



CRESCO LABS INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON
OCTOBER 30, 2026**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of Subordinate Voting Shares, Proportionate Voting Shares, Super Voting Shares ("**Multiple Voting Shares**") and Special Subordinate Voting Shares (collectively, the "**Voting Shares**") of Cresco Labs Inc. ("**Cresco**" or the "**Corporation**") will be held at 12:00 p.m. (Central Daylight Time) on October 30, 2026, and will be a virtual meeting conducted via live audio webcast. The Meeting will be held for the following purposes:

1. to receive and consider the Corporation's financial statements for the years ended December 31, 2025 and 2024, together with the auditor's report thereon;
2. to set the number of directors of the Corporation at seven (7);
3. to elect the directors of the Corporation to serve until the next annual meeting of Shareholders or until their successors are elected or appointed;
4. to reappoint Baker Tilly US, LLP as independent auditor of the Corporation to hold office until the next annual meeting of Shareholders and to authorize the directors to fix the remuneration thereof;
5. to consider and, if deemed advisable, to adopt a special resolution, for the purpose of amending the articles of the Corporation to extend the U.S. exchange listing "sunset" date for the Multiple Voting Shares of the Corporation;
6. to consider and, if deemed advisable, to adopt a special resolution (the "**Share Exchange Resolution**") approving a plan of arrangement (the "**Share Exchange Arrangement**") under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") whereby the Corporation's securities will be: (i) consolidated pursuant to a reverse split at an exchange ratio to be fixed by the Corporation's board of directors (subject to a minimum of five (5) and a maximum of fifteen (15) pre-Reverse Split Cresco securities for one (1) post-Reverse Split security) (the "**Reverse Split**"), and (ii) exchanged for securities of a new British Columbia parent corporation ("**TopCo**"), pursuant to which Cresco will become a wholly owned subsidiary of TopCo, the Shareholders will become shareholders of TopCo, and TopCo will become a publicly listed holding company with Cresco as its wholly owned subsidiary (collectively, the "**Share Exchange**");
7. to consider and, if deemed advisable, to adopt a special resolution (the "**Redomicile Resolution**" and together with the Share Exchange Resolution, the "**Arrangement Resolutions**") approving a plan of arrangement (the "**Redomicile Arrangement**" and together with the Share Exchange Arrangement, the "**Arrangements**") under the BCBCA whereby TopCo will continue out of British Columbia, Canada to the State of Delaware in the United States, with corresponding changes to the Corporation's share capitalization, including the adoption of a new U.S.-style long-term incentive plan, to take effect upon implementation of the redomicile; and
8. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Annual General and Special Meeting (the "**Information Circular**"),

including additional information relating to the Arrangements, and the Dissent Rights (as defined below) as well as information concerning Cresco, TopCo and the issuer resulting from the Arrangements.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is September 15, 2026 (the "**Record Date**"). All Shareholders of record as of the close of business on the Record Date are entitled to virtually attend, participate and vote at the Meeting, or by proxy.

Registered Shareholders as at the Record Date have the right to dissent with respect to the Arrangement Resolutions and, if the Arrangement Resolutions become effective, to be paid the fair value of their shares in accordance with Sections 237 through 247 of the BCBCA, as modified by the provisions of the interim order of the Supreme Court of British Columbia (the "**Interim Order**") and the Plans of Arrangement, as applicable (the "**Dissent Rights**"). A Shareholder's right to dissent is more particularly described in the Information Circular and the text of Sections 237 through 247 of the BCBCA as set forth in Schedule "H" accompanying the Information Circular. Failure to strictly comply with the requirements set forth in such sections, as modified by the Interim Order and the Plans of Arrangement, may result in the loss of any right to dissent.

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all Shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate in the Meeting and engage with Cresco leadership as well as other Shareholders. Shareholders will not be able to attend the Meeting in person. Registered Shareholders and duly appointed proxyholders will be able to attend, participate, and vote at the Meeting online at <https://meetings.lumiconnect.com/400-728-762-814> (Meeting ID: 400-728-762-814; Password: cresco2026). Beneficial Shareholders (being Shareholders who hold their Voting Shares through a broker, investment dealer, bank, trust company, custodian, nominee, or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend as a guest and view the webcast but not be able to participate or vote at the Meeting.

As a Shareholder of the Corporation, it is very important that you read the Information Circular and other Meeting materials carefully. They contain important information with respect to, among other things, voting your Voting Shares and attending and participating at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her, or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your Voting Shares, including if you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you **MUST** register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a username to participate in the Meeting. Without a username, proxyholders will not be able to attend, participate, or vote at the Meeting. To register a proxyholder, shareholders **MUST** send an email to proxy@odysseytrust.com and provide Odyssey Trust Company ("**Odyssey**") with their proxyholder's contact information, amount of shares appointed, name in which the shares are registered if they are a registered Shareholder, or name of broker where the shares are held if a Beneficial Shareholder, so that Odyssey may provide the proxyholder with a username via email.

Shareholders who have questions regarding the Meeting or require assistance with voting their Voting Shares may contact Laurel Hill by telephone or text message toll-free within North America at 1-877-452-7184, by telephone outside North America at 1-416-304-0211, with collect calls accepted, or by email at assistance@laurelhill.com.

Shareholders should follow the instructions on the forms they receive. Shareholders with questions should contact their intermediaries or Odyssey, the Corporation's transfer agent, toll free within North America at 1-888-290-1175, outside of North America at 1-587-885-0960 or by e-mail at proxy@odysseytrust.com.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations* (collectively, the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow issuers to post electronic versions of proxy-related materials online, via the System for Electronic Data Analysis and Retrieval + ("**SEDAR+**") and one other website, rather than mailing paper copies of such materials to securityholders.

Electronic copies of this Notice of Annual General and Special Meeting of Shareholders, the Information Circular, the Corporation's management discussion and analysis of the results of operations and financial condition of the Corporation for the year ended December 31, 2025, and the audited consolidated financial statements of the Corporation and accompanying notes for the years ended December 31, 2025 and 2024 together with the auditor's report thereon (the "**2025 MD&A and Financials**") may be found on SEDAR+ at www.sedarplus.ca and also on the Corporation's website at www.investors.crescolabs.com.

Shareholders will receive paper copies of a notice package (the "**Notice Package**") via pre-paid mail containing a notice with information prescribed by NI 54-101 and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder).

The Corporation will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Information Circular to some securityholders with a Notice Package.

Shareholders may obtain paper copies of the Information Circular and the 2025 MD&A and Financials free of charge by contacting Odyssey toll free within North America at 1-888-290-1175 and outside of North America at 1-587-885-0960.

Any shareholder wishing to obtain a paper copy of the meeting materials should submit their request no later than October 16, 2026, in order to receive paper copies of the meeting materials in time to vote before the Meeting. Shareholders may contact Odyssey toll free within North America at 1-888-290-1175 and outside of North America at 1-587-885-0960 to obtain more information about the Notice-and-Access Provisions. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the Corporation's website for one year from the date of posting.

DATED as of the 18th day of September, 2026.

Yours truly,

(signed) "*Thomas J. Manning*"

Thomas J. Manning
Chairman of the Board