

CRESCOlabs™ +  ORIGIN HOUSE = A WINNING FORMULA

CREATING A NORTH AMERICAN CANNABIS POWERHOUSE

Combining Cresco’s scale, expertise and brand portfolio with Origin House’s proven track record of leveraging their California-wide distribution footprint and key retailer relationships in the largest cannabis market in the world will drive significant growth for the shareholders of both companies.



Bolsters Leading Position in California Market	Expanded Distribution Infrastructure	Increased Scale & Capital Markets Presence	<p>OUR COMBINED FOOTPRINT</p> <ul style="list-style-type: none"> • 11 states* • 725+ dispensaries supplied • 1.5M sq. ft. of cultivation** • 23 facilities* <p>\$7.7B by 2022***</p> <ul style="list-style-type: none"> • We will be the leading multi-state operator in California • We will be the largest distributor in California • We will fill our dominant distribution pipeline with California brands
Strong & Expanding Multi-State Presence	Increased North American Footprint	Superior Existing Retail and Distribution Model	
Strong Pro Forma Cash Position	Continued Participation by Origin House Shareholders	Immediate Premium to Origin House Shareholders	

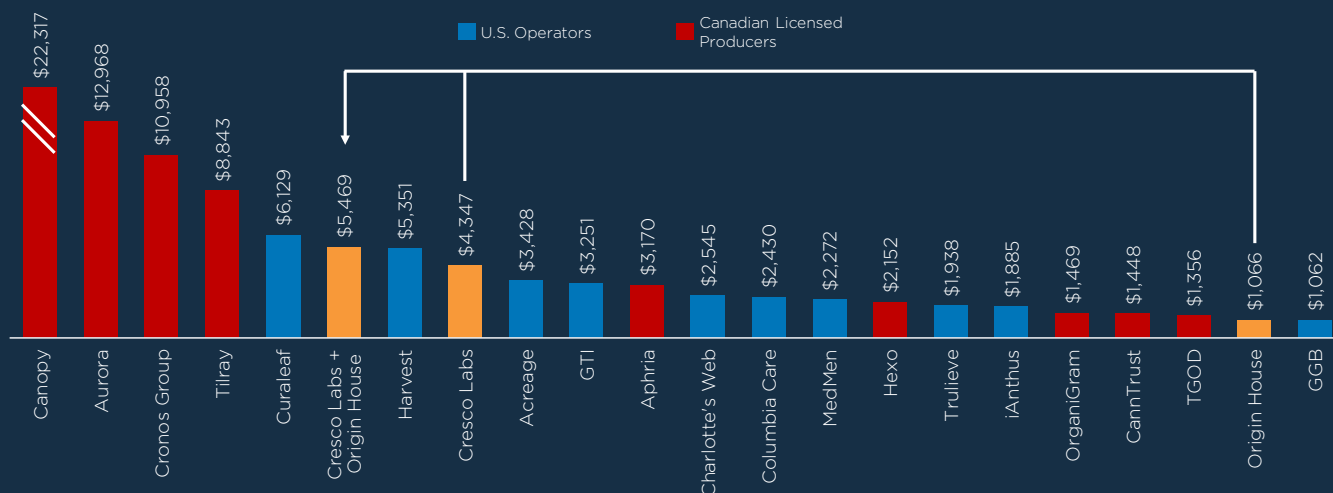
* With pending acquisition and regulatory approval
 ** With regulatory and regulatory approval by EOY 2019
 *** State Revenue Projections, Source: Arcview Market Research/BDS Analytics

TERMS OF THE TRANSACTION

Proposed Transaction	<ul style="list-style-type: none"> Cresco to acquire all of the issued and outstanding shares of Origin House Court approved Plan of Arrangement Pro forma ownership of ~80% for Cresco and ~20% for Origin House (on an as converted, fully-diluted basis)
Consideration to Origin House	<ul style="list-style-type: none"> 0.8428 Cresco shares per Origin House common share Based on Cresco's spot price of \$15.05 on March 29, 2019, implies a value of \$12.68 per Origin House Share Implied premium of 25.9% to Origin House's 30-day VWAP ending March 29, 2019
Key Approvals & Conditions	<ul style="list-style-type: none"> Origin House shareholder approval Customary regulatory and court approvals as well as other closing conditions
Deal Protection	<ul style="list-style-type: none"> Termination fee payable to Cresco in the amount of \$45 million if the transaction is terminated under certain circumstances Origin House is subject to non-solicitation provisions Cresco has a right to match provision
Timing	<ul style="list-style-type: none"> Special meeting of Origin House shareholders, which is expected to occur in June 2019 Expected closing late Q2 2019

NORTH AMERICAN CANNABIS POWERHOUSE

Market Capitalization (Fully-Diluted) – C\$ Millions



Note: Adjusted for subsequent events from most recent filings
Source: Company Filings, Capital IQ, Bloomberg, Public Disclosure, as at March 29, 2019

CONTACTS

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