

APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS

**NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “Issuer”):

Cresco Labs Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:

British Columbia, Canada

3. Address of principal place of business of Issuer:

**400 West Erie Street, Suite 110
Chicago, Illinois 60654**

4. Description of securities (the “Securities”):

Up to \$500,000,000 in the aggregate of subordinate voting shares, debt securities, subscription receipts exchangeable for subordinate voting shares and/or other securities of the Issuer, warrants exercisable to acquire subordinate voting shares and/or other securities of the Issuer, and units comprised of more than one of subordinate voting shares, debt securities, subscription receipts and/or warrants offered together as a unit of the Issuer.

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:

July 25, 2019

6. Name of person filing this form (the “Filing Person”):

John R. Walter

7. Filing Person’s relationship to Issuer:

Director of Cresco Labs Inc.

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

Florida, United States

9. Address of principal place of business of Filing Person:

**400 W Erie Street, Suite 110
Chicago, Illinois 60643
United States**

10. Name of agent for service of process (the “Agent”):

Bennett Jones LLP

11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):

**3400 One First Canadian Place
Toronto, Ontario M5X 1A4**

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of

(a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and

(b) any administrative proceeding in any such province,

in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.

14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.

15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.

16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario.

Dated: July 25, 2019

(signed) "John R. Walter

Signature of Filing Person

John R. Walter

Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of John R. Walter under the terms and conditions of the appointment of agent for service of process stated above.

Dated: July 25, 2019

(signed) "Aaron Sonshine"
Signature of Agent

Aaron Sonshine, Partner of Bennett Jones LLP
Print name of person signing and, if Agent is
not an individual, the title of the person