

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

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

Trading Symbol: MMEN

Date: December 5, 2018

Is this an updating or amending Notice: X Yes No

If yes provide date(s) of prior Notices: November 16, 2018_____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: 1,630,590 Class A Super Voting Shares and 73,962,828 Class B Subordinate Voting Shares (as of November 13, 2018).

Date of News Release Announcing Proposed Prospectus Offering: November 9, 2018.
(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 Units ("Units") comprised of one Class B Subordinate Voting Share of the Issuer (a "Class B Share") and one Class B share purchase warrant (each full Class B Share purchase warrant, a "Warrant").
- (b) Number 13,640,000 Units, plus any securities issued pursuant to the Underwriters' (as defined below) Over-Allotment Option (as defined below).

The Underwriters have been granted an over-allotment option (the "Over-Allotment Option"), exercisable, in whole or in part, at any time and from time to time on or prior to the date that is 30 days following the closing of the Offering, to purchase up to an additional 2,046,000 Units at the Offering Price (as defined below). The Underwriters may elect to exercise the Over-Allotment Option to acquire additional Units, Class B Shares (the "Over-Allotment Shares") and/or Warrants (the "Over-Allotment Warrants") so long as the aggregate number of Over-Allotment Shares and Over-

Allotment Warrants that may be issued under such Over-Allotment Option does not exceed 2,046,000 Over-Allotment Shares and 2,046,000 Over-Allotment Warrants.

- (c) Price per security \$5.50 per Unit (the "Offering Price").
- (d) Voting rights Yes. Class B Shares (including any Over-Allotment Shares) have the voting rights per the articles of the Issuer. The Warrants (including any Over-Allotment Warrants) will have voting rights only as set out in the warrant indenture.
2. Provide details of the net proceeds to the Issuer as follows:
- (a) Per security: \$5.17 per Unit.
- (b) Aggregate proceeds: \$70,518,800 (net proceeds) before deducting expenses of the Offering. If the Over-Allotment Option is exercised in full, the net proceeds to the Issuer will be \$81,096,620.
3. Provide description of any Warrants (or options) including:
- (a) Number 13,640,000 Warrants, plus up to 2,046,000 Warrants issued pursuant to the exercise of the Underwriters' Over-Allotment Option.
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 13,640,000 Class B Shares plus up to 2,046,000 Class B Shares issued pursuant to the full exercise of the Underwriters' Over-Allotment Option (the "Warrant Shares").
- (c) Exercise price \$6.87 per Warrant Share.
- (d) Expiry date September 27, 2021.
- (e) Other significant terms None.
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 _____.

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 1,630,590 Class A Common Shares and 74,007,855 Class B Shares (as of November 27, 2018).
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.). N/A
7. Provide details of the use of the proceeds: The Company intends to use the net proceeds from the Offering for continued expansion of its retail footprint across attractive cannabis markets, development of its cultivation and production facilities, working capital and general corporate purposes. Full details are set out in the final prospectus for the Offering dated November 28, 2018, a copy of which will be posted on SEDAR.
8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A
9. 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: N/A
10. 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, Toronto, ON M5J 2S1
- Eight Capital, 100 Adelaide St W, Suite 2900, Toronto, ON M5H 1S3
- Cormark Securities Inc., 200 Bay Street, Toronto, ON M5J 2J2
- (collectively, the “**Underwriters**”).
- (b) Cash 6% of the gross proceeds of the Offering.
- (c) Securities N/A.

- (d) Other N/A.
 - (e) Expiry date of any options, warrants etc. N/A.
 - (f) Exercise price of any options, warrants etc. N/A.
11. 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

12. 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 securities are being issued pursuant to an underwriting agreement between the Issuer and the Underwriters dated November 16, 2018, a copy of which is posted on SEDAR.
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. See item 12 and the final prospectus for the Offering dated November 28, 2018, a copy of which is posted on SEDAR.

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.
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 8 Notice of Proposed Prospectus Offering is true.

Dated December 5, 2018.

Lisa Sergi Trager
Name of Director or Senior
Officer

Lisa Sergi Trager (signed)
Signature

General Counsel
Official Capacity