

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Cresco Labs Inc. (the "**Company**")
1055 West Hastings Street, Suite 2200
Vancouver, British Columbia
V6E 2E9 Canada

Item 2. Date of Material Change

September 16, 2019

Item 3. News Release

A news release (attached as Exhibit A hereto) with respect to the material change referred to in this report was issued by the Company and disseminated on September 16, 2019 through Canadian Newswire and filed under the Company's profile on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

On September 16, 2019, the Company entered into a purchase agreement (the "**Purchase Agreement**") with Tryke Companies ("**Tryke**") pursuant to which the Company has agreed to acquire certain assets of Tryke, including six prime *Reef Dispensary* locations in Nevada and Arizona, expanded licensed cultivation and process capacity in Las Vegas and Phoenix and one of eight cultivation licenses recently awarded in Utah (the "**Acquisition**").

The Company also announced that it has entered into an agreement with a group of investment dealers, led by Canaccord Genuity Corp. (the "**Underwriters**"), pursuant to which the Underwriters will purchase, on an underwritten basis pursuant to the filing of a shelf prospectus supplement, an aggregate of 7,350,000 units (the "**Units**") of the Company at a price of C\$10.00 per Unit (the "**Offering Price**") for aggregate gross proceeds of C\$73,500,000 (the "**Offering**").

Item 5.1 Full Description of Material Change

Acquisition of Tryke Companies

On September 16, 2019, the Company entered into the Purchase Agreement with Tryke pursuant to which the Company has agreed to acquire certain assets and an interest in Tryke, including six prime *Reef Dispensary* locations in Nevada and Arizona, expanded licensed cultivation and process capacity in Las Vegas and Phoenix and one of eight cultivation licenses recently awarded in Utah.

The Acquisition will expand the Company's presence in Nevada and Arizona. Tryke is a vertically integrated seed-to-sale cannabis company, and owns and operates six prime *Reef Dispensary* locations in Nevada and Arizona. The Acquisition will also expand the Company's licensed cultivation and process capacity in Nevada and Arizona and allow for

entry into the Utah market. Tryke generated US\$70.4 million in revenue and US\$24.6 million in EBITDA in fiscal year 2018, making it one of the highest grossing and most profitable private cannabis companies in the U.S. market. The Acquisition will add approximately 17,000 lb. per year in strategically-located cultivation capacity along with approximately 1,320 lb. per year of processing capacity and includes one of eight cultivation licenses recently awarded in Utah.

The purchase consideration for the Acquisition is approximately US\$252.5 million for Tryke's operating assets plus US\$30 million for Tryke's real estate assets. The consideration will be comprised of a mix of equity (approximately US\$227.5 million), which will be subject to a 9 to 21-month lock-up agreement following closing, and cash (approximately US\$55 million). The Acquisition is anticipated to close during the first half of 2020 and will be subject to customary closing conditions, including approval from the States of Nevada and Arizona and clearance under the *Hart Scott Rodino Antitrust Improvements Act*.

A copy of the Purchase Agreement and other related documents will be filed with the Canadian securities regulatory authorities and will be available for viewing on the SEDAR website at www.sedar.com.

For further information regarding the Acquisition see the press release attached as Exhibit A hereto.

Underwritten Public Offering of Units

On September 16, 2019, the Company announced that it has entered into an agreement with a group of investment dealers, led by Canaccord Genuity Corp., pursuant to which the Underwriters will purchase, on an underwritten basis pursuant to the filing of a shelf prospectus supplement, subject to all required stock exchange and regulatory approvals, an aggregate of 7,350,000 Units at a price of the Offering Price for aggregate gross proceeds of C\$73,500,000.

