

# CRESKO LABS INC.



ODYSSEY  
Stock Exchange Tower  
350, 300 5<sup>th</sup> Ave SW  
Calgary, AB T2P 3C4

## Form of Proxy – Annual and Special Meeting to be held on January 20, 2020

### Appointment of Proxyholder

I/We being the undersigned holder(s) of Cresco Labs Inc. hereby appoint Charles Bachtell of Chicago, Illinois, United States or failing this person, appoint Joseph Caltabiano of Chicago, Illinois, United States

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual and Special Meeting** of shareholders of **Cresco Labs Inc.** to be held at Loews Santa Monica Beach Hotel, 1700 Ocean Avenue, Santa Monica, California, United States on Monday, January 20 at 10 a.m. (PST) or at any adjournment thereof.

### VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES

1. <b>Number of Directors.</b> The setting of the number of directors of the Corporation at nine.		<b>For</b>	Withhold
		<input type="checkbox"/>	<input type="checkbox"/>
2. <b>Election of Directors.</b>	<b>For</b>	Withhold	<b>For</b>
a. Charles Bachtell	<input type="checkbox"/>	<input type="checkbox"/>	b. Joseph Caltabiano
d. Brian McCormack	<input type="checkbox"/>	<input type="checkbox"/>	e. Robert M. Sampson
g. Gerald F. Corcoran	<input type="checkbox"/>	<input type="checkbox"/>	h. Thomas J. Manning
c. Dominic A. Sergi	<input type="checkbox"/>	<input type="checkbox"/>	f. John R. Walter
i. Randy D. Podolsky	<input type="checkbox"/>	<input type="checkbox"/>	
3. <b>Appointment of Auditors.</b> The appointment of Marcum LLP, Chartered Accountants, as auditors of the Corporation at a remuneration to be determined by the board of directors of the Corporation.		<b>For</b>	Withhold
		<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Approval of Advance Notice Policy.</b> Ordinary resolution to ratify and approve the Corporation's Advance Notice Policy.		<b>For</b>	Against
		<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Adoption of New Articles.</b> Special resolution to approve the cancellation of the Corporation's existing articles and adopt a set of new articles.		<b>For</b>	Against
		<input type="checkbox"/>	<input type="checkbox"/>

Signature(s):

Date

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

/ /  
**MM / DD / YY**

**Interim Financial Statements** – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

**Annual Financial Statements** – Check the box to the right if you would like to **DECLINE** to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 10 a.m. (Pacific Standard Time), on January 16, 2020.**

**Notes to Proxy**

1. **Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.**
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

**<http://odysseytrust.com/Transfer-Agent/Login> and click**

on **VOTE**. You will require the **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, **do not mail** this proxy.

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services,**

**you may contact Odyssey Trust Company at [info@odysseytrust.com](mailto:info@odysseytrust.com).**

Shareholder Address and Control Number Here

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.