FORM 11

NOTICE OF PROPOSED GRANT OF STOCK OPTIONS AND RESTRICTED SHARE UNITS

Name of Listed Issuer: Cresco Labs Inc. (the “Issuer”).

Trading Symbol: CL.CN  
  
Date: November 18, 2022

1. **New Grants:**

Date of Grant: September 30th, 2022

Note: All Prices given are in Canadian Dollars.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Optionee | Position (Director/ Officer/  Employee/ Consultant/ Management Company | Insider Yes, or No? | No. of Shares | Exercise Price | Expiry Date | No. of Options Granted in Past 12 Months |
| Multiple | Employee | No | 487,996 | $3.81 | 9/30/2032 | 488,871 |
| Multiple | Employee | Yes | 32,671 | $3.81 | 9/30/2032 | 32,671 |
| Multiple | Employee | No | 195,116 (Restricted Share Units) (“RSUs”) | N/A | N/A | 248,209 |
| Multiple | Employee | Yes | 8,115 (RSUs) | N/A | N/A | 8,115 |

Total number of shares proposed for acceptance: 723,898.

## Other Presently Outstanding Options and RSUs:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Position (Director/ Officer/  Employee/ Consultant/ Management Company | No. of Shares (1) | Exercise Price | Original Date of Grant | Expiry Date |
| Board of Directors | 2,598,356 | $6.33 - $13.00 | 01/17/2019 - 12/16/2020 | 01/17/2029 - 12/16/2030 |
| Management Personnel | 10,126,330 | $1.31 - $16.67 | 06/01/2016 - 01/15/2022 | 06/01/2026 - 01/15/2032 |
| Employee | 10,301,072 | $1.26 - $15.88 | 05/01/2016 - 06/30/2022 | 05/01/2026 - 06/30/2032 |
| Board of Directors | 684,458 | RSUs | 06/30/2021 - 07/15/2022 | N/A |
| Management Personnel | 476,538 | RSUs | 09/30/2020 - 01/04/2022 | N/A |
| Employee | 2,831,124 | RSUs | 07/12/2019 - 06/30/2022 | N/A |

Total number of other presently outstanding options and RSUs: 27,017,879

Total number of shares outstanding: 27,741,777

(1) Set out number of shares for each grant with different terms.

**3. Additional Information**

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

November 14, 2018 – Date of approval of incentive plan of Issuer

(b) State the date of the news release announcing the grant of options.

N/A

(c) State the total issued and outstanding share capital at the date of grant or amendment.

As of September 30, 2022, the Issuer had 280,988,200 subordinate voting shares issued and outstanding.

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

0%

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

12,989,361 shares reserved for future grant as of the latest grant herein.

1. If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

1. Describe the particulars of any proposed material changes in the affairs of the Issuer.

Please see Issuer's profile at [www.sedar.com](http://www.sedar.com) for any publicly disclosed proposed material changes in the affairs of the issuer.

**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

1. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
2. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
3. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated November 18, 2022

John Schetz  
Name of Director or Senior Officer

(signed) "*John Schetz*"  
Signature

General Counsel  
Official Capacity