Each Unit will be comprised of one subordinate voting share of the Company (a "**Share**") and one half of one subordinate voting share purchase warrant of the Company (each full warrant, a "**Warrant**"). Each Warrant will entitle the holder to acquire one subordinate voting share of the Company (the "**Underlying Shares**") at a price of C\$12.50 per Underlying Share, subject to adjustment in certain events (the "**Exercise Price**"), for a period of 3 years following the Closing Date (as hereinafter defined). The Company has notified the Canadian Securities Exchange that it intends to apply for listing of the Warrants on the Canadian Securities Exchange. Listing of the Warrants will be subject to the fulfillment all applicable conditions imposed by the Canadian Securities Exchange.

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 1,102,500 Units at the Offering Price, exercisable in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the Closing Date. The over-allotment option may also be exercised for Warrants only or for a combination of Units and Warrants. If this option is exercised in full, an additional C\$11,025,000 in gross proceeds will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be C\$84,525,000.

The Company intends to use the proceeds from the Offering to fund business development and for working capital requirements and other general corporate purposes.

The Offering is being made under the Company's base shelf prospectus dated June 25, 2019 (the "**Base Shelf Prospectus**") and may also be offered by way of private placement in the United States to "qualified institutional buyers". The terms of the Offering will be described in a prospectus supplement to be filed on September 18, 2019 (the "**Supplement**") with the securities commission in each of the provinces of Canada, except Québec. The Supplement and the Base Shelf Prospectus contain important detailed information about the Offering. Copies of the Supplement and the Base Shelf Prospectus will be found on SEDAR at www.sedar.com. Copies of the Supplement and the Base Shelf Prospectus may also be obtained in Canada from Canaccord Genuity Corp., 161 Bay Street, Suite 3000, Toronto, Ontario, M5J 2S1, by telephone at (416) 869-7368, by email at cgsyndication-toronto@cgf.com.

Closing of the Offering is expected to occur on or about September 24, 2019 (the "**Closing Date**") and is subject to certain customary conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals.

For further information regarding the offering of Units see the press release attached as Exhibit A hereto.

Item 5.2. Disclosure of Restructuring Arrangements

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact:

John Schetz, General Counsel
Phone: (312) 929-0993
Email: john.schetz@crescolabs.com

Item 9. Date of Report

September 18, 2019

Cautionary Note Regarding Forward-Looking Information and Statements

This material change report contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the

Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved".

In particular, this material change report contains forward-looking information relating to the Offering, the use of the net proceeds from the Offering, the timing and ability of the Company to close the Offering, if at all, the number of Units offered or sold and the terms of the same, the gross proceeds of the Offering, the timing and ability of the Company to obtain all necessary approvals, the terms of the Offering and any other information herein that is not a historical fact. The forward-looking information contained in this material change report is made as of the date hereof and is subject to change after such date. The Company disclaims any intention or obligation to revise any forward-looking information, whether as a result of new information, further events or otherwise, other than as required by law. Investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

The forward-looking information and forward-looking statements contained herein may also include, but are not limited to, information concerning the Acquisition, expectations regarding the payment of the remaining cash consideration for the Acquisition, expectations for the effects of the Acquisition or the ability of the Company to successfully achieve business objectives, expectations regarding the U.S. cannabis market and expectations for other economic, business, strategic and/or competitive factors, including as to the suitability of the retail locations in Nevada, Arizona and Utah secured by the Company in relation to the Company's business objectives.

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this material change report, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to make the remaining cash payments as consideration for the Acquisition; the potential impact of the announcement or consummation of the Acquisition on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; inability to secure appropriate local permits in a timely manner, higher than anticipated costs of store construction, stronger than expected competition, compliance with extensive government regulation; and management's ability to successfully achieve desired results from the Acquisition. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this material change report are made as of the date of this material change report, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

Exhibit A

(see attached)

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE U.S.

