

**Form 62-103F3**

***Required Disclosure by an Eligible Institutional Investor  
under Paragraph 4.5(d) of Part 4***

**Item 1 – Identity of the Eligible Institutional Investor**

Marcato Capital Management LP (the "Adviser")  
Four Embarcadero Center, Suite 2100  
San Francisco, CA  
94111

The Adviser, together with MCM Encore IM LLC ("Marcato Encore LLC"), provide investment management services to Marcato International Master Fund Ltd. and Marcato Encore International Master Fund Ltd. (collectively, the "Marcato Funds"). The Adviser is the sole member of Marcato Encore LLC. Richard T. McGuire ("Mr. McGuire") is the managing member of the general partner of the Adviser.

**Item 2 – Security and Reporting Issuer**

**2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Subordinate Voting Shares ("Shares") of:

Green Thumb Industries Inc. (the "Issuer")  
325 West Huron Street, Suite 412  
Chicago, Illinois  
60654

**2.2 State the number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.**

As of the close of business on September 21, 2018, the Marcato Funds beneficially owned 1,782,000 Shares, representing approximately 9.56% of the currently issued and outstanding Shares. Additionally, the Marcato Funds had economic exposure through cash settled swap agreements equal to 1,250,000 Shares, representing the equivalent of approximately 6.70% of outstanding Shares. The foregoing securityholding percentages have been calculated based on 18,645,434 Shares issued and outstanding.

**Item 3 – Statement of Eligibility**

The Adviser is eligible to file reports under Part 4 of NI 62-103 in respect of the securities of the Issuer.

**Certification**

I, as the eligible institutional investor, certify, or I, as the agent filing this report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 21<sup>st</sup> day of September, 2018.

**MARCATO CAPITAL  
MANAGEMENT LP**

By: MARCATO HOLDINGS LLC, its  
GENERAL PARTNER

By: *(signed)* Mark Shamia \_\_\_\_\_  
Name: Mark Shamia  
Title: Chief Compliance Officer