

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: MedMen Enterprises Inc. (the "Issuer").

Trading Symbol: MMEN.

Date: October 15, 2018.

Is this an updating or amending Notice: ☐ Yes ☒ No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: Among other securities, 70,841,140 Class B Subordinate Voting Shares of the Issuer were outstanding as of September 27, 2018.

Date of News Release Announcing Private Placement: October 1, 2018 and October 3, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: CDN\$5.14 and CDN\$5.35, respectively.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
[Intentionally Omitted]	16,211,284	N/A	US\$4.97	Section 3 of B.C. Instrument 72-503		N/A	N/A
[Intentionally Omitted]	1,023,256	N/A	US\$4.73	Section 3 of B.C. Instrument 72-503		N/A	N/A

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

[SEE FORM 10 FILED IN ASSOCIATION WITH THIS FORM 9 FOR ADDITIONAL DETAILS IN RESPECT OF TRANSACTIONS ASSOCIATED WITH THE ISSUANCES OF RIGHTS (AS DEFINED HEREIN).]

1. Total amount of funds to be raised: _____ .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 16,211,284 warrants issued on October 1, 2018 and 1,023,256 warrants issued on October 3, 2018.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Such warrants (the "**Warrants**") are exercisable for an aggregate of 17,234,540 Class B Common Shares of MM Can USA, Inc. (the "**Redeemable Shares**"), a

subsidiary of the Issuer, which Redeemable Shares are by their terms redeemable or exchangeable for an equivalent number of Class B Subordinate Voting Shares of the Issuer (the “**Subordinate Voting Shares**”). Such Warrants each have attached to them, and any resulting Redeemable Shares upon the exercise of such Warrants shall each have attached to them, a right issued by the Issuer (collectively, the “**Rights**”) entitling the holders thereof to receive one Subordinate Voting Share upon the redemption or exchange of such resulting Redeemable Shares in accordance with their terms. The Rights are not and will not be tradable separately from such Warrants nor such resulting Redeemable Shares.

- (c) Exercise price US\$4.97 and US\$4.73 respectively for the Warrants issued on October 1, 2018 and October 3, 2018.
- (d) Expiry date April 1, 2021 and April 3, 2021.

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .

8. 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 placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship ____
_____.
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
None.
11. State whether the private placement will result in a change of control.
No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102..

2. Acquisition

[INTENTIONALLY DELETED]

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.
2. As of the date hereof there is not 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 15, 2018.

Lisa Sergi Trager
Name of Director or Senior
Officer

"Lisa Sergi Trager"
Signature

General Counsel
Official Capacity