FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Trulieve Cannabis Corp. (the “Issuer”).

Trading Symbol: TRUL (subordinate voting shares)

Date: September 17, 2020

Is this an updating or amending Notice: Yes X No

If yes provide date(s) of prior Notices: .

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 53,401,630 Subordinate Voting Shares.

Date of News Release Announcing Proposed Prospectus Offering: September 16, 2020 (announcing the Proposed Prospectus Offering and the concurrent private placement offering (the “**Concurrent Private Offering**”).

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

**1. Prospectus Offering**

1. Description of securities to be issued:

 (a) Class Subordinate Voting Shares.

 (b) Number 4,100,000 Subordinate Voting Shares, plus an additional 615,000 Subordinate Voting Shares pursuant to an over-allotment option, for a total of 4,715,000 Subordinate Voting Shares to be issued under the Proposed Prospectus Offering and the Concurrent Private Offering.

 (c) Price per security C$24.50 per Subordinate Voting Share.

 (d) Voting rights One vote per Subordinate Voting Share .

1. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: C$23.3975 per Subordinate Voting Share (after deduction of 4.5% underwriters’ fee).

(b) Aggregate proceeds: C$110,319,212 (after deduction of 4.5% underwriters’ fee).

3. Provide description of any Warrants (or options) including: N/A

 (a) Number .

 (b) Number of securities eligible to be purchased on exercise of Warrants (or options) .

 (c) Exercise price .

 (d) Expiry date .

 (e) Other significant terms .

## 4. Provide the following information if debt securities are to be issued: N/A

 (a) Aggregate principal amount .

 (b) Maturity date .

 (c) Interest rate .

 (d) Conversion terms .

 (e) Default provisions: .

1. Details of currently issued and outstanding shares of each class of shares of the Issuer: 53,401,630 Subordinate Voting Shares, 581,825 Super Voting Shares and 14,852.2700 Multiple Voting Shares.
2. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.). N/A .
3. Provide details of the use of the proceeds: The Issuer intends to use the net proceeds from the Prospectus Offering and the Concurrent Private Offering for capital expenditures, business development and for general corporate purposes.
4. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A

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1. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: The Issuer is conducting the Concurrent Private Offering. Please refer to the Prospectus Supplement, attached hereto, for full details of the proposed Concurrent Private Offering.
2. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):

(a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)

Canaccord Genuity Corp. 161 Bay Street, Suite 3000, Toronto, ‎Ontario, M5J 2S1

 ‎Beacon Securities Limited, 66 Wellington Street West, Suite 4050, Toronto, Ontario M5K 1H1

 Cormark Securities Inc. Royal Bank Plaza, North Tower, 200 Bay Street, Suite 1800, Toronto, Ontario M5J 2J2

Echelon Wealth Partners Inc. 1 Adelaide Street East, Suite 2100, Toronto, Ontario M5C 2V9

PI Financial Corp. 40 King Street West, Suite 3401, Toronto, Ontario M5H 3Y2

(b) Cash 4.5% of the gross proceeds from the Prospectus Offering and the Concurrent Private Offering .

(c) Securities N/A .

(d) Other reimbursement of the Underwriters’ expenses .

(e) Expiry date of any options, warrants etc. N/A .

(f) Exercise price of any options, warrants etc. N/A .

1. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A .
2. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Subordinate Voting Shares to be issued under the Offering and the Concurrent Private Offering will be issued pursuant to the terms of the amended and restated underwriting agreement between the Issuer and the Underwriters dated September 17, 2020. Please refer to the “*Plan of Distribution*” heading in the Prospectus Supplement, attached hereto, for full details.
3. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. Please refer to the Prospectus Supplement, attached hereto, for full details of the proposed Offering.

**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 on behalf of the Issuer.

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 8 Notice of Proposed Prospectus Offering is true.

Dated September 17, 2020.

 Eric Powers
Name of Director or Senior Officer

 ‎(s) “*Eric Powers*”‎
Signature

 Corporate Secretary
Official Capacity