

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
Office of the Superintendent of Securities, Prince Edward Island
Securities NL, Government of Newfoundland and Labrador

Reference is made to the (final) base short form prospectus of Trulieve Cannabis Corp. (the "Corporation") dated May 14, 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 14th day of May, 2019.

TRULIEVE CANNABIS CORP.

Per: “Eric Powers”
Eric Powers,
Secretary