governance and complex regulatory compliance. Bachtell lead the efforts for Cresco to successfully win and acquire the nineteen (19) licenses that it currently holds and continues to work tirelessly to ensure that Cresco remains an industry leader, setting new standards for a progressive, transparent and reputable medical cannabis community, and operating at all times in a professional, secure and compliant manner. Bachtell is a founding member of the Illinois Cannabis Bar Association and industry trade associations in IL, PA, and OH. Prior to Cresco Labs, Bachtell served for 8 years as the Executive Vice President and General Counsel of Guaranteed Rate, the nation's seventh largest mortgage bank – a leading attorney during the reform of the US mortgage industry. Bachtell is an adjunct Professor at Northwestern University Pritzker School of Law teaching a course on the legal and regulatory issues in the emerging cannabis industry.

#### ***Joe Caltabiano | President and Director***

Joe Caltabiano is the President of Cresco Labs, LLC. Caltabiano brings more than a decade of finance experience as one of the top mortgage professionals in the country. He is also a leukemia survivor who is committed to supporting organizations and efforts that help patients in their fight against cancer. Caltabiano has significant expertise working in the highly regulated mortgage industry. He has closed more than \$2 billion in loan volume over the years as senior vice president at one of the nation's largest mortgage banks and received numerous awards for mortgage production, client experience and community involvement.

#### ***Robert Sampson | Director***

Prior to forming Cresco Labs, Robert Sampson had more than 20 years of operating experience in large business, including 12 years in the heavily regulated mortgage industry, having served as Chief Operating Officer at Guaranteed Rate, the nation's seventh largest retail mortgage bank. As the former COO of Cresco Labs, Sampson oversaw the construction of two 40,000 sqft cement precast structures and one 30,000 sqft hybrid greenhouse structure and was responsible for all facility operations and systems including the design and implementation of fertigation and irrigation systems, inventory control systems, compliance process procedures, audits, security, and IT. Sampson is currently the CEO of Bemortgage based in Chicago.

#### ***Dominic Sergi | Director***

Dominic Sergi is a highly successful real estate, business and financial expert who devotes much of his free time raising funds to help patients fighting leukemia and lymphoma. As president and chief executive officer of a Chicago-based investment real estate company, Sergi draws on his strategic and business acumen to deliver on the company's long-term vision and provide asset budgeting forecasts, which have exceeded \$120 million in value. Sergi's many other responsibilities as leader of a growing firm include oversight of all operations and personnel management. He is also very involved in his family's \$100 million dollar Union Electrical Contracting business and serves on the board of the 400-employee company. Sergi is active in a number of community and charitable organizations and is passionate about giving back to the community.

#### ***Brian McCormack | Director***

Brian McCormack, one of Illinois' most innovative and successful business entrepreneurs, brings a creative, progressive approach to business, finance and manufacturing at Cresco Labs as he seeks to position the company at the forefront of medical cannabis cultivation in Illinois. McCormack is the founder and director of InnerWorkings (NASDAQ: INWK), a print management company in Chicago that he built into a vastly successful global operation that employs more than 1,800 people and grosses over \$1 billion in annual revenue. His innovative business strategies, manufacturing expertise and focus on employee satisfaction led InnerWorkings to rapid financial growth

and to being named by Forbes as one of the Best Companies to Work For in 2010. Prior to founding InnerWorkings, McCormack founded and served as CEO of McWitt Graphic Communications. He also provided financial and manufacturing operations insight to uBid.com and EZLinks Golf Corporation as a director on the companies' advisory boards.

***John R. Walter | Director***

John R. Walter is Chairman of Ashlin Management Company, a private investment and management services firm. He is the retired President and COO of AT&T Corporation, a position he held from 1996 to 1997, and retired Chairman and CEO of R.R. Donnelley & Sons Company, a position he held from 1989 through 1996. Mr. Walter joined R.R. Donnelley & Sons Company in 1969 and held various positions during his career. Mr. Walter has served as a Director of Manpower Inc. since 1998, and served as Non-Executive Chairman of the company from 1999 to 2001. Mr. Walter also serves as a Director of Cresco Labs, ecoAmerica and The Conservancy of Southwest Florida. He previously served on the boards of other companies, including Innerworkings, Echo Global Logistics, VASCO Data Securities, Media Bank, LLC, Groupon, Deere & Company, Abbott Laboratories, Inc., AT&T Corporation, Target Corporation and Jones Lang LaSalle. Mr. Walter was the founding Chairman of InnerWorkings, Inc. Mr. Walter also served as Chairman of SNP Corp. of Singapore and an Advisory member of the Singapore Economic Development Board. Mr. Walter is on the Board of Trustees for Steppenwolf Theater, Northwestern University and The Naples Children & Education Foundation. Mr. Walter was previously a Director of NorthShore University HealthSystem and Chairman Emeritus of the NorthShore University HealthSystem Foundation Board. In addition, he was a Director of the African Wildlife Foundation, the Metropolitan Pier and Exposition Authority and the Chicago Symphony Orchestra. Mr. Walter earned a Bachelor of Science Degree in Management and holds an Honorary Doctorate Degree from Miami University, Oxford, Ohio.

***Gerald Corcoran | Director***

Gerry Corcoran has served as Chief Executive Officer of R.J. O'Brien & Associates, LLC (RJO) since 2000 and Chairman of the Board since 2007. Chicago-based RJO is the nation's oldest and largest independent futures brokerage firm and the last surviving founding member of the Chicago Mercantile Exchange (now CME Group). In July 2014, Corcoran was elected Chairman of the Futures Industry Association, the leading trade organization for the futures, options and cleared swaps markets worldwide. Corcoran also serves on the Boards of FIA Global; the National Futures Association (NFA), the self-regulatory organization for the futures industry; the Institute for Financial Markets (IFM); and the Clearing Corporation Charitable Foundation. He is also a member of the Risk Committee of CME Group. Corcoran graduated from Loyola University with a Bachelor of Business Administration degree. He is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants and the Illinois CPA Society.

***Thomas Manning | Director***

Tom Manning is the Chairman & CEO of Dun & Bradstreet, a corporate advisor on strategy and China-related issues, and an educator. He currently serves as a director of three public company boards, including CommScope, and Clear Media, and Dun & Bradstreet, where he is the Lead Director. He teaches corporate governance, private equity, innovative problem-solving, and US-China relations at the University of Chicago Law School. While based in Hong Kong for nearly 20 years, he served as CEO of Cerberus Capital Asia, Capgemini Asia, and Ernst & Young Consulting Asia, and was also a senior partner at Bain & Company. From 2004-2012, he served on the boards of several large, publicly-listed Chinese companies, including Bank of Communications, Gome Electrical Appliances, AsiaInfo-Linkage, and iSoftStone. Earlier in his career, he was extensively involved in the medical field as the CEO of a biomedical device company and the founder of McKinsey's health care consulting practice. A graduate of Harvard and Stanford, he speaks Mandarin and is a frequent contributor to both conferences and the media.

