

CRESCO LABS INC.

NOMINATING AND GOVERNANCE COMMITTEE MANDATE

1. PURPOSE

The primary function of the Nominating and Governance Committee (the "**Committee**") of Cresco Labs Inc. ("**Cresco**") is to assist the board of directors of Cresco (the "**Board**") in fulfilling its responsibility to oversee Cresco's corporate governance and nominating procedures.

The Committee is authorized by the Board to investigate any matter set out in this mandate or otherwise delegated to it by the Board.

The Committee will be provided with resources commensurate with the duties and the responsibilities assigned to it by the Board, including administrative support. If determined necessary by the Committee, it will have the discretion to investigate and conduct reviews of any governance matter, and may, with approval of the Board, retain experts and special counsel.

Nothing in this mandate is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This mandate is not intended to change or interpret the constating documents of Cresco or any federal, provincial, state or exchange law, regulation or rule to which Cresco is subject, and this mandate should be interpreted in a manner consistent with all such applicable laws, regulations and rules. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of Cresco or other liability whatsoever.

Any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board.

2. COMPOSITION OF THE COMMITTEE

- A. The Committee will consist of three or more directors, each of whom will be appointed by the Board.
- B. The Board will appoint one member of the Committee to be the chair of the Committee (the "**Committee Chair**"). If, following the election of directors, in any year, the Board does not appoint a Committee Chair, the incumbent Committee Chair will continue in office until a successor is appointed.
- C. Members of the Committee will be independent in accordance with applicable securities laws (including, for greater clarity, National Policy 58-201 – *Corporate Governance Guidelines*) and applicable stock exchange policies.
- D. Any member of the Committee may be removed and replaced at any time by the Board. The Board will fill vacancies on the Committee by appointment from

among qualified members of the Board. If a vacancy exists on the Committee, the remaining members will exercise all of their powers so long as a quorum remains in office.

3. MEETINGS OF THE COMMITTEE

- A. The Committee will convene a minimum of twice each year at such dates, times and places as may be designated or approved by the Committee Chair. Meetings of the Committee will be scheduled with due consideration to Cresco's financial year-end ("**Regular Meetings**").
- B. At the request of the external auditors of Cresco, the Chairman of the Board, the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer or any member of the Committee, the Committee Chair shall convene a meeting of the Committee. Any such request shall set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- C. Notice of each meeting will be given to each member of the Committee, the Chief Executive Officer and all other persons the Committee determines should be provided with notice of the meeting, unless all members of the Committee and the auditors are present and waive notice, or if those absent waive notice before or after a meeting.
- D. All members of the Committee will be entitled to attend each meeting of the Committee and will attend all meetings of the Committee either in person or by telephone, video or electronic means.
- E. Powers of the Committee may also be exercised by written resolutions signed by all the members of the Committee.
- F. Notice of a meeting of the Committee will:
 - i. be provided in writing and may be provided by electronic means;
 - ii. state the nature of the business to be transacted at the meeting in reasonable detail;
 - iii. to the extent practicable, be accompanied by copies of documentation to be considered at the meeting;
 - iv. be given at least two weeks prior to the time stipulated for Regular Meetings, or such shorter period as the members of the Committee may permit; and
 - v. be given at least two business days prior to the time stipulated for meetings that are not Regular Meetings, or such shorter period as the members of the Committee may permit.

- G. A quorum for the transaction of business at a meeting of the Committee will consist of a majority of its members. However, it will be the practice of the Committee to require the review, and if necessary, the approval of certain important matters by all members of the Committee.
- H. In the absence of the Committee Chair, the members of the Committee will choose one of the members present to be chair of the meeting. In addition, the members of the Committee will choose one of the persons present to be the secretary of the meeting.
- I. Minutes will be kept of all meetings of the Committee and will be signed by the chair and the secretary of the meeting.
- J. The Committee will, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

4. DUTIES AND RESPONSIBILITIES

4.1 Board Size, Composition and Structure

The Committee is responsible for:

- A. examining the size of the Board and recommending to the Board a size that facilitates effective decision making;
- B. recommending to the Board the number of Board positions to be filled by independent directors, with consideration given to applicable securities law and exchange policies;
- C. reviewing the overall composition of the Board, taking into consideration factors such as the business experience, the specific areas of expertise and the competency of each director, and making recommendations to the Board regarding the same; and
- D. evaluating whether the necessary and appropriate committees exist to support the work of the Board and making recommendations to the Board, as necessary and appropriate, for the reorganization of responsibilities among committees, the creation of additional committees or subcommittees, or the elimination of committees.

4.2 Director Criteria

The Committee is responsible for making recommendations to the Board with respect to the preferred experience and qualifications of new directors to be elected by shareholders, which will reflect, among other things:

- A. the competencies, skills and personal qualities that the Board, as a whole, should possess;

- B. the competencies and skills that the Committee considers each existing director to possess;
- C. the competencies, skills and personal qualities that each new director would bring to the Board; and
- D. the responsibilities that would materially interfere with or be incompatible with Board membership.

