

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Cresco Labs, Inc. (the "Issuer").

Trading Symbol: CL

Date: April 2nd, 2020

1. New Options Granted:

Date of Grant: September 30th, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
	Employee		20,000	C\$7.81	9/30/2029	
	Employee		15,000	C\$7.81	9/30/2029	
	Employee		75,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		500,000	C\$7.81	9/30/2029	
	Employee		30,000	C\$7.81	9/30/2029	
	Employee		20,000	C\$7.81	9/30/2029	
	Employee		20,000	C\$7.81	9/30/2029	
	Employee		15,000	C\$7.81	9/30/2029	
	Employee		30,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		100,000	C\$7.81	9/30/2029	
	Employee		30,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		50,000	C\$7.81	9/30/2029	
	Employee		75,000	C\$7.81	9/30/2029	

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

	Employee		15,000	C\$7.81	9/30/2029	
	Employee		15,000	C\$7.81	9/30/2029	
	Employee		80,000	C\$7.81	9/30/2029	
	Employee		50,000	C\$7.81	9/30/2029	
	Employee		50,000	C\$7.81	9/30/2029	
	Employee		20,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		10,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		15,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		25,000	C\$7.81	9/30/2029	
	Employee		10,000	C\$7.81	9/30/2029	

Total number of optioned shares proposed for acceptance: 1,420,000.

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
	100,000	C\$1.20	5/15/2015	5/15/2025
	200,000	C\$0.62	6/15/2015	6/15/2025
	10,000	C\$1.33	9/14/2015	9/14/2025
	100,000	C\$1.43	1/25/2016	1/25/2026
	140,000	C\$1.40	2/1/2016	2/1/2026
	50,000	C\$1.34	3/15/2016	3/15/2026
	300,000	C\$1.26	5/1/2016	5/1/2026
	500,000	C\$1.31	6/1/2016	6/1/2026
	7,500	C\$1.34	11/16/2016	11/16/2026
	20,000	C\$1.33	12/1/2016	12/1/2026
	10,000	C\$1.33	12/16/2016	12/16/2026
	30,000	C\$1.34	1/1/2017	1/1/2027
	10,000	C\$1.33	3/16/2017	3/16/2027
	40,000	C\$1.22	9/14/2017	9/14/2027
	200,000	C\$1.25	10/16/2017	10/16/2027
	300,000	C\$1.29	11/1/2017	11/1/2027
	50,000	C\$1.45	11/22/2017	11/22/2027
	250,000	C\$1.47	12/12/2017	12/12/2027
	3,100,000	C\$1.43	1/1/2018	1/1/2028
	300,000	C\$1.42	1/1/2018	1/1/2028
	7,637,500	C\$2.82	1/1/2018	1/1/2028
	50,000	C\$1.46	3/1/2018	3/1/2028
	275,000	C\$1.48	3/13/2018	3/13/2028
	101,250	C\$1.49	3/15/2018	3/15/2028
	200,000	C\$2.94	3/15/2018	3/15/2028
	400,000	C\$1.47	4/2/2018	4/2/2028
	400,000	C\$2.93	5/29/2018	5/29/2028
	200,000	C\$2.91	6/1/2018	6/1/2028
	350,000	C\$2.97	6/18/2018	6/18/2028
	200,000	C\$2.93	7/30/2018	7/30/2028
	25,000	C\$4.93	7/16/2018	7/16/2028
	10,000	C\$4.94	7/23/2018	7/23/2028

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

	50,000	C\$4.88	8/6/2018	8/6/2028
	100,000	C\$4.88	8/8/2018	8/8/2028
	200,000	C\$4.89	8/24/2018	8/24/2028
	18,750	C\$4.86	8/27/2018	8/27/2028
	250,000	C\$4.89	9/1/2018	9/1/2028
	25,000	C\$4.86	9/24/2018	9/24/2028
	100,000	C\$4.89	9/26/2018	9/26/2028
	50,000	C\$4.86	10/8/2018	10/8/2028
	360,000	C\$4.87	10/15/2018	10/15/2028
	25,000	C\$4.91	10/22/2018	10/22/2028
	25,000	C\$4.91	10/23/2018	10/23/2028
	50,000	C\$4.91	11/1/2018	11/1/2028
	200,000	C\$4.92	11/5/2018	11/5/2028
	75,000	C\$4.92	11/7/2018	11/7/2028
	400,000	C\$4.97	11/12/2018	11/12/2028
	500,000	C\$4.94	11/19/2018	11/19/2028
	250,000	C\$4.97	11/26/2018	11/26/2028
	275,000	C\$4.98	11/28/2018	11/28/2028
	20,000	C\$8.58	12/3/2018	12/3/2028
	50,000	C\$8.71	12/10/2018	12/10/2028
	200,000	C\$8.84	12/21/2018	12/21/2028
	10,000	C\$8.87	12/31/2018	12/31/2028
	5,000	C\$8.53	2/4/2019	2/4/2029
	70,000	C\$8.60	2/18/2019	2/18/2029
	15,000	C\$8.57	2/25/2019	2/25/2029
	382,000	C\$15.03	3/31/2019	3/31/2029
	1,340,000	C\$13.45	6/30/2019	6/30/2029

Total number of other presently outstanding: 20,612,000

Total number of optioned shares outstanding: 22,032,000

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

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

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, 2019, the Issuer had 67,514,254 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.

4,440,251 shares reserved for future grant.

- (f) 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.

In September 2019, the Company completed an underwritten unit offering to issue 7,350,000 units at a price of CAD\$10.00 per unit.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Please see Issuer's profile at 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.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated April 2nd, 2020

John Schetz
Name of Director or Senior
Officer

(signed) "John Schetz"
Signature

General Counsel
Official Capacity