***Randy Podolsky | Director***

Randy D. Podolsky has served the entrepreneurial, corporate, institutional and Not-For-Profit clients of Podolsky Circle CORFAC International for over 40 years, and served as Managing Principal of the firm from 1986 to 2015. As a Principal of the firm, Randy provided personalized transaction and contract negotiation and advisory services to financial institutions, users, owners and Not-For-Profits for all facets of commercial real estate. Randy leads the

firms Development Team, which has completed numerous development and redevelopment projects. Strategizing and executing complex real estate and debt transaction solutions is his passion. In 2005, Randy recognized increased overspending on commercial real estate and, anticipating a near-term bubble burst, advised nearly 100 investors to divest of their commercial real estate holdings. Mr. Podolsky serves as a Board Member and Chair of the Real Estate Committee of the Waukegan Port District. Additionally, he is a volunteer member of the U.S. Coast Guard Auxiliary since 1991 and served as the elected District Commodore (DCO) of the Ninth Western Region in 2009-2010.

### ***Other Reporting Issuer Experience***

As of the date of this Circular, other than as set out under the biographies above, none of the Board Nominees are directors of other issuers that are reporting issuers (or the equivalent) in Canada or a foreign jurisdiction.

### ***Cease Trade Orders, Bankruptcies and Penalties***

No individual who will be a director of the Company upon completion of the Business Combination is as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was the subject of a cease trade or similar order, or an order that denied the other company access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days that was issued while the proposed Director was acting as director, chief executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order, or an order that denied the other company access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No individual who will be a director of the Company upon completion of the Business Combination is as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, a director or executive officer of any issuer (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

No individual who will be a director of the Company upon completion of the Business Combination is as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

No individual who will be a director of the Company upon completion of the Business Combination is as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder in deciding whether to vote for the proposed director.

### **3. Auditor Resolution**

The current auditor of the Company is UHY McGovern Hurley LLP, Chartered Professional Accountants of Toronto, Ontario.

At the Meeting, the Shareholders will be asked to approve the appointment of MNP LLP as auditor of the Company conditional and effective only upon the completion of the Business Combination, and to authorize the directors of the Company to fix their remuneration.

**THE AUDITOR RESOLUTION WILL ONLY BE EFFECTIVE IN THE EVENT THAT THE BUSINESS COMBINATION IS SUCCESSFULLY COMPLETED.**

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy FOR the Auditor Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Auditor Resolution.**

**The Board unanimously recommends that Shareholders vote FOR the Auditor Resolution at the Meeting.**

#### **4. Amendment Resolution**

The Amendment Resolution proposes an amendment to the Notice of Articles and Articles of the Company, to amend the rights and restrictions of the existing class of Common Shares and redesignate such class as Subordinate Voting Shares, to create a new class of shares designated as Proportionate Voting Shares and to create a new class of shares designated as Super Voting Shares. The form of terms of the Subordinate Voting Shares, the Proportionate Voting Shares and the Super Voting Shares are substantially set out in Schedule "A" Appendix 1, 2 and 3 to this Circular.

The Super Voting Shares are being issued in order to ensure that effective control of the Company will, subject to the principals selling a majority of their holding, be given to certain of Cresco's founders (the "**Principals**"), being the key persons responsible for the success of Cresco, for a sufficient period of time so as to provide sufficient flexibility and authority for such Principals to execute on their vision for Cresco and continue its growth and impact in the marketplace.

The Proportionate Voting Shares are being proposed in order to minimize the proportion of the outstanding voting securities of the Company that are held by "U.S. persons" for purposes of determining whether the Company is a "foreign private issuer" for purposes of United States securities laws. The number of votes per such Proportionate Voting Share as set out in Appendix "A" is subject to change in the event that legal and tax counsel of the Company determines that such other number of votes per Proportionate Voting Share is required in order to minimize the proportion of the outstanding voting securities of the Company that are held by "U.S. persons" for purposes of determining whether the Company is a "foreign private issuer".

**There is a restriction on the transfer of the Super Voting Shares. The Super Voting Shares can only be transferred to an Immediate Family Member (as defined in the Articles of the Company after giving effect to the Amendment Resolution) or for *bona fide* tax planning purposes, in both cases, with the consent of the Company. In the event that a take-over bid is made for the Super Voting Shares or the Proportionate Voting Shares, the holders of Subordinate Voting Shares shall not be entitled to participate in such offer and may not tender their shares into any such offer, whether under the terms of the Subordinate Voting Shares or under any coattail trust or similar agreement. In the event that a take-over bid is made for the Super Voting Shares, the holders of the Proportionate Voting Shares shall not be entitled to participate in such offer and may not tender their shares into any such offer, whether under the terms of the Proportionate Voting Shares or under any coattail trust or similar agreement.**

**Shareholders should take note that as part of the Business Combination the Common Shares will be consolidated and exchanged for subordinate voting shares on a basis that results in the holders of the Common Shares having a value of C\$2,200,000, such valuation determined on the basis of the actual per share value determined in connection with the Business Combination.**

To be effective, the Amendment Resolution requires the affirmative vote of not less than two-thirds of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting. In addition, the

Amendment Resolution will be used to approve a "restricted security reorganization" pursuant to National Instrument 41-101 – *General Prospectus Requirements* and Ontario Securities Commission Rule 56-501 – *Restricted Shares* (the "**Restricted Share Rules**"). The Restricted Share Rules require that a restricted security reorganization receive prior majority approval of the securityholders of the Company in accordance with applicable law, excluding any votes attaching to securities held, directly or indirectly, by affiliates of the Company or control persons of the Company. Other than as disclosed below, to the knowledge of management of the Company, no Shareholder is an affiliate or control person of the Company, and therefore no Shares will be excluded from voting on the Amendment Resolution under the Restricted Share Rules.

Name	Aggregate Number of Common Shares	Percentage of Outstanding Common Shares
Greg Wilson	52,346,710	24.89%
Brillco Inc. and Jason I. Goldman Professional Corporation <sup>(1)</sup>	45,513,377	21.64%
1567953 Ontario Inc., Steven Mintz, and Heather Mintz <sup>(2)</sup>	45,513,377	21.64%

- (1) Brillco Inc. and Jason I. Goldman Professional Corporation are controlled by spouses, and may, therefore, be considered to be a "control person" by virtue of their acting in concert.
- (2) Steven Mintz and Heather Mintz are spouses and 1567953 Ontario Inc. is controlled by Steven Mintz, and the group may, therefore, be considered to be a "control person" by virtue of their acting in concert.

