

QUALIFICATION LETTER

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

RE: Trulieve Cannabis Corp. (the “**Issuer**”) - short form base shelf prospectus dated June 5, 2024 (the “**Prospectus**”)

Please be advised that the Issuer is relying on Ontario Instrument 44-501 – *Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers (Interim Class Order)* (“**Order 44-501**”) and equivalent orders or instruments in each of the other provinces and territories of Canada as contemplated by CSA Staff Notice 44-306 – *Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements* (together with Order 44-501, the “**Orders**”) with respect to the filing of the Prospectus. The Issuer is relying on the Orders and the exemption from the requirement to file and obtain a receipt for a preliminary prospectus in connection with the filing of the Prospectus. This letter is delivered pursuant to paragraph 10(1) of Order 44-501 and the equivalent of such paragraph in each of the other Orders.

The undersigned, being the Corporate Secretary and General Counsel of the Issuer, hereby certifies on behalf of the Issuer and without personal liability, that:

1. The Issuer satisfies the definition of “well-known seasoned issuer” or “WKSI” in the Orders by virtue of the fact that, as of the date hereof, the Issuer’s public float (as defined in the Orders) of outstanding listed equity securities exceeded C\$500,000,000.
2. The Issuer is eligible to file a short form prospectus under section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).
3. The Issuer satisfies the requirements of subsections 10 (a) to (k) of Order 44-501, as follows:
 - (a) the Issuer meets the definition of a WKSI (as defined in the Orders) as of a date within 60 days preceding the date hereof;
 - (b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;
 - (c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;

- (d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;
- (e) the Issuer does not have mining operations;
- (f) the Issuer is not an ineligible issuer (as defined in the Orders);
- (g) the Issuer is not an investment fund;
- (h) the Issuer has no outstanding asset-backed securities;
- (i) the Prospectus:
 - i. complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided in paragraphs 11 and 12 of the Orders);
 - ii. does not qualify the distribution of any asset-backed security;
 - iii. includes as part of the basic disclosure about the distribution the following statement on the cover page: “filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer”; and
 - iv. includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;
- (j) concurrently with the filing of the Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus; and
- (k) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus.

DATED the 5th day of June, 2024.

TRULIEVE CANNABIS CORP.

Per: “Eric Powers”
Eric Powers
Corporate Secretary and General Counsel