

**TRULIEVE CANNABIS CORP.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of the holders (the “**Subordinate Shareholders**”) of subordinate voting shares (the “**Subordinate Voting Shares**”), the holders (the “**Multiple Shareholders**”) of multiple voting shares (the “**Multiple Voting Shares**”) and the holders (the “**Super Shareholders**”) and together with the Subordinate Shareholders and the Multiple Shareholders, the “**Shareholders**”) of super voting shares (the “**Super Voting Shares**”, and together with the Subordinate Voting Shares and the Multiple Voting Shares, the “**Shares**”) of Trulieve Cannabis Corp. (the “**Corporation**”) will be held at the offices of the Corporation, 3555 Timberlane School Road, Tallahassee, Florida, 32312, USA, on Tuesday, June 2, 2020 at 3:00 p.m. (EST) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2019, together with the auditors’ report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP as the auditors of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditors; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Information relating to the matters to be brought before the Meeting is set forth in the management information circular (the “**Circular**”) which accompanies this Notice.

The Board of Directors of the Corporation has fixed Friday, April 17, 2020 as the record date for the Meeting. Shareholders of record at the close of business on this date are entitled to notice of the Meeting and to vote thereat or at any adjournment or postponement thereof on the basis of: (i) one vote for each Subordinate Voting Share held; (ii) 100 votes for each Multiple Voting Share held; and (iii) 200 votes for each Super Voting Share held.

**Attending the Annual General Meeting:** The Corporation is offering this as a hybrid meeting. While Registered Shareholders or the persons they appoint as their proxies may attend the Meeting in person, we encourage shareholders to attend the Meeting virtually in order to adhere to social distancing protocols that federal, state, and local governments have implemented out of public health concerns related to COVID-19. Please plan to connect to the webcast at least 15 minutes before the Meeting using the following link: <https://www.issuerdirect.com/virtual-event/trul> and use your unique proxy control ID number. Shareholders are also invited to submit questions in advance of the Meeting, and we will do our best to address during the management portion of the presentation, following the formal business of the Meeting. Questions can be submitted to [IR@trulieve.com](mailto:IR@trulieve.com). To ensure a question receives its proper consideration, please submit all questions by May 26, 2020. We encourage all Shareholders to vote their proxy before the Meeting. If you are a registered Shareholder and are unable to attend the Meeting, please exercise your right to vote by completing, signing, dating and returning the applicable accompanying form of proxy to Odyssey Trust Company, the transfer agent of the Corporation. To be valid, completed proxy forms must be signed, dated and deposited with Odyssey Trust Company using one of the following methods:

<b>By Email:</b>	<a href="mailto:proxy@odysseytrust.com">proxy@odysseytrust.com</a>
<b>Facsimile:</b>	1.800.517.4553
<b>By Internet:</b>	<a href="https://odysseytrust.com/Transfer-Agent/Login">https://odysseytrust.com/Transfer-Agent/Login</a>

Proxies must be deposited with Odyssey Trust Company not later than 3:00 p.m. (EST) on Friday, May 29, 2020, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting. The Chairman of the Meeting shall have the discretion to waive or extend the proxy deadlines without notice.

Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Registered Shareholders or the persons they appoint as their proxies may be asked to provide valid government-issued photo identification, such as a driver’s license or passport, and, if applicable, a property completed form of proxy in order to gain admission to the Meeting. To facilitate access by shareholders due to travel

restrictions imposed as a result of Covid-19, the Corporation is offering a webcast to attend the business portion of the Meeting.

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed form of proxy as soon as possible so that as large a representation as possible may be had at the Meeting.

If a Shareholder receives more than one form of proxy because such holder owns Shares of different classes and/or registered in different names or addresses, each form of proxy should be completed and returned.

If you are a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

#### PLEASE READ THIS IMPORTANT NOTICE

To mitigate risks related to COVID-19, and based on government recommendations to avoid large gatherings, the Meeting will be conducted in a hybrid format, which will include both a webcast and an in-person option. The Corporation strongly encourages Shareholders to attend the Meeting via webcast using the following link: <https://www.issuerdirect.com/virtual-event/trul> and use your unique proxy control ID number. Shareholders are also invited to submit questions in advance of the Meeting, and we will do our best to address during the management portion of the presentation, following the formal business of the Meeting. Questions can be submitted to [IR@trulieve.com](mailto:IR@trulieve.com). To ensure a question receives its proper consideration, please submit all questions by May 26, 2020. In light of COVID-19, we strongly encourage Shareholders to vote in advance of the Meeting, and Shareholders are encouraged NOT to attend the Meeting in person if at all possible. The ability of Shareholders to attend the Meeting in person is also subject to any governmental orders applicable at the time of the Meeting which might prevent or restrict Shareholders from attending in person. The Corporation is monitoring developments regarding COVID-19. In the event the Corporation decides any change to the date, time, location or format of the Meeting are necessary or appropriate due to difficulties arising from COVID-19, the Corporation will promptly notify Shareholders of the change by issuing a news release, a copy of which will be available on SEDAR (as defined below) at [www.sedar.com](http://www.sedar.com).

#### NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of Shares (the “**Non-Registered Holders**”) and for registered Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the Internet in accordance with the notice-and-access rules adopted by the Canadian Securities Administrators under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered Shareholders will receive a form of proxy and Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of this Notice, the Circular, the form of proxy, the annual financial statements and related management's discussion and analysis, where applicable, and other meeting materials (collectively the “**Meeting Materials**”), Shareholders will receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to Shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Corporation will not be adopting stratification procedures in relation to the use of notice-and-access provisions.

#### Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or at <https://odysseytrust.com/client/trulieve-cannabis-corp/>, the website for the Meeting Materials maintained by the Corporation's transfer agent and registrar. The Meeting Materials will remain posted on Odyssey Trust Company's website at least until the date that is one year after the date the Meeting Materials were posted.

#### How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on Odyssey Trust Company's website. In order to receive a paper copy of the Meeting Materials, or if you have questions concerning notice-and-

access, please call the Corporation's transfer agent and registrar, Odyssey Trust Company, toll free at 1-888-290-1175. **Any requests for material received before the Meeting date should be fulfilled within 3 business days.**

The Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice. Additional information about the Corporation and its consolidated financial statements are also available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**DATED** at Quincy, Florida, this 28<sup>th</sup> day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Kim Rivers"

Kim Rivers  
Chairman and Chief Executive Officer