It is a condition precedent to the completion of the Business Combination that the Shareholders approve the Amendment Resolution. If the Amendment Resolution does not receive the requisite approval, the Business Combination will not proceed, unless such condition precedent is waived by Cresco. The text of the Amendment Resolution is substantially in the form set out in Schedule "A".

**THE AMENDMENT RESOLUTION WILL ONLY BE IMPLEMENTED IN THE EVENT THAT ALL CONDITIONS TO THE BUSINESS COMBINATION ARE SATISFIED OR WAIVED (OTHER THAN THE NAME CHANGE AND CONSOLIDATION AND OTHER THAN CONDITIONS THAT MAY BE OR ARE INTENDED TO BE SATISFIED ONLY AFTER THE AMENDMENT RESOLUTION IS COMPLETED).**

Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy **FOR** the Amendment Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting **FOR** the Amendment Resolution.

**The Board unanimously recommends that Shareholders vote FOR the Amendment Resolution at the Meeting.**

## **5. Equity Incentive Plan Resolution**

In connection with the Business Combination, and in particular the preponderance of employees of Cresco that are residents of the United States, the Company proposes to adopt a long-term incentive plan, the 2018 Equity Incentive Plan (the "**Equity Plan**") to replace the Company's option plan, subject to Shareholder approval.

To be effective, the Equity Incentive Plan Resolution requires the affirmative vote of not less than a majority of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting. For purposes of approval of the Equity Incentive Plan Resolution, none of the current officers, directors or insiders of

the Company will be eligible to participate in the Equity Plan and thus none of their Shares will be excluded in determining whether the Equity Incentive Plan Resolution has been approved.

Shareholder approval of the Equity Plan is necessary for certain purposes, including for the Company to facilitate grants of incentive stock options for purposes of Section 422 of the United States Internal Revenue Code of 1986, as amended. If Shareholders do not approve the Equity Plan, the Equity Plan will not go into effect. The text of the Equity Incentive Plan Resolution is in the form set out in Schedule "B".

**THE 2018 EQUITY INCENTIVE PLAN WILL ONLY BE ADOPTED BY THE COMPANY IN THE EVENT THAT THE BUSINESS COMBINATION IS SUCCESSFULLY COMPLETED.**

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy FOR the Equity Incentive Plan Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Equity Incentive Plan Resolution.**

**The Board unanimously recommends that Shareholders vote FOR the Equity Incentive Plan Resolution at the Meeting.**

### **Summary of the 2018 Equity Incentive Plan (the "Equity Plan")**

The principal features of the Equity Plan are summarized below.

#### **Purpose**

The purpose of the Equity Plan will be to: (i) promote and retain employees, officers, consultants, advisors and directors capable of assuring the future success of the Company after the completion of the Business Combination (the "**Resulting Issuer**") and its affiliated companies, (ii) motivate management to achieve long-range goals, and (iii) to provide compensation and opportunities for ownership and alignment of interests with the Resulting Issuer shareholders.

The Equity Plan permits the grant of (i) nonqualified stock options ("**NQSOs**") and incentive stock options ("**ISOs**") (collectively, "**Options**"), (ii) restricted stock awards, (iii) restricted stock units ("**RSUs**"), (iv) stock appreciation rights ("**SARs**"), and (v) performance compensation awards, which are referred to herein collectively as "**Awards**," as more fully described below. The Equity Plan will be administered by the Company's Compensation Committee, provided that, unless and until a Compensation Committee is appointed, all rights and obligations described below with respect to the Compensation Committee and the Equity Plan shall be those of the full Resulting Issuer Board. When used below, the term "Compensation Committee" will include the Resulting Issuer Board or any other committee thereof tasked with administering the Equity Plan.

#### **Eligibility**

Any of the Resulting Issuer's employees, officers, directors, consultants (who are natural persons) are eligible to participate in the Equity Plan if selected by the Compensation Committee of the Resulting Issuer (the "**Participants**"). The basis of participation of an individual under the Equity Plan, and the type and amount of any Award that an individual will be entitled to receive under the Equity Plan, will be determined by the Compensation Committee based on its judgment as to the best interests of the Resulting Issuer and its shareholders, and therefore cannot be determined in advance.

The maximum number of Subordinate Voting Shares that may be issued under the Equity Plan shall be determined on a rolling basis and shall not exceed 10% of all issued and outstanding Subordinate Voting Shares of the Resulting Issuer. Any shares subject to an Award under the Equity Plan that are forfeited, cancelled, expire unexercised, are settled in cash, or are used or withheld to satisfy tax withholding obligations of a Participant shall again be available for Awards under the Equity Plan.

In the event of any dividend, recapitalization, forward or reverse stock split, reorganization, merger, amalgamation, consolidation, split-up, split-off, combination, repurchase or exchange of Subordinate Voting Shares or other securities of the Resulting Issuer, issuance of warrants or other rights to acquire Subordinate Voting Shares or other securities of the Resulting Issuer, or other similar corporate transaction or event, which affects the Subordinate Voting Shares, or unusual or nonrecurring events affecting the Resulting Issuer, or the financial statements of the Resulting Issuer, or changes in applicable rules, rulings, regulations or other requirements of any governmental body or securities exchange or inter-dealer quotation system, accounting principles or law, the Compensation Committee may (and in some cases, shall) adjust, as appropriate in order to prevent dilution or enlargement of, the rights of Participants under the Equity Plan, to (i) the number and kind of shares which may thereafter be issued in connection with Awards, (ii) the number and kind of shares issuable in respect of outstanding Awards, (iii) the purchase price or exercise price relating to any Award or, if deemed appropriate, make provision for a cash payment with respect to any outstanding Award, and (iv) any share limit set forth in the Equity Plan.

### **Awards**

#### ***Options***

The Compensation Committee is authorized to grant Options under the Equity Plan to purchase Subordinate Voting Shares that are either ISOs meaning they are intended to satisfy the requirements of Section 422 of the Code, or NQSOs, not intended to satisfy the requirements of Section 422 of the Code. Unless the Compensation Committee determines otherwise in the case of an Option substituted for another Option in connection with a corporate transaction, the exercise price of an Option will not be less than the fair market value (as determined under the Equity Plan) of the shares at the time of grant. Options will be subject to such terms, including the exercise price and the conditions and timing of exercise, as may be determined by the Compensation Committee and specified in the applicable award agreement. The maximum term of an Option will be ten years from the date of grant (or five years in the case of an ISO granted to a 10% shareholder). Payment in respect of the exercise of an Option may be made in cash or by check, or by such other method as the Compensation Committee may determine to be appropriate, including by surrender of unrestricted shares (at their fair market value on the date of exercise) and other cashless exercise arrangements. The Compensation Committee may, in its discretion, accelerate the vesting and exercisability of Options. Unless otherwise provided in the applicable award agreement or as may be determined by the Compensation Committee, upon a Participant's termination of service with the Resulting Issuer, the unvested portion of an Option will be forfeited.

