



**DLA Piper (Canada) LLP**  
Suite 6000, 1 First Canadian Place  
PO Box 367, 100 King St W  
Toronto ON M5X 1E2  
www.dlapiper.com

DLA Piper (Canada) LLP

**T** 416.365.3500  
**F** 416.365.7886

February 25, 2020

FILE NUMBER: 101053-00024

**VIA SEDAR**

Ontario Securities Commission  
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

Dear Sirs/Mesdames:

**Re: Acreage Holdings, Inc. (the "Company")**

---

We refer to the Prospectus Supplement (the "**Prospectus Supplement**") of the Company dated February 25, 2020 to the final short form base shelf prospectus of the Company dated August 8, 2019, qualifying the distribution of: (i) 6,085,192 units of the Company upon the automatic exercise of 6,085,192 outstanding special warrants of the Company; and (ii) 4,056,795 units of the Company issuable upon exercise of an option granted to Anson Advisors Inc.

We hereby consent to the references to our name on page "iii" of the Prospectus Supplement, and to the reference of our name and to the use of our opinion under the heading "Certain Canadian Federal Income Tax Considerations" and under the heading "Eligibility for Investment", which opinion is provided as of the date of the Prospectus Supplement.

We confirm that we have read the Prospectus Supplement and that we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus Supplement that is derived from our opinion referred to above, or that is within our knowledge as a result of the services we performed in connection with this opinion.

Sincerely,

**DLA Piper (Canada) LLP**

(signed) "DLA Piper (Canada) LLP"