

CRESO LABS INC.

August 16, 2023

TO: British Columbia Securities Commission, as Principal Regulator

AND TO: Ontario Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador

Dear Sirs/Mesdames:

Re: Base Shelf Prospectus of Cresco Labs Inc. (the "Issuer") dated August 16, 2023 (the "Base Shelf Prospectus")

Please be advised that the Issuer is relying on BC Instrument 44-503 – *Exemption from Certain Prospectus Requirements for Canadian Well-known Seasoned Issuers* with respect to the filing of its Base Shelf Prospectus, as well as equivalent orders or instruments in each of the other provinces and territories of Canada as described in CSA Staff Notice 44-306 *Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements* (collectively, the "**Orders**").

The Issuer satisfies the definition of "well-known seasoned issuer" or "WKSI" in each of the Orders by virtue of the fact that, as of July 31, 2023, the Issuer's public float (as defined in the Order) of outstanding listed equity securities was C\$679,905,667.10.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**").

For and on behalf of the Issuer, and without personal liability, the undersigned certifies that it satisfies the requirements of each of the Orders, including that:

- a. the Issuer meets the definition of a WKSI (as defined in each of the Orders) as of a date within 60 days preceding the date hereof;
- b. the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;
- c. the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;
- d. the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;

- e. the Issuer has no mining operations;
- f. the Issuer is not an ineligible issuer (as defined in any of the Orders);
- g. the Issuer is not an investment fund;
- h. the Issuer has no outstanding asset-backed securities;
- i. the Base Shelf Prospectus:
 - i. complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and *National Instrument 44-102 – Shelf Distributions* (except as exempted or otherwise provided under all of the Orders);
 - ii. does not qualify the distribution of any asset-backed security;
 - iii. includes as part of the basic disclosure about the distribution the following statement on the cover page: "filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer"; and
 - iv. includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;
- j. concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus; and
- k. the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus.

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If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact the external legal counsel of the undersigned at 416-777-6448 or sonshinea@bennettjones.com.

CRESCO LABS INC.

Per: (s) "Dennis Olis"

Name: Dennis Olis

Title: Chief Financial Officer