#### ***Restricted Stock***

A restricted stock award is a grant of Subordinate Voting Shares, which are subject to forfeiture restrictions during a restriction period. The Compensation Committee will determine the price, if any, to be paid by the Participant for each Subordinate Voting Shares subject to a restricted stock award. The Compensation Committee may condition the expiration of the restriction period, if any, upon: (i) the Participant's continued service over a period of time with the Resulting Issuer or its affiliates; (ii) the achievement by the Participant, the Resulting Issuer or its affiliates of any other performance goals set by the Compensation Committee; or (iii) any combination of the above conditions as specified in the applicable award agreement. If the specified conditions are not attained, the Participant will forfeit the portion of the restricted stock award with respect to which those conditions are not attained, and the underlying Subordinate Voting Shares will be forfeited. At the end of the restriction period, if the conditions, if any, have been satisfied, the restrictions imposed will lapse with respect to the applicable number of Subordinate Voting Shares. During the restriction period, unless otherwise provided in the applicable award agreement, a Participant will have the right to vote the shares underlying the restricted stock and dividends will be paid as determined by the Compensation Committee. The Compensation Committee may, in its discretion, accelerate the vesting and delivery of shares of restricted stock. Unless otherwise provided in the applicable award agreement or as may be determined by the Compensation Committee, upon a Participant's termination of service with the Resulting Issuer, the unvested portion of a restricted stock award will be forfeited.

#### ***RSUs***

RSUs are granted in reference to a specified number of Subordinate Voting Shares and entitle the holder to receive, on achievement of specific performance goals established by the Compensation Committee, after a period

of continued service with the Resulting Issuer or its affiliates or any combination of the above as set forth in the applicable award agreement, one Subordinate Voting Share for each such Subordinate Voting Share covered by the RSU; provided, that the Compensation Committee may elect to pay cash, or part cash and part Subordinate Voting Shares in lieu of delivering only Subordinate Voting Shares. The Compensation Committee may, in its discretion, accelerate the vesting of RSUs. Unless otherwise provided in the applicable award agreement or as may be determined by the Compensation Committee, upon a Participant's termination of service with the Resulting Issuer, the unvested portion of the RSUs will be forfeited. RSU holders will not have any shareholder rights with respect to their RSUs, including voting or dividend rights, provided that, the Compensation Committee may provide for dividend equivalents, subject to applicable terms and conditions. The Compensation Committee may, in its discretion, accelerate the vesting of RSUs. Unless otherwise provided in the applicable award agreement or as may be determined by the Compensation Committee, upon a Participant's termination of service with the Resulting Issuer, the unvested portion of an RSU award will be forfeited.

### ***Stock Appreciation Rights***

An SAR entitles the recipient to receive, upon exercise of the SAR, the increase in the fair market value of a specified number of Subordinate Voting Shares from the date of the grant of the SAR and the date of exercise payable in Subordinate Voting Shares. Any grant may specify a vesting period or periods before the SAR may become exercisable and permissible dates or periods on or during which the SAR shall be exercisable. No SAR may be exercised more than ten years from the grant date. Upon a Participant's termination of service, the same general conditions applicable to Options as described above would be applicable to the SAR. The Compensation Committee may, in its discretion, accelerate the vesting of SARs. Unless otherwise provided in the applicable award agreement or as may be determined by the Compensation Committee, upon a Participant's termination of service with the Resulting Issuer, the unvested portion of an SAR will be forfeited.

### **General**

The Compensation Committee may impose restrictions on the grant, exercise or payment of an Award as it determines appropriate. Generally, Awards granted under the Equity Plan shall be nontransferable except by will or by the laws of descent and distribution.

In general, no Participant shall have any rights as a shareholder with respect to Subordinate Voting Shares covered by Options, SARs, or RSUs, unless and until such Awards are settled in Subordinate Voting Shares.

No Option (or, if applicable, SARs) shall be exercisable, no Subordinate Voting Shares shall be issued, no certificates for Subordinate Voting Shares shall be delivered and no payment shall be made under the Equity Plan except in compliance with all applicable laws.

The Resulting Issuer Board or the Compensation Committee may amend, alter, suspend, discontinue or terminate the Equity Plan and the Compensation Committee may amend any outstanding Award at any time; provided that (i) such amendment, alteration, suspension, discontinuation, or termination shall be subject to the approval of the Resulting Issuer's shareholders if such approval is necessary to comply with any tax or regulatory requirement applicable to the Equity Plan (including, without limitation, as necessary to comply with any rules or requirements of applicable securities exchange), and (ii) no such amendment or termination may adversely affect Awards then outstanding without the Award holder's permission.

In the event of change in control, as defined in the Equity Plan, the Compensation Committee may, in its sole discretion, provide for any (or a combination) of the following to be effective upon the consummation of the event (or effective immediately prior to the consummation of the event, provided that the consummation of the event subsequently occurs):

- termination of the Award, whether or not vested, in exchange for cash and/or other property, if any, equal to the amount that would have been attained upon the exercise of the vested portion of the Award or realization of the Participant's vested rights (with any applicable performance conditions deemed to be fulfilled as determined by the Compensation Committee),



- the replacement of the Award with other rights or property selected by the Compensation Committee, in its sole discretion,
- assumption of the Award by the successor or survivor corporation, or a parent or subsidiary thereof, or shall be substituted for by similar options, rights or awards covering the stock of the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices,
- that the Award shall be exercisable or payable or fully vested with respect to all Subordinate Voting Shares covered thereby, notwithstanding anything to the contrary in the applicable award agreement, or
- that the Award cannot vest, be exercised or become payable after a date certain in the future, which may be the effective date of the event.

### **Tax Withholding**

The Resulting Issuer may take such action as it deems appropriate to ensure that all applicable federal, state, local and/or foreign payroll, withholding, income or other taxes, which are the sole and absolute responsibility of a Participant, are withheld or collected from such Participant.

### **6. Name Change Resolution**

The Company will carry on the business carried on by Cresco and, accordingly, the Shareholders are being asked to approve the change of the corporate name of the Company (the “**Name Change**”) to “Cresco Labs Inc.” or such other name as the directors of the Company, in their sole discretion, may determine. The text of the Name Change Resolution is in the form set out in Schedule "C".

