

## UNDERTAKING

TO: Ontario Securities Commission

AND TO: British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
New Brunswick Financial and Consumer Services Commission  
Nova Scotia Securities Commission

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Reference is made to the (final) base short form prospectus of Acreage Holdings, Inc. (the "Corporation") dated August 8, 2019 (the "**Prospectus**") and to subsection 4.2(a)(x) of National Instrument 44-101 – *Short Form Prospectus Distributions*. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Prospectus.

The Corporation hereby undertakes that it will file a conformed copy of the Indenture relating to any offering of Debt Securities, the warrant indenture relating to any offering of Warrants and the subscription receipt agreement relating to any offering of Subscription Receipts promptly upon execution and, in any event, no later than seven days after the completion of the offering.

Dated as of this 8<sup>th</sup> day of August, 2019.

### ACREAGE HOLDINGS, INC.

Per: “Kevin Murphy”  
Kevin Murphy  
Chief Executive Officer