

## GREEN THUMB INDUSTRIES INC.

### Notice of Annual General Meeting of Shareholders (the “Notice”)

The 2020 annual general meeting of shareholders (the “**Meeting**”) of Green Thumb Industries Inc., a British Columbia corporation (the “**Corporation**”), will be a virtual meeting held on June 23, 2020 beginning at 10 a.m. (Central time), at [www.virtualshareholdermeeting.com/GTBIF2020](http://www.virtualshareholdermeeting.com/GTBIF2020).

The following matters will be considered at the Meeting:

- The setting of the number of directors at seven;
- The re-election of directors for the forthcoming year from the nominees proposed by management of the Corporation;
- The re-appointment of Macias Gini & O’Connell LLP, as auditors for the Corporation and the authorization of the board of directors of the Corporation (the “**Board**”) to fix the auditors’ remuneration and terms of engagement; and
- The transaction of such other business as may properly come before the Meeting or any adjournment(s) thereof.

This Notice of Meeting is accompanied by the proxy statement and the accompanying form of proxy (“**Proxy Instrument**”). As permitted by applicable securities law, the Corporation is using notice-and-access to deliver the proxy statement to shareholders. This means that the proxy statement is being posted online to access, rather than being mailed out. Notice-and-access substantially reduces the Corporation’s printing and mailing costs and is environmentally friendly as it reduces paper and energy consumption. The proxy statement, the audited annual consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the notes thereto, and the independent auditor’s report thereon and the related management’s discussion and analysis are available on the Corporation’s website at [gtigrows.com](http://gtigrows.com), SEDAR at [www.sedar.com](http://www.sedar.com) and the SEC’s website at [www.sec.gov](http://www.sec.gov). **Shareholders will still receive a Proxy Instrument or a voting instruction form in the mail so they can vote their shares but, instead of receiving a paper copy of the proxy statement, they will receive a notice with information about how they can access the proxy statement electronically and how to request a paper copy.**

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 4, 2020 (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 live via webcast or may be represented by proxy. Registered shareholders of the Corporation who are unable to attend the Meeting or any adjournment(s) thereof via the webcast 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 Broadridge (“**Broadridge**”) by mail using the enclosed return envelope to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Alternatively, you may vote by Internet at [www.proxyvote.com](http://www.proxyvote.com) and clicking “**Vote**” or by calling 1-800-690-6903. All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 10:59 p.m. (Central Time) on June 19, 2020 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(s) to the Meeting.

Whether or not you plan to attend the Meeting via live webcast, we encourage you to read this proxy statement and ***promptly vote your shares***. For specific instructions on how to vote your shares, please refer to the section entitled “*How You Can Vote*” and to the instructions on your proxy or voting instruction card.

DATED as of April 29, 2020  
By Order of the Board of Directors

/s/ Benjamin Kovler  
Benjamin Kovler  
Chief Executive Officer, Chairman and Founder

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 23, 2020**

The Notice of Annual General Meeting and Proxy Statement are available on our website at [investors.gtigrows.com/2020proxy](http://investors.gtigrows.com/2020proxy). The 2019 Annual Report to Shareholders, which includes our Form 10-K for the year ended December 31, 2019, is available on our website at [investors.gtigrows.com/2019annualreport](http://investors.gtigrows.com/2019annualreport).

**YOUR VOTE IS IMPORTANT.  
PLEASE VOTE YOUR PROXY OVER THE INTERNET  
BY VISITING [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)  
OR BY TELEPHONE (800) 690-6903  
OR  
MARK, SIGN, DATE AND RETURN YOUR PROXY CARD BY MAIL  
WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL GENERAL MEETING.**