**THE NAME CHANGE RESOLUTION WILL ONLY BE EFFECTIVE IN THE EVENT THAT THE BUSINESS COMBINATION IS SUCCESSFULLY COMPLETED.**

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Shares represented by such form of Proxy FOR the Name Change Resolution. If you do not specify how you want your Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Name Change Resolution.**

**The Board unanimously recommends that Shareholders vote FOR the Name Change Resolution at the Meeting.**

### **ADDITIONAL INFORMATION**

Financial information pertaining to the Company is provided in the Company's financial statements and management's discussion and analysis ("**MD&A**") for the financial year ended January 31, 2018. Shareholders may contact the Company at 120 Adelaide Street West, Suite 2105, Toronto, Ontario M5H 1T1 to request copies without charge of the Company's financial statements and MD&A. **Additional Information relating to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).**

### **OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons

named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

**DATED** at Toronto, Ontario, October 17, 2018

**BY ORDER OF THE BOARD**

*/s/ "Michael Lerner"*

**Michael Lerner**

**Chief Executive Officer and Director**

**SCHEDULE "A"**  
**AMENDMENT RESOLUTION**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the notice of articles of Randsburg International Gold Corp. (the "**Company**") shall be altered to amend the rights and restrictions of the existing class of Common Shares without par value and to redesignate such class as "Subordinate Voting Shares" such that such Subordinate Voting Shares have the special rights and restrictions as substantially set out in Appendix 1, to create a new class of Super Voting Shares without par value having the special rights and restrictions as substantially set out in the attached Appendix 2 and to create a new class of Proportionate Voting Shares without par value having the special rights and restrictions as substantially set out in the attached Appendix 3 (together, the "**Amendment**");
2. a notice of alteration altering the notice of articles to reflect the effect of this special resolution and the Amendment be filed by or on behalf of the Company;
3. the articles of the Company be amended by:
  - (a) consolidating the existing common shares on a basis that results in the holders of the common shares having a value of C\$2,200,000, such valuation determined on the basis of the actual per share value determined in connection with the business combination, redesignating the existing common shares as Subordinate Voting Shares and creating the special rights and restrictions of the Subordinate Voting Shares, substantially as set out in Appendix 1 to this special resolution;
  - (b) creating the special rights and restrictions of the Super Voting Shares, substantially as set out in Appendix 2 to this resolution; and
  - (c) creating the special rights and restrictions of the Proportionate Voting Shares, substantially as set out in Appendix 3 to this resolution;such amendments to the articles taking effect upon the filing of the notice of alteration contemplated this special resolution;
4. notwithstanding the approval of this special resolution by the Shareholders, the Board of Directors of the Company may, without any further notice or approval of the Shareholders, decide not to proceed with the Amendment; and
5. any one or more of the directors or officers of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution (including, without limitation, the execution and filing of such notice of alteration, amended and restated articles, applications and of certificates or other assurances that the Amendment will not adversely affect creditors or shareholders of the Company), the execution of any such document or the doing of any such other act or thing by any director or officer of the Company being conclusive evidence of such determination."

**APPENDIX 1  
TO AMENDMENT RESOLUTION**

**Subordinate Voting Shares**

- (1) An unlimited number of Subordinate Voting Shares, without nominal or par value, having attached thereto the special rights and restrictions as set forth below:
- (a) **Voting Rights.** Holders of Subordinate Voting Shares shall be entitled to notice of and to attend at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting holders of Subordinate Voting Shares shall be entitled to one vote in respect of each Subordinate Voting Share held.
  - (b) **Alteration to Rights of Subordinate Voting Shares.** As long as any Subordinate Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Subordinate Voting Shares.
  - (c) **Dividends.** Holders of Subordinate Voting Shares shall be entitled to receive as and when declared by the directors, dividends in cash or property of the Company.
  - (d) **Liquidation, Dissolution or Winding-Up.** In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares shall, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Subordinate Voting Shares (including, without restriction, the Super Voting Shares) be entitled to participate rateably along with all other holders of Subordinate Voting Shares and the Proportionate Voting Shares (on an as converted to Proportionate Voting Shares basis).
  - (e) **Rights to Subscribe; Pre-Emptive Rights.** The holders of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Company now or in the future.
  - (f) **Subdivision or Consolidation.** No subdivision or consolidation of the Subordinate Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares, the Proportionate Voting Shares and the Super Voting Shares are subdivided or consolidated in the same manner or such other adjustment is made so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.

**APPENDIX 2  
TO AMENDMENT RESOLUTION**

**Super Voting Shares**

- (1) An unlimited number of Super Voting Shares, without nominal or par value, having attached thereto the special rights and restrictions as set forth below:
- (a) **Voting Rights.** Holders of Super Voting Shares shall be entitled to notice of and to attend at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting holders of Super Voting Shares shall be entitled to 2,000 votes in respect of each Super Voting Share held *provided that* if at any time the aggregate number of issued and outstanding (i) non-voting common shares (the "**Cresco Corp. Redeemable Shares**") in the capital of Cresco U.S. Corp. ("**Cresco Corp.**") and (ii) Common Units (the "**Cresco Redeemable Units**") in the capital of Cresco Labs, LLC ("**Cresco**") (or such securities of any successor to Cresco Corp. or Cresco as may exist from time to time) beneficially owned, directly or indirectly by a holder of the Super Voting Shares (the "**Holder**") and the Holder's predecessor or transferor, permitted transferees and permitted successors, and any prior transferor's transferor and any prior permitted transferee's permitted transferee (the "**Holder's Group**"), divided by the aggregate number of (i) Cresco Corp. Redeemable Shares and (ii) Cresco Redeemable Units beneficially owned, directly or indirectly by the Holders and the Holder's Group as at the date of completion of the business combination transaction involving, among others, the Company, Cresco Corp. and Cresco be less than 50% (the "**Triggering Event**"), the Holder shall from that time forward be entitled to 50 votes in respect of each Super Voting Share held. The holders of Super Voting Shares shall, from time to time upon the request of the Company, provide to the Company evidence as to such holders' direct and indirect beneficial ownership (and that of its permitted transferees and permitted successors) of Cresco Corp. Redeemable Shares and Cresco Redeemable Units to enable the Company to determine the voting entitlement of the Super Voting Shares. For the purposes of these calculations, a Holder shall be deemed to beneficially own Cresco Corp. Redeemable Shares held by an intermediate company or fund in proportion to their equity ownership of such company or fund.
- (b) **Alteration to Rights of Super Voting Shares.** As long as any Super Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Super Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Super Voting Shares. Consent of the holders of a majority of the outstanding Super Voting Shares shall be required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Super Voting Shares. In connection with the exercise of the voting rights contained in this paragraph (b) each holder of Super Voting Shares will have one vote in respect of each Super Voting Share held.
- (c) **Dividends.** The holder of Super Voting Shares shall not be entitled to receive dividends.
- (d) **Liquidation, Dissolution or Winding-Up.** In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the Company will distribute its assets firstly and in priority to the rights of holders of any other class of shares of the Company (including the holders of Subordinate Voting Shares and the Proportionate Voting Shares) to return the issue price of the Super Voting Shares to the holders thereof and if there are insufficient assets to fully return the issue price to the holders of the Super Voting Shares such holders will receive an amount equal to their pro rata share in proportion to the issue price of their Super Voting Shares along with all other holders of Super Voting Shares. The holders of Super Voting Shares shall not be entitled to receive directly or indirectly as holders of Super Voting Shares any other assets or property of the Company and their sole rights will be to the return of the issue price of such Super Voting Shares in accordance with this paragraph (d).

