

**Form 62-103F1**

***Required Disclosure under the Early Warning Requirements***

This report (the “**Report**”) is filed to amend information disclosed in a previously filed early warning report dated March 5, 2019 (the “**Prior Report**”).

**Item 1 – Security and Reporting Issuer**

**1.1 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.**

Green Thumb Industries Inc. (the “**Issuer**”)  
325 W Huron St, Suite 412, Chicago, Illinois, 60654

Super Voting Shares, Multiple Voting Shares and Subordinate Voting Shares.

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable, this report is being filed to describe a change in a material fact set out in the Prior Report

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

Ben Kovler (the “**Acquiror**”)  
325 W Huron St, Suite 412, Chicago, Illinois, 60654

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

This Report is being filed to describe a change in material fact contained in the Prior Report which occurred on June 28, 2019 and is described in item 7 (the “**Triggering Event**”).

**2.3 State the names of any joint actors.**

GTI II, LLC, RCP 23, LLC, BK Capital, LLC. See also item 7.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.**

Not applicable.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

Not applicable.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Triggering Event, the Acquiror, together with his joint actors (which included Peter Kadens), held beneficial ownership or control or direction over 370,130 Super Voting Shares, which represented approximately 88.9% of the class, 334,243 Multiple Voting Shares, which represented approximately 66.1% of the class, and 569,807 Subordinate Voting Shares, which represented approximately 0.5% of the class. Each Super Voting Share carries 1,000 votes and is convertible into one Multiple Voting Share and each Multiple Voting Share carries 100 votes and is convertible into 100 Subordinate Voting Shares (each of which carries one vote).

Following the Triggering Event, the Acquiror, together with his remaining joint actors, hold beneficial ownership or control or direction over 342,739 Super Voting Shares, which represent approximately 82.3% of the class, 334,243 Multiple Voting Shares, which represent approximately 66.1% of the class, and 14,898 Subordinate Voting Shares, which represent less than 0.1% of the class.

In addition, the Acquiror holds (i) 50,000 stock options of the Issuer exercisable to acquire 50,000 Subordinate Voting Shares at an exercise price of C\$14.64 until August 29, 2018, of which 16,666 stock options vest on August 29, 2019, 16,667 stock options vest on August 29, 2020 and 16,667 stock options vest on August 29, 2021, (ii) 50,000 restricted share units ("RSUs") of the Issuer subject to a 2-year vesting period during which 25,000 RSUs vest on August 30, 2019 and 25,00 RSUs vest on August 30, 2020, and (iii) 100,000 RSUs subject to a 3-year vesting period during which 33,333 RSUs vest on April 12, 2020, 33,333 RSUs vest on April 12, 2021 and 33,334 RSUs vest on April 12, 2022. The Triggering Event had no impact on such holdings.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.4.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See item 6.

- 3.6 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 3.7 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 4 — Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Not applicable.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

As of the date of this report, the Acquiror is not aware of any plans nor has any future intentions that would relate to or result in any of the events set out in items (a) through (k) above.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

The shares owned by RCP23, LLC, a joint actor of the Acquiror, are managed by GTI Management, LLC ("**GTI Management**"). Prior to the Triggering Event, GTI Management was jointly controlled by the Acquiror and Peter Kadens. Following the Triggering Event, GTI Management is exclusively controlled by the Acquiror. The interests in RCP23, LLC are owned by a number of parties, including the Acquiror and Peter Kadens. The Triggering Event does not impact Peter Kadens' ownership interest in RCP23, LLC.

The management of GTI II, LLC is controlled by the Acquiror. The interests of GTI II, LLC are owned by a number of parties, including the Acquiror and Peter Kadens. The Triggering Event does not impact any existing arrangements relating to GTI II, LLC.

In connection with the Super Voting Shares, the Acquiror and joint actors and certain other parties previously entered into a coattail agreement. The coattail agreement contains certain restrictions on the transfer of the Super Voting Shares in order to provide the other shareholders of the Issuer with certain rights in the event of a transaction that would have constituted a take-over bid, if the Super Voting Shares had been Multiple Voting Shares or Subordinate Voting Shares.

### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Effective June 28, 2019, Peter Kadens resigned as a managing member of GTI Management, which manages RCP 23, LLC. Prior to such resignation, GTI Management was jointly controlled by the Acquiror and Peter Kadens. Accordingly, Peter Kadens was considered to be a joint actor of the Acquiror with respect to the shares of the Issuer owned or controlled by RCP 23, LLC and securities owned or controlled by Peter Kadens and his joint actors were included in the early warning reports filed by the Acquiror.

Following the resignation of Peter Kadens, GTI Management is exclusively controlled by the Acquiror. Accordingly, Peter Kadens is no longer a joint actor of the Acquiror and, as a consequence, securities owned or controlled by Peter Kadens and his joint actors are no longer included in early warning reports filed by the Acquiror.

### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**[Remainder of the Page Intentionally Blank]**

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, 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: July 2, 2019

By: (signed) “*Benjamin Kovler*”  
Benjamin Kovler