
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-56248



TRULIEVE CANNABIS CORP.

(Exact name of registrant as specified in its charter)

British Columbia

(State or other jurisdiction of
incorporation or organization)

84-2231905

(I.R.S. Employer
Identification No.)

**6749 Ben Bostic Road
Quincy, FL 32351**

(Address of principal executive offices and zip code)

(850) 480-7955

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Securities registered pursuant to Section 12(g) of the Act: **Subordinate Voting Shares, no par value**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

[Table of Contents](#)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the Subordinate Voting Shares, Multiple Voting Shares, and Super Voting Shares (on an as converted basis, based on the closing price of these shares on the Canadian Securities Exchange) on June 30, 2024, the last business day of the registrant’s most recently completed second fiscal quarter, held by non-affiliates was \$1.50 billion.

As of February 20, 2025, there were 167,779,554 Subordinate Voting Shares, 23,226,386 Multiple Voting Shares (on an as converted basis) and zero Super Voting Shares (on an as converted basis) outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference from the definitive proxy statement to be filed by the registrant in connection with the 2025 Annual Meeting of Shareholders (the “2025 Proxy Statement”). The 2025 Proxy Statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after December 31, 2024, the end of the registrant’s fiscal year.

Table of Contents

	<u>Page</u>
<u>PART I</u>	
Item 1.	Business 3
Item 1A.	Risk Factors 14
Item 1B.	Unresolved Staff Comments 31
Item 1C.	Cybersecurity 31
Item 2.	Properties 32
Item 3.	Legal Proceedings 32
Item 4.	Mine Safety Disclosures 33
<u>PART II</u>	
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities 34
Item 6.	[Reserved] 36
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations 37
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk 48
Item 8.	Financial Statements and Supplementary Data 50
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure 105
Item 9A.	Controls and Procedures 105
Item 9B.	Other Information 106
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections 107
<u>PART III</u>	
Item 10.	Directors, Executive Officers and Corporate Governance 108
Item 11.	Executive Compensation 108
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters 108
Item 13.	Certain Relationships and Related Transactions, and Director Independence 108
Item 14.	Principal Accounting Fees and Services 108
<u>PART IV</u>	
Item 15.	Exhibits and Financial Statement Schedules 109
Item 16.	Form 10-K Summary 112

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words. Any statements contained in this Annual Report on Form 10-K that are not statements of historical facts may be deemed to be forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, results of operations and future growth prospects. The forward-looking statements contained herein are based on certain key expectations and assumptions, including, but not limited to, with respect to expectations and assumptions concerning receipt and/or maintenance of required licenses and third party consents and the success of our operations, are based on estimates prepared by us using data from publicly available governmental sources, as well as from market research and industry analysis, and on assumptions based on data and knowledge of this industry that we believe to be reasonable. These forward-looking statements speak only as of the date of this Annual Report on Form 10-K. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this Annual Report on Form 10-K may turn out to be inaccurate. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under “Risk Factors” and discussed elsewhere in this Annual Report on Form 10-K. You should, however, review the factors and risks we describe in the reports we will file from time to time with the SEC after the date of this Annual Report on Form 10-K.

Use of Names

In this Annual Report on Form 10-K, unless the context otherwise requires, the terms “we,” “us,” “our,” “Company,” “Corporation” or “Trulieve” refer to Trulieve Cannabis Corp. together with its owned subsidiaries and indirectly owned subsidiaries in which we consolidate.

Currency

Unless otherwise indicated, all references to “\$” or “US\$” in this document refer to United States dollars, and all references to “C\$” refer to Canadian dollars.

PART I

Item 1. Business.

Overview

Trulieve Cannabis Corp. is a reporting issuer in the United States and Canada. The Company's Subordinate Voting Shares (as hereinafter defined) are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "TRUL" and are also traded in the United States on the OTCQX Best Market ("OTCQX") under the symbol "TCNNF".