- (e) **Rights to Subscribe; Pre-Emptive Rights.** The holders of Super Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Company not convertible into Super Voting Shares, now or in the future.
- (f) **Subdivision or Consolidation.** No subdivision or consolidation of the Super Voting Shares shall occur unless, simultaneously, the Super Voting Shares, Proportionate Voting Shares and the Subordinate Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.
- (g) **Redemption Rights.** Upon the occurrence of a Triggering Event, the Company has the right to redeem all or some of the Super Voting Shares from the Holder and Holder's Group who caused the Triggering Event to occur, by providing two days prior written notice to the Holder and Holder's Group of such Super Voting Shares, for an amount equal to the issue price for each Super Voting Share, payable in cash to the holders of the Super Voting Shares so redeemed. The Company need not redeem Super Voting Shares on a pro-rata basis among the Holders or Holder's Group. Holders of Super Voting Shares to be redeemed by the Company shall surrender the certificate or certificates representing such Super Voting Shares to the Company at its records office duly assigned or endorsed for transfer to the Company (or accompanied by duly executed share transfers relating thereto). Each surrendered certificate shall be cancelled, and the Company shall thereafter make payment of the applicable redemption amount by certified cheque, bank draft or wire transfer to the registered holder of such certificate; *provided that*, if less than all the Super Voting Shares represented by a surrendered certificate are redeemed then a new share certificate representing the unredeemed balance of Super Voting Shares represented by such certificate shall be issued in the name of the applicable registered holder of the cancelled share certificate. If on the applicable redemption date the redemption price is paid (or tendered for payment) for any of the Super Voting Shares to be redeemed then on such date all rights of the holder in the Super Voting Shares so redeemed and paid or tendered shall cease and such redeemed Super Voting Shares shall no longer be deemed issued and outstanding, regardless of whether or not the holder of such Super Voting Shares has delivered the certificate(s) representing such securities to the Company, and from and after such date the certificate formerly representing the retracted Super Voting Shares shall evidence the only the right of the former holder of such Super Voting Shares to receive the redemption price to which such holder is entitled.
- (h) **Transfer Restrictions.** No Super Voting Share may be transferred by the holder thereof unless such transfer is to an Immediate Family Member or a transfer for purposes of estate or tax planning to a company or person that is wholly beneficially owned by such holder or Immediate Family Members of such holder or which such holder or Immediate Family Members of such holder are the sole beneficiaries thereof (in each case, a "**Permitted Transfer**"). In order to be effective, any Permitted Transfer shall require the prior written consent of the Company.

For the purposes of this subsection 1(h), "**Immediate Family Member**" means with respect to any individual, each parent (whether by birth or adoption), spouse (including if such person is legally married to such individual, lives in civil union with such individual or is a common law partner with such individual, as defined in the *Income Tax Act* (Canada), as amended), child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned persons. For greater certainty, a person who was a spouse of an individual within the meaning of this paragraph shall continue to be considered a spouse of such individual after the death of such individual.

**APPENDIX 3  
TO AMENDMENT RESOLUTION**

**Proportionate Voting Shares**

- (1) An unlimited number of Proportionate Voting Shares, without nominal or par value, having attached thereto the special rights and restrictions as set forth below:
- (a) **Voting Rights.** Holders of Proportionate Voting Shares shall be entitled to notice of and to attend at any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting, holders of Proportionate Voting Shares will be entitled to one vote in respect of each Subordinate Voting Share into which such Proportionate Voting Share could ultimately then be converted, which for greater certainty, shall initially be equal to 200 votes per Proportionate Voting Share (subject to adjustment at the discretion of the Board, depending upon the ratios necessary to preserve foreign private issuer status in accordance with paragraph (f)(iii)).
  - (b) **Alteration to Rights of Proportionate Voting Shares.** As long as any Proportionate Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Proportionate Voting Shares and Super Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Proportionate Voting Shares. Consent of the holders of a majority of the outstanding Proportionate Voting Shares and Super Voting Shares shall be required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Proportionate Voting Shares. In connection with the exercise of the voting rights contained in this paragraph (b) each holder of Proportionate Voting Shares will have one vote in respect of each Proportionate Voting Share held.
  - (c) **Dividends.** The holder of Proportionate Voting Shares shall have the right to receive dividends, out of any cash or other assets legally available therefor, *pari passu* (on an as converted basis, assuming conversion of all Proportionate Voting Shares into Subordinate Voting Shares at the Conversion Ratio) as to dividends and any declaration or payment of any dividend on the Subordinate Voting Shares. No dividend will be declared or paid on the Proportionate Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares.
  - (d) **Liquidation, Dissolution or Winding-Up.** In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of Proportionate Voting Shares will, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Proportionate Voting Shares (including, without restriction, the Super Voting Shares), be entitled to participate rateably along with all other holders of Proportionate Voting Shares (on an as-converted to Subordinate Voting Share basis) and the Subordinate Voting Shares.
  - (e) **Rights to Subscribe; Pre-Emptive Rights.** The holders of Proportionate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of the Company now or in the future.
  - (f) **Conversion.** Subject to the Conversion Restrictions set forth in this section (f), holders of Proportionate Voting Shares Holders shall have conversion rights as follows (the "**Conversion Rights**"):
    - (i) **Right to Convert.** Each Proportionate Voting Share shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the

Company or any transfer agent for such shares, into fully paid and nonassessable Subordinate Voting Shares as is determined by multiplying the number of Proportionate Voting Shares by the Conversion Ratio applicable to such share, determined as hereafter provided, in effect on the date the Proportionate Voting Share is surrendered for conversion. The initial "**Conversion Ratio**" for shares of Proportionate Voting Shares shall be 200 Subordinate Voting Shares, subject to adjustment for each Proportionate Voting Share; provided, however, that the Conversion Ratio shall be subject to adjustment as set forth in subsections (viii) and (ix).