4.3 Candidates for Board Membership

The Committee is responsible for:

- A. recommending to the Board a list of qualified candidates for nomination for election to the Board at each annual general meeting of Cresco's shareholders; and
- B. identifying and recommending to the Board new candidates for Board membership, as such a need might otherwise arise.

In making its recommendations to the Board, the Committee will provide its assessment of whether each candidate is or would be (i) "independent" and (ii) "financially literate", within the meaning of applicable securities law.

4.4 Appointments to Board Committees

The Committee is responsible for recommending to the Board those directors it considers qualified for appointment to each committee of the Board. If a vacancy occurs at any time in the membership of any committee of the Board, the Committee will recommend to the Board a director to fill such a vacancy.

4.5 Board Orientation and Development

The Committee is responsible for:

- A. developing and overseeing an orientation program for new directors;
- B. developing and overseeing a continuing education program for current directors; and
- C. periodically reviewing and updating such programs, as necessary.

4.6 Performance Assessments

The Committee is responsible for:

- A. annually reviewing the effectiveness of the Board in fulfilling its responsibilities and duties as set out in the mandate of the Board, while considering the skills and expertise, group dynamics, core competencies, personal characteristics,

accomplishment of specific responsibilities, meeting attendance, participation and candour of the Board;

- B. establishing minimum attendance standards for directors; and
- C. ensuring that Cresco's public disclosure reflects each director's attendance record, the frequency of Board and committee meetings, and the Board performance assessment process.

4.7 Board Succession

The Committee is responsible for considering and recommending to the Board a succession plan for the Board that is responsive to Cresco's needs and the interests of its shareholders.

4.8 Approach to Governance

The Committee is responsible for reviewing Cresco's overall approach to governance and making appropriate recommendations to the Board regarding the same.

Among other things, the Committee is responsible for:

- A. periodically reviewing and assessing the mandate adopted by the Board and recommending any amendments to the Board;
- B. periodically reviewing and assessing the mandate of each committee of the Board and recommending any amendments to the Board;
- C. periodically reviewing and assessing the position descriptions for, as such positions may exist from time to time, the Lead Independent Director, Executive Chairman or Chairman of the Board, the Chair of the Audit Committee and the Chair of this Committee and recommending any amendments to the Board;
- D. periodically reviewing and assessing Cresco's Policies (as defined herein) and recommending any amendments to the Board;
- E. reviewing and recommending the implementation of structures and procedures to facilitate the Board's independence and the independence of its members from management and to avoid conflicts of interest;
- F. reviewing, approving and overseeing any transaction or agreement in which a director or senior management has a material interest;
- G. developing and recommending to the Board for approval a corporate code of conduct for all employees (including senior officers), monitoring compliance with such code, investigating any alleged breach or violation of such code, enforcing the provisions of such code, and reviewing such code periodically and recommending any changes to the Board;

- H. working with the CEO and other members of senior management to foster a healthy governance culture within Cresco;
- I. monitoring the compliance by Cresco with other statutory and regulatory requirements applicable to Cresco; and
- J. monitoring developments in the area of governance and recommend initiatives that will help Cresco maintain high standards of governance.

4.9 Policies

The Committee is responsible for:

- A. developing, assessing and recommending to the Board certain corporate governance policies appropriate for an issuer of Cresco's size, stage of development, and that align with applicable industry standards (the "**Policies**");
- B. confirming that the Policies address, among other things, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of Cresco's assets, compliance with the applicable laws, rules and regulations (including insider trading laws) and the reporting of illegal or unethical behaviour,
- C. establishing mechanisms to facilitate the effective operation of the Policies and the granting of waivers under any of the Policies;
- D. if appropriate, approving any waivers of the Policies sought by directors or members of senior management; and
- E. ensuring that any waivers of the Policies for directors or members of senior management are promptly disclosed to the Board and, if appropriate, to shareholders.

4.10 Reporting

The Committee will regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities, including any matters relating to the Policies and its review of any potential conflicts of interest.

5. ACCESS TO INFORMATION AND AUTHORITY

The Committee has the authority to:

- A. delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion;
- B. inspect any and all of the books and records of Cresco, its subsidiaries and affiliates (to the extent necessary);

- C. engage outside counsel and other advisors, including an executive search firm, as it determines necessary to carry out its duties;
- D. set and pay the compensation for any advisors employed by the Committee; and
- E. at any meeting, request the presence of a member of senior management or any other person who could contribute to the subject of the meeting.

6. ASSESSMENT

At least annually, the Committee will assess its effectiveness in fulfilling its responsibilities and duties, as set out in this mandate and in a manner consistent with the Board mandate to be adopted by the Board.

7. REVIEW AND DISCLOSURE

The Committee will review this mandate at least annually and submit it to the Board for approval with such further proposed amendments as it deems necessary and appropriate.

8. NO RIGHTS CREATED

This mandate is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this mandate should comply with all applicable laws, regulations and listing requirements and Cresco's constating documents, this mandate does not create any legally binding obligations on the Committee, the Board or Cresco.