Trulieve is a vertically integrated cannabis company and multi-state operator with operations in nine states. Headquartered in Quincy, Florida, we are the largest cannabis retailer in the United States with market leading retail operations in Arizona, Florida, Georgia, Pennsylvania, and West Virginia. We are committed to delivering exceptional customer experiences through elevated service and high-quality branded products. We aim to be the brand of choice for medical and adult-use customers in all of the markets that we serve. The Company operates in highly regulated markets that require expertise in cultivation, manufacturing, and retail. We have developed proficiencies in each of these functional areas and are passionate about expanding access to regulated cannabis products through advocacy, education, and expansion of our distribution network.

All of the states in which we operate have developed programs to permit the use of cannabis products for medicinal purposes to treat specific conditions and diseases, which we refer to as medical cannabis. Recreational cannabis, or adult-use cannabis, is legal cannabis sold in licensed dispensaries to adults ages 21 and older. Thus far, of the states in which we operate, Arizona, Colorado, Connecticut, Maryland, and Ohio have launched programs permitting the sale of adult-use cannabis products. Trulieve operates its business through its directly and indirectly owned subsidiaries which hold licenses and have entered into managed service agreements in the states in which they operate.

As of December 31, 2024, we operated the following:

State	Number of Dispensaries	Number of Cultivation and Processing Facilities
Florida	160	5
Arizona	21	3
Pennsylvania	21	3
West Virginia	10	1
Georgia	6	1
Maryland	3	1
Ohio	3	—
Connecticut	1	—
Colorado	—	1
Total	225	15

Regional Hub Structure

Trulieve's production, retail, and distribution areas are organized into regional hubs whereby teams and assets are aggregated in order to effectively pair national structure and support with localized operations tailored to each market. Trulieve has established cannabis operations in three hubs: Southeast, Northeast, and Southwest. Each of our three regional hubs are anchored by market leading positions in cornerstone states of Florida, Pennsylvania, and Arizona.

In Florida and Georgia, Trulieve cultivates, processes, and manufactures all cannabis products sold in our dispensaries. In other markets including Arizona, Maryland, Pennsylvania, and West Virginia, we have achieved varying percentages of vertical integration with cultivation and processing operations to support our retail and wholesale businesses. Our investments in vertically integrated operations in several of our markets afford us ownership of the entire supply chain, which mitigates third-party risks and allows us to completely control product quality and brand experience. Trulieve employs an in-house quality team as well as testing laboratories in select markets, both of which allow us to more tightly control product quality.

Cultivation and Manufacturing of Cannabis Products

Trulieve produces high quality cannabis flower and uses a variety of processes to transform biomass into products sold through our retail and wholesale distribution network. With a focus on replicable, scalable operations, we have developed design standards, standard operating procedures, and training protocols that are employed across cultivation sites to achieve a high level of consistency and quality. The modular nature of our standard designs enables quick and incremental additions to capacity where appropriate. In Florida, where demand is high enough to support larger scale production, our state-of-the-art 750,000 square foot automated indoor cultivation facility affords us greater flexibility on pricing, promotional cadence, and assortment by enabling production of high potency and high-quality products at lower costs.

We utilize various extraction techniques including supercritical ethanol extraction, carbon dioxide extraction, hydrocarbon extraction, and mechanical separation. We have invested in light hydrocarbon extraction, which typically offers higher yields than other extraction methods and allows for concentrates that preserve the natural ratios of cannabinoids, terpenes, and other target compounds to better replicate the flower experience. Ethanol extraction and carbon dioxide extraction techniques offer different benefits than hydrocarbon extraction and are each used for specific purposes, such as production of oil for use in manufactured goods and targeted extraction of specific compounds. In addition, we employ distillation, purification, and manufacturing technologies to further refine extracts and transform them into a wide variety of finished products.