- (ii) **Conversion Limitations.** Before any holder of Proportionate Voting Shares shall be entitled to convert the same into Subordinate Voting Shares, the Board of Directors (or a committee thereof) shall designate an officer of the Company to determine if any Conversion Limitation set forth in Section (f)(iv) shall apply to the conversion of Proportionate Voting Shares.
- (iii) **Foreign Private Issuer Protection Limitation:** The Company will use commercially reasonable efforts to maintain its status as a "foreign private issuer" (as determined in accordance with Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Accordingly, the Company shall not effect any conversion of Proportionate Voting Shares, and the holders of Proportionate Voting Shares shall not have the right to convert any portion of the Proportionate Voting Shares, pursuant to Section (f) or otherwise, to the extent that after giving effect to all permitted issuances after such conversions of Proportionate Voting Shares, the aggregate number of Subordinate Voting Shares, Super Voting Shares and Proportionate Voting Shares held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the Exchange Act ("**U.S. Residents**")) would exceed forty percent (40%) (the "**40% Threshold**") of the aggregate number of Subordinate Voting Shares, Super Voting Shares and Proportionate Voting Shares issued and outstanding after giving effect to such conversions (the "**FPI Protective Restriction**"). The Board may by resolution increase the 40% Threshold to an amount not to exceed 50% and in the event of any such increase all references to the 40% Threshold herein, shall refer instead to the amended threshold set by such resolution.
- (iv) **Conversion Limitations.** In order to effect the FPI Protection Restriction, each holder of Proportionate Voting Shares will be subject to the 40% Threshold based on the number of Proportionate Voting Shares held by such holder as of the date of the initial issuance of the Proportionate Voting Shares and thereafter at the end of each of the Company's subsequent fiscal quarters (each, a "**Determination Date**"), calculated as follows:

$$X = [(A \times 0.4) - B] \times (C/D)$$

Where on the Determination Date:

X = Maximum number of Subordinate Voting Shares available for issue upon conversion of Proportionate Voting Shares by a holder.

A = The number of Subordinate Voting Shares, Proportionate Voting Shares and Super Voting Shares issued and outstanding on the Determination Date.

B = The aggregate number of Subordinate Voting Shares, Proportionate Voting Shares and Super Voting Shares held of record, directly or indirectly, by U.S. Residents on the Determination Date.

C = The aggregate number of Proportionate Voting Shares held by holder on the Determination Date.



D = The aggregate number of all Proportionate Voting Shares on the Determination Date.

For purposes of this subsection (g)(iv), the Board of Directors (or a committee thereof) shall designate an officer of the Company to determine as of each Determination Date: (A) the 40% Threshold and (B) the FPI Protective Restriction. Within thirty (30) days of the end of each Determination Date (a "**Notice of Conversion Limitation**"), the Company will provide each holder of record a notice of the FPI Protection Restriction and the impact the FPI Protective Provision has on the ability of each holder to exercise the right to convert Proportionate Voting Shares held by the holder. To the extent that requests for conversion of Proportionate Voting Shares subject to the FPI Protection Restriction would result in the 40% Threshold being exceeded, the number of such Proportionate Voting Shares eligible for conversion held by a particular holder shall be prorated relative to the number of Proportionate Voting Shares submitted for conversion. To the extent that the FPI Protective Restriction contained in this Section (g) applies, the determination of whether Proportionate Voting Shares are convertible shall be in the sole discretion of the Company.

- (v) **Mandatory Conversion.** Notwithstanding anything contained herein to the contrary, the Company may require each holder of Proportionate Voting Shares to convert all, and not less than all, the Proportionate Voting Shares at the applicable Conversion Ratio (a "**Mandatory Conversion**") if at any time all the following conditions are satisfied (or otherwise waived by special resolution of holders of Proportionate Voting Shares):
  - (A) the Subordinate Voting Shares issuable upon conversion of all the Proportionate Voting Shares are registered for resale and may be sold by the holders thereof pursuant to an effective registration statement and/or prospectus covering the Subordinate Voting Shares under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**");
  - (B) the Company is subject to the reporting requirements of Section 13 or 15(d) of the U.S. Exchange Act; and
  - (C) the Subordinate Voting Shares are listed or quoted (and are not suspended from trading) on a recognized North American stock exchange or by way of reverse takeover transaction on the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange or Aequitas NEO Exchange (or any other stock exchange recognized as such by the Ontario Securities Commission).

The Company will issue or cause its transfer agent to issue each holder of Proportionate Voting Shares of record a Mandatory Conversion Notice at least 20 days prior to the record date of the Mandatory Conversion, which shall specify therein, (i) the number of Subordinate Voting Shares into which the Proportionate Voting Shares are convertible and (ii) the address of record for such holder. On the record date of a Mandatory Conversion, the Company will issue or cause its transfer agent to issue each holder of record on the Mandatory Conversion Date certificates representing the number of Subordinate Voting Shares into which the Proportionate Voting Shares are so converted and each certificate representing the Proportionate Voting Shares shall be null and void.

- (vi) **Disputes.** In the event of a dispute as to the number of Subordinate Voting Shares issuable to a Holder in connection with a conversion of Proportionate Voting Shares, the Company shall issue to the Holder the number of Subordinate Voting Shares not in dispute and resolve such dispute in accordance with Section (f)(xiii).
- (vii) **Mechanics of Conversion.** Before any holder of Proportionate Voting Shares shall be entitled to convert Proportionate Voting Shares into Subordinate Voting Shares, the

holder thereof shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for Subordinate Voting Shares, and shall give written notice to the Company at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for Subordinate Voting Shares are to be issued (each, a "**Conversion Notice**"). The Company shall (or shall cause its transfer agent to), as soon as practicable thereafter, issue and deliver at such office to such holder, or to the nominee or nominees of such holder, a certificate or certificates for the number of Subordinate Voting Shares to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Proportionate Voting Shares to be converted, and the person or persons entitled to receive the Subordinate Voting Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Subordinate Voting Shares as of such date.

