

CRESCO LABS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 20, 2020

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of Subordinate Voting Shares, Proportionate Voting Shares and Super Voting Shares (collectively, the "**Voting Shares**") of Cresco Labs Inc. ("**Cresco**" or the "**Corporation**") will be held at Loews Santa Monica Beach Hotel, 1700 Ocean Avenue, Santa Monica, California, United States at 10 a.m. (Pacific Standard Time) on January 20, 2020, for the following purposes:

1. to receive and consider the Corporation's financial statements for the years ended December 31, 2018 and 2019, together with the auditor's report thereon;
2. to set the number of directors of the Corporation at nine;
3. to elect the directors of the Corporation to serve until the next annual meeting of Shareholders or until their successors are elected or appointed;
4. to appoint Marcum LLP as auditor of the Corporation to hold office until the next annual meeting of Shareholders and to authorize the directors to fix the remuneration thereof;
5. to consider and, if deemed advisable, to pass an ordinary resolution ratifying and approving the Advance Notice Policy of the Corporation;
6. to consider and, if deemed advisable, to pass a special resolution to adopt new articles for the Corporation which would replace the Corporation's current articles; and
7. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Annual and Special Meeting (the "**Information Circular**").

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is December 16, 2019 (the "**Record Date**"). All Shareholders of record as at the close of business on the Record Date are entitled to attend and vote at the Meeting in person or by proxy.

If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy to the Corporation's transfer agent, Odyssey Trust Company, Stock Exchange Tower, 350 – 300 5th Avenue S.W., Calgary, Alberta, T2P 3C4, Attention: Proxy Department. You may also vote via the internet at <https://odysseytrust.com/Transfer-Agent/Login>.

In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Odyssey Trust Company by 10:00 a.m. Pacific Standard Time) on January 16, 2020 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as proxyholder need not be a Shareholder. See the Information Circular for further instructions.

The Information Circular will be available on Cresco's website as of December 30, 2019 and will remain on the website for one full year thereafter. The Information Circular will also be available on SEDAR at www.sedar.com.

DATED as of the 23rd day of December, 2019.

BY ORDER OF THE BOARD OF DIRECTORS
OF CRESCO LABS INC.

Per: (signed) "Thomas J. Manning"
Thomas J. Manning
Chairman of the Board