**CRESCO LABS TO ACQUIRE TRYKE COMPANIES INCLUDING THE REEF DISPENSARY PORTFOLIO –
CONSISTENT WITH STATED PLAN TO ESTABLISH MARKET LEADING POSITIONS IN BOTH NEVADA AND
ARIZONA AND BUILD BRAND AND WHOLESALE CAPABILITIES**

ANNOUNCES C\$73.5 MILLION UNDERWRITTEN PUBLIC UNIT OFFERING

- Tryke generated US\$70.4 million in Revenue and US\$24.6 million in EBITDA in fiscal 2018¹, making it one of the highest grossing and most profitable private cannabis companies in the U.S. market.
- Nevada is one of the largest and fastest growing cannabis markets in the U.S. with 2019 sales estimates of up to US\$940 million²; Arizona is one of the largest and fastest growing medical-only markets with estimated 2019 sales of up to US\$760 million².
- Tryke has established six of the best-positioned retail locations in Nevada and Arizona, including the iconic *Reef Dispensary* located adjacent to the Las Vegas Strip – which has produced over US\$65 million in revenue since 2015 – and five additional operating locations in North Las Vegas, Sparks and Phoenix, AZ. Tryke's North Las Vegas location boasts the highest known daily ticket count in the state of Nevada at 2,300³.
- Adds 17,000 lb. per year in strategically-located cultivation capacity along with 1,320 lb. per year of processing capacity.
- Includes one of eight cultivation licenses recently awarded in Utah.
- Total consideration of US\$282.5 million (subject to certain adjustments), which includes US\$30M in real estate assets⁴.

CHICAGO, IL – September 16, 2019 – [Cresco Labs Inc.](#) (“Cresco Labs” or the “Company”) (CSE: CL) (OTCQX: CRLBF), one of the largest vertically integrated multistate cannabis operators in the United States, today announced a significant expansion of its presence in Nevada and Arizona through the signing of a purchase agreement to acquire certain assets (the “Transaction”) from Tryke Companies (“Tryke”), a vertically integrated seed-to-sale cannabis company, including six prime *Reef Dispensary* locations in Nevada and Arizona, expanded licensed cultivation and process capacity in Las Vegas and Phoenix and entry into the Utah market.

The Company has prepared a summary presentation describing the Transaction, which can be found on their investor website at [investors.crescolabs.com](https://s22.q4cdn.com/545881950/files/doc_presentations/2019/09/cresco-labs-tryke-companies.pdf) or at the following link: https://s22.q4cdn.com/545881950/files/doc_presentations/2019/09/cresco-labs-tryke-companies.pdf

¹ Based on unaudited financial information (U.S. GAAP) provided by Tryke Companies

² 2019 Marijuana Business Factbook

³ August 2019 – Tryke Companies

⁴ Tryke Companies estimates

Highlights

Fulfills Cresco Labs' stated objective to rapidly solidify leadership positions in large, culturally-influential U.S. jurisdictions

- The Company is currently active in 11 states accounting for 70% of the U.S. population. Its Phase II plan is to continue building meaningful leadership positions in each of these jurisdictions.
- The Transaction is expected to give Cresco approximately 8.11% market share in Nevada⁵, estimated to be top 3 among all operators, a more than 300% increase in the Company's market share in Arizona, along with access to a 12th state – Utah – via Tryke's recent receipt of one of eight cultivation licenses in the state.
- Las Vegas is one of the most influential consumer recreational markets in the U.S., hosting roughly 42 million tourists per year⁶ focused almost exclusively on the 4 miles of the Las Vegas Strip. As a result, Las Vegas has a proven national and international reach for companies seeking to build successful brands.
- Arizona is one of the largest medical-only markets in the U.S. with more than 210,000 registered patients⁷ and the majority of the state's population is densely located in Phoenix, the 5th most populous city in the U.S. Arizona is expected to have an initiative on the 2020 ballot to legalize adult-use sales⁸.

