

GREEN THUMB INDUSTRIES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (the "Notice")

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the "Meeting") of Green Thumb Industries Inc. (the "Corporation") will be held at the Kimpton Gray Hotel, Field Room, 122 W. Monroe Street, Chicago, Illinois, USA on Wednesday, June 12, 2019 at 10:00 a.m. (Central time) to:

- (a) receive and consider the financial statements of the Corporation for the financial year ended December 31, 2018 together with the auditors' report thereon;
- (b) fix the number of directors at six and elect as directors for the forthcoming year the nominees proposed by management of the Corporation;
- (c) re-appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation and authorize the board of directors of the Corporation (the "Board") to fix the auditors' remuneration and terms of engagement;
- (d) consider, and if deemed appropriate, approve a special resolution authorizing certain amendments to the Articles of the Corporation, which amendments include the adoption of an advance notice policy among other corporate maintenance matters, as more particularly described in the accompanying management information circular of the Corporation (the "Information Circular"); and
- (e) transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

This Notice of Meeting is accompanied by the Information Circular and a form of proxy (the "Proxy Instrument").

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is May 8, 2019 (the "Record Date"). Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof.

**A shareholder of the Corporation may attend the Meeting in person or may be represented by proxy. Registered shareholders of the Corporation who are unable to attend the Meeting or any adjournment(s) thereof in person are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) thereof.**

To be effective, the enclosed Proxy Instrument must be returned to the Corporation's transfer agent, Odyssey Trust Company ("Odyssey") by: (i) mail using the enclosed return envelope; or (ii) hand delivery to Odyssey at Odyssey Trust Company, Victoria Tower, Suite 1717 - 25 Adelaide St East, Toronto ON M5C 3A1. Alternatively, you may vote by Internet at <http://odysseytrust.com/Transfer-Agent/Login> and clicking "Vote". All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Central time) on June 10, 2019 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment to the Meeting.

**If you are a non-registered beneficial shareholder, a voting information form (also known as a VIF), instead of a form of proxy, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.**

**DATED** at Chicago, Illinois this 9th day of May, 2019.

BY ORDER OF THE BOARD

(signed) "Benjamin Kovler"  
Benjamin Kovler  
Chief Executive Officer, Chairman and Founder