Distribution of Branded Product through Branded Retail

Distribution of branded products through our branded retail locations is a core driver of our long-term strategy. We have developed and acquired a curated portfolio of our own branded retail products that we cultivate, manufacture and distribute in over 200 Trulieve retail locations. By providing customers with consistent high-quality products and outstanding experiences, we aim to garner a large and loyal customer base across our distribution network.

Trulieve brands include premium tier brands Avenue, Cultivar Collection, and Muse; mid-tier brands Modern Flower, Alchemy, Momenta, and Sweet Talk, and value tier brands Co2lors, Loveli, Roll One, and Trekkers. Established relationships with brand partners allow for the sale of partner-branded products in select markets and retail locations, providing our customers with access to a greater variety and specialty brands. Brand partnerships include arrangements with Alien Labs, Bellamy Brothers, Binske, Black Buddha, Black Tuna, Blue River, Connected, DeLisioso, Khalifa Kush, Love's Oven, Miami Mango, Moxie, Redemption Cannabis, Seed Junky and Sunshine Cannabis.

Customer Experience

Since inception, Trulieve has prioritized creating exceptional customer experiences, developing the business to center around the Trulieve philosophy of "Customers First". This customer-centric approach permeates our culture and informs strategic decision making.

Our goal is to foster brand loyalty by providing customers with industry-leading branded products and superior service in an appealing, approachable setting. We accomplish this by creating and reinforcing positive customer experiences. Customer feedback informs our approach across all aspects of the customer journey including products, service, and messaging. We track various metrics including overall satisfaction, net promoter, and customer effort scores. We employ and continuously refine numerous training programs to provide our associates with the resources they need to deliver outstanding customer experiences across the entire Trulieve platform. We offer specialized management training and incentives to reward positive outcomes so there is continuous reinforcement of customer experience best practices.

Marketing Strategies

Trulieve's marketing strategies are tailored to address the unique attributes of the markets in which we operate. Generally, in markets where we serve medical patients, our messaging centers around education and outreach for physicians and medical patients. Our educational materials are designed to help physicians understand cannabinoid science, the high standards pursuant to which our plants are cultivated, the processes required for regulatory compliance, and how our products provide relief for their patients. Patients primarily learn about us through their physicians, patient-centric community events, and digital marketing. We regularly participate in outreach and community events. An engaged audience is captured through our digital content marketing and via multiple popular social media platforms.

We regularly engage with various communities who may benefit from cannabis, such as veterans, seniors, organizations that serve qualifying populations, and various health and wellness groups. Search engine optimization of our website also captures potential customers researching the benefits of cannabis, which offers another pathway to informative materials about cannabis, our products and how to legally access them.

In adult-use markets, marketing efforts aim to attract customers with varying levels of awareness of cannabis and Trulieve. We continue to delineate and refine our understanding of various customer personas, which factors such as location, products and pricing attract and retain customers, and which incentives are effective in driving specific outcomes. Connecting with a broader audience requires different strategies that inspire, tap into relevant cultural moments in their lives, build community as well as educate customers on our products' uniqueness versus our competitors.

We understand each consumer has unique communication preferences and capabilities. As such, we engage with customers and physicians through a variety of methods including email, text, social media and online chat. In select markets we offer various purchase options, including phone ordering, online ordering, home delivery, and in-store. In all markets, Trulieve offers a customer rewards program featuring fully stackable and portable points as appropriate within existing regulatory frameworks.

Investments in Infrastructure and Technology

We have made significant investments in developing and deploying technology and data platforms designed to support scaled operations and growth in customers served and units sold. Through our customer data platform, we can analyze data to discern customer preferences, patterns, and trends which inform our product mix and allocation, promotional strategies, and outreach. Investments in our enterprise-grade platforms enable greater sophistication across production, retail, and wholesale operations and numerous support functions including accounting and finance, human resources, legal and compliance. We believe infrastructure and data capabilities are prerequisites for long term success in an increasingly competitive and integrated commerce environment.