Adds a portfolio of some of the most visible and successful retail locations in the U.S. legal cannabis industry as well as the Tryke in-house brand portfolio

- The Transaction adds four (4) *Reef Dispensary* locations in Nevada in the cities of Las Vegas (2), Sparks and Sun Valley.
- The Transaction adds two (2) *Reef Dispensaries* in Arizona in Phoenix and Phoenix Southeast Valley.
- Tryke's flagship *Reef Dispensary* in Las Vegas is the closest dispensary to the heart of the Las Vegas Strip. To management's knowledge, on its current 4,800 square foot footprint, it is already one of the highest-grossing dispensaries in the world, with the current highest known grossing dispensary in the world, right across the street. There is no intersection in the world generating more regulated cannabis revenue annually than the intersection of Western Ave. and Desert Inn Rd. in Las Vegas.
- The *Reef Dispensary* in North Las Vegas generated US\$14.5 million in revenue in the year-to-date period to August 31, 2019¹. This location also averaged over 2,300 tickets per day in August 2019, giving it the highest known monthly count in the state.
- Tryke's in-house suite of branded products is one of the most successful and recognizable lines of products in the Nevada market currently.

Expanded Cultivation and Processing Capacity in Nevada and Arizona – will support the introduction of Cresco Labs' full suite of branded products in each state and enable wholesale operations

- Cresco Labs currently sells the well-known and successful Mindy's Edibles line in Nevada. Mindy's has been one of the top 3 selling edibles in Nevada in 2019.⁸ The Transaction will enable the Company to accelerate its plans to introduce a full suite of Cresco Labs products into Nevada.

⁵ Average market share for January – June 2019 as per https://tax.nv.gov/Publications/Marijuana_Statistics_and_Reports/

⁶ Las Vegas Convention and Visitors Authority

⁷ Arizona Department of Health Services

⁸ Headset and Cowen and Company

- The Tryke Las Vegas Strip location covers a total of 165,000 square feet, which includes the flagship 4,800 square foot *Reef Dispensary* as well as 160,200 square feet of cultivation, processing and ancillary space (~20,000 sf under canopy).
- Includes 27,000 square feet of cultivation and processing capacity in Phoenix, Arizona.
- Tryke also has a cultivation license attached to a 12 acre parcel in Spanish Springs, Nevada with a plan to open the 17,000 lb. per year Phase I build-out during 2020.

Management Commentary:

Cresco Labs CEO and Co-founder Charlie Bachtell commented, “We have been very clear with the market that we have entered the second chapter of the Cresco Labs story as we position the Company to lead in the middle two verticals of the value chain – brands and wholesale distribution. With significant in-state populations and tourist traffic, Nevada and Arizona were key near-term targets for expansion. Creating the most strategic geographic footprint in the U.S. cannabis industry is not just about the number of states you operate in. Rather, our thesis for success in establishing a normalized and professionalized cannabis industry as well as providing the greatest ROIC for our shareholders calls for us to leverage our existing operations in states of significance to rapidly attain material and meaningful market-leading positions. This Transaction meets every point in our ROIC framework. It accelerates top-line growth, enables efficiencies across our network through the addition of one of the most impressive operating teams in the country and brings a pipeline of high return projects that we expect to execute on at a measured pace over the next several years.”

Mr. Bachtell continued, “This Transaction adds six strategically-placed retail locations serving both in-state and tourist traffic, as well as robust supporting cultivation and processing infrastructure and significant expansion opportunities. The Las Vegas Strip has immense value from a sales and brand development perspective. The Strip is home to some of the most iconic entertainment and recreational properties in the world – and is probably one of only two spots in the country where tens of millions of people per year congregate within a very concentrated footprint with recreation in mind. This inimitable exposure opens the opportunity to continue to generate above average revenue and sustainable margins for operators as well as brand visibility that resonates on a national level. We utilize a strategic retail presence to assist in the achievement of our corporate objective to win the middle two portions of the value chain – brands and distribution. At the industry’s current state of development, retail is a vital link between customers and brands in this emerging legal industry. We expect that this Transaction will both accelerate our near-term growth trajectory and further advance Cresco Labs towards our goal of being the most important company in the cannabis industry.”

