

## QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission

AND TO: British Columbia Securities Commission

AND TO: Alberta Securities Commission

AND TO: Financial and Consumer Affairs Authority of Saskatchewan

AND TO: Manitoba Securities Commission

AND TO: Financial and Consumer Services Commission of New Brunswick

AND TO: Nova Scotia Securities Commission

RE: Acreage Holdings, Inc. (the “**Issuer**”) - Preliminary short form base shelf prospectus dated June 24, 2019 (the “**Prospectus**”)

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This certificate is delivered pursuant to National Instrument 44-102 (“**NI 44-102**”) to enable the Issuer to file a preliminary short form base shelf prospectus. The Issuer is relying on Section 2.2(1) of NI 44-102 to qualify to file a preliminary short form base shelf prospectus, which requires that the Issuer is qualified under Section 2.2 of National Instrument 44-101 (“**NI 44-101**”) to file a preliminary short form prospectus. Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in NI 44-101.

The undersigned, being the Chief Executive Officer of the Issuer, hereby certifies on behalf of the Issuer, that, as of the date hereof:

1. the Issuer is an electronic filer under NI 13-101;
2. the Issuer is a reporting issuer in at least one jurisdiction of Canada;
3. the Issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction, (a) under applicable securities legislation, (b) pursuant to an order issued by the securities regulatory authority, or (c) pursuant to an undertaking to the securities regulatory authority;
4. the Issuer has, in at least one jurisdiction in which it is a reporting issuer, (a) current annual financial statements, and (b) a current AIF;
5. the Issuer’s equity securities are listed and posted for trading on a short form eligible exchange and the Issuer is not an issuer, (a) whose operations have ceased, or (b) whose principal asset is cash, cash equivalents, or its exchange listing; and
6. all of the material incorporated by reference in the preliminary short form base shelf prospectus and not previously filed is being filed with the preliminary short form base shelf prospectus.

DATED the 24th day of June, 2019.

**ACREAGE HOLDINGS, INC.**

Per: (signed) "*Kevin Murphy*" \_\_\_\_\_  
Kevin Murphy  
Chief Executive Officer