History of the Company

Trulieve Cannabis Corp. (formerly Schyan Exploration Inc.) was incorporated under the *Business Corporations Act* (Ontario) on September 17, 1940. It changed its name from "Bandolac Mining Corporation" to "Schyan Exploration Inc. / Exploration Schyan Inc." on October 29, 2008.

On September 19, 2018, in connection with the Transaction (as defined below), Schyan Exploration Inc. / Exploration Schyan Inc. filed Articles of Amendment under the *Business Corporations Act* (Ontario) to (i) effect the name change from "Schyan Exploration Inc. / Exploration Schyan Inc." to "Trulieve Cannabis Corp.", (ii) re-designate all of the then issued and outstanding common shares of the Company into Subordinate Voting Shares, on the basis that each one issued and outstanding common share was re-designated into one Subordinate Voting Share, and (iii) increase the authorized capital of the Company by creating two new classes of shares, an unlimited number of Super Voting Shares and an unlimited number of Multiple Voting Shares.

On September 19, 2018, in connection with the Transaction, Trulieve Cannabis Corp. continued into the Province of British Columbia as a corporation under the *Business Corporations Act* (British Columbia) and consolidated its issued and outstanding Subordinate Voting Shares on the basis of one post-consolidation share for every 80.94486 pre-consolidation shares.

On September 21, 2018, Trulieve Cannabis Corp. completed the Transaction and acquired all of the securities of Trulieve US (as defined below) by way of a plan of merger. Pursuant to the Transaction, a wholly-owned subsidiary of Trulieve Cannabis Corp. created to effect the Transaction merged with and into Trulieve US and Trulieve US became a wholly-owned subsidiary of Trulieve Cannabis Corp. In addition and in connection with the Transaction, 10,927,500 issued and outstanding subscription receipts of Trulieve US were exchanged for 10,927,500 Subordinate Voting Shares (3,573,450 of which Subordinate Voting Shares were immediately converted into 35,734.50 Multiple Voting Shares), 548,446 broker warrants of Trulieve US were exchanged for 548,446 broker warrants to purchase Subordinate Voting Shares at an exercise price of C\$6.00, and 8,784,872 compensation warrants of Trulieve US were exchanged for 8,784,872 compensation warrants to purchase Subordinate Voting Shares at an exercise price of C\$6.00. As a result of the Transaction, Trulieve Cannabis Corp. met the CSE listing requirements and the Subordinate Voting Shares commenced trading on the CSE under the symbol “TRUL” on September 25, 2018.

The registered office of the Company is located at 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7. The head office is located at 6749 Ben Bostic Road, Quincy, Florida, 32351.

Inter-Corporate Relationships

Trulieve has three material subsidiaries, being Trulieve US, a Florida company, Trulieve Holdings, Inc. (“Trulieve Holdings”), a Delaware company, and Harvest Health & Recreation Inc. (“HHR”) a British Columbia company, all of which are directly wholly-owned by Trulieve. The board of directors and executive officers of Trulieve US, Trulieve Holdings and HHR are: Kim Rivers (director and president) and Eric Powers (director and secretary/treasurer).

Competitive Conditions and Position

The markets in which we operate are highly competitive markets with relatively high barriers to entry given the limited quantity of licenses available and the highly regulated nature of the cannabis industry. See “—Regulatory Overview” below for additional information regarding the impact of regulation on our business. We compete directly with cannabis producers and retailers within single-state operating markets, as well as those that operate across several U.S. state markets.

The vast majority of both manufacturing and retail competitors in our markets are localized businesses with operations in a single state market or regional players. Other multi-state cannabis operators compete directly in several of our operating markets. Aside from this direct competition, out-of-state operators that are sufficiently well-capitalized to enter those markets through acquisitions are also part of the competitive landscape. Similarly, as we execute on our regional hub strategy and expand across the U.S., operators in our future state markets will inevitably become direct competitors. Increased competition by larger and better financed competitors could materially affect our business, financial condition and results of operations.