“This Transaction is a perfect complement to our organic branded product portfolio and the distribution portfolio we are acquiring through Origin House, giving Cresco Labs positions in the key middle portion of the value chain in the most exciting consumer markets in the country. Tryke has proven itself to be one of the top operators in the U.S. and we look forward to welcoming Tryke’s seasoned team to Cresco Labs to work on growth and optimization initiatives together,” said Cresco Labs President and Co-founder Joe Caltabiano. “Tryke’s team has deep experience in and connection to the highly regulated Nevada and Arizona markets and is in the midst of bringing that experience to the new Utah medical cannabis market. They have also done an outstanding job of developing relationships with key social influencers such as Wiz Khalifa, which has enabled the company to become the sole distributor of Khalifa Kush products in Nevada and Arizona, and they have also developed strong brand loyalty for the Tryke suite of products. It also adds two exceptional cultivation and processing facilities and runway for significant expansion, which

will provide us with the capacity necessary to increase production and distribution of the entire suite of Cresco branded products both for our own retail shelves as well as to ramp-up our wholesale operations. Having already gained best-selling status in Nevada dispensaries with our line of Mindy's Edibles, we expect to further expand these relationships to include the full suite of Cresco branded products and steadily increase our wholesale revenue in this market, as well as in Arizona."

"The announcement today is the result of several months of deep interactions between our two groups and I know I speak on behalf of the entire team when I say we are very excited to be joining Cresco and to start realizing significant synergies for both of our organizations," said Adam Ryan, CEO of Tryke Companies. "We have been consistently impressed by Cresco's strategic approach to building long-term value in this growth market and its history of delivering what it promises – something that is often lacking in this industry. As the cannabis space has gained national and international attention over the past four years, we have been approached by several operators both private and public, regarding a transaction, but the vision and execution that Charlie, Joe and the team have demonstrated made them the only choice for Tryke."

Transaction Summary

The purchase consideration is approximately US\$252.5 million for Tryke operating assets plus US\$30 million for Tryke real estate assets. The consideration will be comprised of a mix of Cresco Labs shares (approximately US\$227.5 million), which will be subject to a 9- to 21-month lock-up agreement following closing, and cash (approximately US\$55 million). The Transaction is anticipated to close during the first half of 2020 and will be subject to customary closing conditions, including approval from the States of Nevada and Arizona and clearance under the Hart Scott Rodino Antitrust Improvements Act. Cormark Securities Inc. is acting as financial advisor and Bennett Jones is acting as legal advisor to Cresco Labs on this transaction. Canaccord Genuity Corp. is acting as financial advisor and Wilmer Cutler Pickering Hale and Dorr LLP is acting as legal advisor to Tryke Companies on this Transaction.

Underwritten Public Offering of Units

Today, Cresco Labs also announced that it has entered into an agreement with a group of investment dealers, led by Canaccord Genuity Corp. (the "Underwriters"), pursuant to which the Underwriters will purchase, on an underwritten basis pursuant to the filing of a shelf prospectus supplement, an aggregate of 7,350,000 units (the "Units") of the Company at a price of C\$10.00 per Unit (the "Offering Price") for aggregate gross proceeds of C\$73,500,000 (the "Offering").

Each Unit will be comprised of one subordinate voting share of the Company (a "Share") and one half of one subordinate voting share purchase warrant of the Company (each full warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one subordinate voting share of the Company (the "Underlying Shares") at a price of C\$12.50 per Underlying Share, subject to adjustment in certain events (the "Exercise Price"), for a period of 3 years following the Closing Date (as hereinafter defined). The Company intends to apply to list the Warrants on the Canadian Securities Exchange.

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 1,102,500 Units at the Offering Price, exercisable in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the Closing Date. The over-allotment option may also be exercised for Warrants only or for a combination of Units and Warrants. If this option is exercised

in full, an additional C\$11,025,000 in gross proceeds will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be C\$84,525,000.

The Company intends to use the proceeds from the Offering to fund business development and for working capital requirements and other general corporate purposes.

