

UNDERTAKING

TO: Ontario Securities Commission

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Autorité des Marchés Financiers
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
Government of the Northwest Territories, Office of the Superintendent of Securities
Government of Yukon, Office of the Superintendent of Securities
Government of Nunavut, Office of the Superintendent of Securities
(collectively, the “**Securities Commissions**”)

**RE: Trulieve Cannabis Corp. (the “Corporation”)
Final Short Form Base Shelf Prospectus dated January 29, 2021 (the “Final Prospectus”)**

The Corporation hereby undertakes to file, with each of the Securities Commissions, any material contracts executed after filing of the Final Prospectus of the Corporation and prior to completion of the offering and not previously filed on SEDAR within seven days of the execution of the applicable material contract.

DATED as of the 29th day of January, 2021.

TRULIEVE CANNABIS CORP.

Per: (signed) “*Eric Powers*”

Eric Powers
Corporate Secretary and General Counsel