We face additional competition from new entrants. If the number of consumers of medical and adult-use cannabis in our markets increases, the demand for products will increase and we expect that competition will become more intense as current and future competitors offer an increasing number of diversified products and engage in price competition. We expect to continue to invest in several areas, including customer experience, product innovation, scaled production, marketing and branding, and distribution network expansion. Trulieve may not have sufficient resources to maintain investments on a competitive basis, which could have a material adverse effect on our business, financial condition and operational results. The management team monitors developments in the fast-paced cannabis industry and adjacent industries to help us remain competitive.

We also compete indirectly with operators in the illicit market for cannabis and manufacturers and retailers of intoxicating hemp products.

See Item 1A—“Risk Factors” with respect to competition.

Seasonality

Our business operates year-round. Operations and sales trends in select markets do follow seasonal trends at various times of the year, providing seasonal impacts on sales in summer and winter months and increases from promotional activity around specific industry and holiday events including 4/20, 7/10, and Green Wednesday (the Wednesday before Thanksgiving).

Recent Developments

On February 26, 2025, the Board of Directors of the Company appointed Jason Pernel as President of the Company.

REGULATORY OVERVIEW

In accordance with the Canadian Securities Administrators Staff Notice 51-352 (Revised) dated February 8, 2018 – Issuers with U.S. Cannabis-Related Activities (“Staff Notice 51-352”), below is a discussion of the federal and state-level United States regulatory bodies in those jurisdictions where the Company is currently directly involved, through its subsidiaries, in the cannabis industry. In accordance with Staff Notice 51-352, the Company will evaluate, monitor and reassess this disclosure, and any related risks, on an ongoing basis and the same will be supplemented and amended to investors in public filings, including in the event of government policy changes or the introduction of new or amended guidance, laws or regulations regarding cannabis regulation.

Federal Regulation of Cannabis in the United States

The United States federal government regulates drugs in large part through the Controlled Substances Act (“CSA”). Cannabis (“marihuana” or “marijuana” in the CSA), which refers to certain parts and derivatives of the cannabis plant, is classified as a Schedule I controlled substance. As a Schedule I controlled substance, the Drug Enforcement Administration (“DEA”) considers cannabis to have a high potential for abuse, no currently accepted medical use in treatment in the United States, and a lack of accepted safety for use of the drug under medical supervision. Under federal law, cannabis and cannabis-related products having a concentration of delta-9 tetrahydrocannabinol (“THC”) of more than 0.3% are considered “marihuana”, a Schedule I controlled substance, while those with a THC concentration of 0.3% or less are classified as hemp, which is not scheduled under the CSA. The scheduling of cannabis as a Schedule I controlled substance is inconsistent with the US Department of Health and Human Services’ (“HHS”) recent recommendation to reclassify cannabis to Schedule III based on its conclusion that it has medical use in treatment in the United States and a lower potential for abuse than drugs in Schedule I and Schedule II. Moreover, as of December 31, 2024, despite the conflict with U.S. federal law, nearly all states and Puerto Rico have legalized cannabis for medical use. Cannabis is legal for adult-use in 24 states plus the District of Columbia, Guam, the Commonwealth of the Northern Mariana Islands, and the U.S. Virgin Islands.

Cannabis is primarily regulated at the state level in the United States. Although certain states and territories of the United States authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis is illegal. Although our activities are compliant with the applicable state and local laws in those states where we maintain such licenses, strict compliance with state and local laws with respect to cannabis may neither absolve us of liability under United States federal law nor provide a defense to any federal criminal action that may be brought against us.