It is expected that the Units will be offered in each of the provinces of Canada, other than Québec, pursuant to the Company's base shelf prospectus dated July 25, 2019 (the "Base Prospectus") and may also be offered by way of private placement in the United States to "qualified institutional buyers". The terms of any offering will be described in a prospectus supplement to be filed with the securities commission in each of the provinces of Canada, except Québec (the "Supplement").

The Supplement and the accompanying Base Prospectus contain important detailed information about the offering. The Supplement and the accompanying Base Prospectus can be found for free on SEDAR at www.sedar.com.

Copies of the Supplement, following filing thereof, and accompanying Base Prospectus may be obtained on SEDAR at www.sedar.com and also be obtained from Canaccord Genuity Corp., 161 Bay Street, Suite 3000, Toronto, ON M5J 2S1. The Base Prospectus contains, and the Supplement will contain, important detailed information about the Company and the proposed offering. Prospective investors should read the Supplement and accompanying Base Prospectus and the other documents the Company has filed before making an investment decision.

Closing of the Offering is expected to occur on or about September 24, 2019 (the "Closing Date") and is subject to certain customary conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals.

The securities being offered in the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

Cresco Labs Footprint:

Upon closing of the Transaction, as well as other pending transactions, Cresco Labs will have 25 production facilities and 29 retail dispensaries in operation with licenses to operate a total of 62 retail dispensaries across 12 states – Illinois, Pennsylvania, Ohio, Nevada, California, Arizona, Florida, New York, and Utah with Michigan, Maryland and Massachusetts pending approval. Upon closing of all pending transactions, the Company's products will be on the shelves of over 725 dispensaries with a geographic footprint providing access to more than 154 million potential consumers, which is 71% of the estimated total addressable US cannabis market.

About Cresco Labs:

Cresco Labs is one of the largest vertically-integrated multi-state cannabis operators in the United States. Cresco is built to become the most important company in the cannabis industry by combining the most strategic geographic footprint with one of the leading distribution platforms in North America. Employing a consumer-packaged goods ("CPG") approach to cannabis, Cresco's house of brands is designed to meet the needs of all consumer segments and includes some of the most recognized and trusted national brands including Cresco, Remedi and Mindy's, a line of edibles created by James Beard Award-winning chef Mindy Segal. Sunnyside*, Cresco's national dispensary brand, is a wellness-focused retailer designed to build trust, education and convenience for both existing and new cannabis consumers. Recognizing that the cannabis industry is poised to become one of the leading job creators in the country, Cresco has launched the industry's first national comprehensive Social Equity and Educational Development (SEED) initiative designed to ensure that all members of society have the skills, knowledge and opportunity to work in and own businesses in the cannabis industry. Learn more about Cresco Labs at www.crescolabs.com.

Forward Looking Statements

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as, 'may,' 'will,' 'should,' 'could,' 'would,' 'expects,' 'plans,' 'anticipates,' 'believes,' 'estimates,' 'projects,' 'predicts,' 'potential' or 'continue' or the negative of those forms or other comparable terms. The Company's forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including but not limited to those risks discussed under "Risk Factors" in the company's most recent Annual Information Form and other filings on SEDAR; and other factors, many of which are beyond the control of the Company. Readers are cautioned that the foregoing list of factors is not exhaustive. Because of these uncertainties, you should not place undue reliance on the Company's forward-looking statements. There are no assurances that either the Tryke Transaction or the Offering will be completed on the terms or within the timeframes contemplated herein, or at all. Similarly, no assurances are given as to the future trading price or trading volumes of Cresco's shares, nor as to the Company's financial performance in future financial periods. The Company does not intend to update any of these factors or to publicly announce the result of any revisions to any of the Company's forward-looking statements contained herein, whether as a result of new information, any future event or otherwise. Except as otherwise indicated, this press release speaks as of the date hereof. The distribution of this press release does not imply that there has been no change in the affairs of the Company after the date hereof or create any duty or commitment to update or supplement any information provided in this press release or otherwise.

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