- (viii) **Adjustments for Distributions.** In the event the Company shall declare a distribution to holders of Subordinate Voting Shares payable in securities of other persons, evidences of indebtedness issued by the Company or other persons, assets (excluding cash dividends) or options or rights not otherwise causing adjustment to the Conversion Ratio (a "**Distribution**"), then, in each such case for the purpose of this subsection (f)(viii), the holders of Proportionate Voting Shares shall be entitled to a proportionate share of any such Distribution as though they were the holders of the number of Subordinate Voting Shares into which their Proportionate Voting Shares are convertible as of the record date fixed for the determination of the holders of Subordinate Voting Shares entitled to receive such Distribution.
- (ix) **Recapitalizations; Stock Splits.** If at any time or from time-to-time, the Company shall (i) effect a recapitalization of the Subordinate Voting Shares; (ii) issue Subordinate Voting Shares as a dividend or other distribution on outstanding Subordinate Voting Shares; (iii) subdivide the outstanding Subordinate Voting Shares into a greater number of Subordinate Voting Shares; (iv) consolidate the outstanding Subordinate Voting Shares into a smaller number of Subordinate Voting Shares; or (v) effect any similar transaction or action (each, a "**Recapitalization**"), provision shall be made so that the holders of Proportionate Voting Shares shall thereafter be entitled to receive, upon conversion of Proportionate Voting Shares, the number of Subordinate Voting Shares or other securities or property of the Company or otherwise, to which a holder of Subordinate Voting Shares deliverable upon conversion would have been entitled on such Recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section (f) with respect to the rights of the holders of Proportionate Voting Shares after the Recapitalization to the end that the provisions of this Section (f) (including adjustment of the Conversion Ratio then in effect and the number of Proportionate Voting Shares issuable upon conversion of Proportionate Voting Shares) shall be applicable after that event as nearly equivalent as may be practicable.
- (x) **No Fractional Shares and Certificate as to Adjustments.** No fractional Subordinate Voting Shares shall be issued upon the conversion of any Proportionate Voting Shares and the number of Subordinate Voting Shares to be issued shall be rounded up or down to the nearest whole Subordinate Voting Share. Whether or not fractional Subordinate Voting Shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Proportionate Voting Shares the holder is at the time converting into Subordinate Voting Shares and the number of Subordinate Voting Shares issuable upon such aggregate conversion.
- (xi) **Adjustment Notice.** Upon the occurrence of each adjustment or readjustment of the Conversion Ratio pursuant to this Section (f), the Company, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and

prepare and furnish to each holder of Proportionate Voting Shares a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Proportionate Voting Shares, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Ratio for Proportionate Voting Shares at the time in effect, and (C) the number of Subordinate Voting Shares and the amount, if any, of other property which at the time would be received upon the conversion of a Proportionate Voting Share.

(xii) **Effect of Conversion.** All Proportionate Voting Shares which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the time of conversion (the "**Conversion Time**"), except only the right of the holders thereof to receive Subordinate Voting Shares in exchange therefor and to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion.

(xiii) **Disputes.** Any holder of Proportionate Voting Shares that beneficially owns more than 5% of the issued and outstanding Proportionate Voting Shares may submit a written dispute as to the determination of the conversion ratio or the arithmetic calculation of the conversion ratio of Proportionate Voting Shares to Subordinate Voting Shares, the Conversion Ratio, 40% Threshold, FPI Protective Restriction or the Beneficial Ownership Limitation by the Company to the Board of Directors with the basis for the disputed determinations or arithmetic calculations. The Company shall respond to the holder within five (5) Business Days of receipt, or deemed receipt, of the dispute notice with a written calculation of the conversion ratio, the Conversion Ratio, 40% Threshold, FPI Protective Restriction or the Beneficial Ownership Limitation, as applicable. If the holder and the Company are unable to agree upon such determination or calculation of the Conversion Ratio, FPI Protective Restriction or the Beneficial Ownership Limitation, as applicable, within five (5) Business Days of such response, then the Company and the holder shall, within one (1) Business Day thereafter submit the disputed arithmetic calculation of the conversion ratio, Conversion Ratio, FPI Protective Restriction or the Beneficial Ownership Limitation to the Company's independent, outside accountant. The Company, at the Company's expense, shall cause the accountant to perform the determinations or calculations and notify the Company and the holder of the results no later than five (5) Business Days from the time it receives the disputed determinations or calculations. Such accountant's determination or calculation, as the case may be, shall be binding upon all parties absent demonstrable error.

(g) **Notices of Record Date.** Except as otherwise provided under applicable law, in the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of any class or any other securities or property, or to receive any other right, the Company shall mail to each holder of Proportionate Voting Shares, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

**SCHEDULE "B"**  
**EQUITY INCENTIVE PLAN RESOLUTION**

**"BE IT RESOLVED THAT:**

1. subject to the successful completion of the Business Combination as defined in the management information circular of Randsburg International Gold Corp. ("**Randsburg**") dated October 17, 2018 (the "**Circular**"), all existing stock option plans of Randsburg, including the current option plan of Randsburg, are hereby terminated and the 2018 Equity Incentive Plan of Randsburg described under the heading "*Particulars of Matters to be Acted Upon - Equity Incentive Plan Resolution - Summary of the 2018 Equity Incentive Plan*" in the Circular (the "**Equity Plan**"), is hereby authorized and approved as the equity incentive plan of Randsburg and all unallocated options, rights and other entitlements issuable thereunder be and are hereby approved and authorized; and
2. any one or more of the directors or officers of Randsburg is hereby authorized and directed, acting for, in the name of and on behalf of Randsburg, to execute or cause to be executed, under the seal of Randsburg or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of Randsburg be necessary or desirable to carry out the intent of the foregoing resolution, the execution of any such document or the doing of any such other act or thing by any director or officer of Randsburg being conclusive evidence of such determination."

**SCHEDULE "C"**  
**NAME CHANGE RESOLUTION**

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. subject to the successful completion of the Business Combination as defined in the management information circular of Randsburg International Gold Corp. (the "**Company**") dated October 17, 2018, the Company is authorized to change the name of the Company from "Randsburg International Gold Corp." to "Cresco Labs Inc." or such other name as the directors of the Company, in their sole discretion, may determine.
2. the Articles and the Notice of Articles of the Company be altered accordingly, and subject to the deposit of this resolution at the Company's records office, the Company, or any agent acting on its behalf, is authorized and directed to electronically file the Notice of Alteration with the Registrar of Companies of British Columbia.
3. any one or more of the directors or officers of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution, the execution of any such document or the doing of any such other act or thing by any director or officer of the Company being conclusive evidence of such determination."

## **SCHEDULE "D"**

### **AUDIT COMMITTEE CHARTER**

#### **PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with international financial reporting standards ("IFRS"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

#### **AUTHORITY AND RESPONSIBILITIES**

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting issuer pursuant to National Instrument 52-110, the *Business Corporations Act* (British Columbia) and the articles of the Company.

