

**CRESCO LABS INC.**

**UNDERTAKING**

**TO: British Columbia Securities Commission, as Principal Regulator**

**AND TO: Ontario Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Services Commission (New Brunswick)  
Newfoundland and Labrador Securities Commission  
Nova Scotia Securities Commission  
PEI Securities Office**

**RE: Cresco Labs Inc. (the "Company")**

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Reference is made to the short form base shelf prospectus of the Company dated August 16, 2023 (the "**Prospectus**") in connection with the offering by the Company from time to time, of subordinate voting shares, debt securities, subscription receipts, warrants and units of the Company in each of the provinces of Canada.

The undersigned, on behalf of the Company, hereby undertakes that the Company will not distribute under the Prospectus securities that are "specified derivatives" (as defined in National Instrument 44-102 – Shelf Distributions ("**NI 44-102**")) or asset-backed securities that, at the time of distribution, are "novel" (as defined in NI 44-102), unless:

- (a) the draft shelf prospectus supplement or, if more than one shelf prospectus supplement is to be used, the draft shelf prospectus supplements, pertaining to the distribution of the novel specified derivatives or asset-backed securities, has or have been delivered to the Commissions in substantially final form; and
- (b) either:
  - (i) the Commissions have confirmed acceptance of each draft shelf prospectus supplement in substantially final form or each shelf prospectus supplement in final form; or
  - (ii) 10 business days have elapsed since the date of delivery to the Commissions of each draft shelf prospectus supplement in substantially final form and the Commissions have not provided written comments on the draft shelf prospectus supplement.

*[Remainder of page intentionally left blank.]*

Dated this 16<sup>th</sup> day of August, 2023.

**CRESCO LABS INC.**

Per: (s) "Dennis Olis"

Name: Dennis Olis

Title: Chief Financial Officer