Beginning in 2009, the federal government attempted to provide clarity on the incongruity between federal law and these state-legal regulatory frameworks through a series of Department of Justice (“DOJ”) memoranda stating it would not be a priority to prosecute cannabis activity compliant with state medical cannabis laws and that did not implicate certain federal enforcement priorities. The most notable of this guidance came in the form of a memorandum issued by former U.S. Deputy Attorney General James Cole on August 29, 2013, commonly referred to as the Cole Memorandum. The Cole Memorandum offered guidance to federal agencies on how to prioritize civil enforcement, criminal investigations, and prosecutions regarding cannabis in all states and quickly set a standard with which cannabis-related businesses would comply. In sum, the Cole Memorandum stated the DOJ’s prosecution priorities would be aimed at preventing the distribution of cannabis to minors; preventing revenue from going to criminal enterprises; preventing violence in the cultivation and distribution of cannabis; preventing drugged driving and the exacerbation of other adverse health consequences associated with cannabis; and preventing cannabis cultivation, possession, or use on federal property.

In January 2018 former United States Attorney General Sessions issued a new memorandum to all United States Attorneys (the “Sessions Memo”) that rescinded the Cole Memorandum and other DOJ memoranda providing prosecutorial guidance on state and tribally authorized medical and adult-use cannabis activities and instructed that “[i]n deciding which marijuana activities to prosecute... -with the [DOJ’s] finite resources, prosecutors should follow the well-established principles that govern all federal prosecutions.” Namely, these include the seriousness of the offense, history of criminal activity, deterrent effect of prosecution, the interests of victims, and other principles. Although rescinded, the tenets of the Cole Memorandum continue to be adhered to by state-legal cannabis businesses and those in compliance with adult-use and medical programs throughout the country operate without federal enforcement.

On January 21, 2021, Joseph R. Biden, Jr. was sworn in as the 46th President of the United States. Although President Biden’s Attorney General, Merrick Garland, made comments to Senator Cory Booker (D-NJ) during his Senate confirmation indicating that he believed prosecution of state-legal cannabis businesses was not a worthy use of DOJ resources, there were no changes to federal cannabis guidance issued by the DOJ or any published change in federal enforcement policy under the Biden administration. In October 2022, the Biden Administration announced its intention to end the country’s “failed approach” to cannabis and directed the Secretary of HHS and the Attorney General to expeditiously review cannabis’s Schedule I status. Concurrently, President Biden also announced a pardon of all prior federal simple possession of cannabis offenses and urged governors to do the same at the state level.

In August 2023, the Food and Drug Administration (“FDA”) within the HHS recommended to the DEA that marijuana be rescheduled from Schedule I to Schedule III under the CSA. The FDA recommendation to reclassify cannabis to Schedule III was based in part on findings that cannabis has an accepted medical use in treatment in the United States and relatively low potential for abuse. The National Institute on Drug Abuse (“NIDA”), a part of the National Institutes of Health (“NIH”), importantly concurred with FDA’s recommendation to reclassify cannabis. On May 16, 2024, the DEA issued its Notice of Proposed Rulemaking (“NPRM”) to reclassify marijuana to Schedule III. The NPRM was subject to a public comment period in which over 43,000 public comments were submitted. If the CSA is amended to reclassify cannabis to Schedule III, it would have a significant impact on the US cannabis industry by making Section 280E of the Internal Revenue Code no longer applicable to state-authorized cannabis businesses, which would allow such businesses to deduct normal business expenses on federal tax filings. Additionally, a move to Schedule III would open up opportunities for needed medical research and engagement by the medical community.

The December 2024 preliminary hearing held by the Chief Administrative Law Judge (“ALJ”) of the DEA set the stage for more substantial evidentiary hearings originally set to take place in 2025. At the conclusion of the hearings, the ALJ was to issue a final ruling on the proposed rescheduling, however on January 13, 2025, ALJ John Mulrooney II cancelled the hearing set for January 21, 2025—effectively pausing the rescheduling process indefinitely while an interlocutory appeal by two pro-rescheduling participants is considered by the DEA Administrator. There is no clear timeline for when the hearings will resume.

On January 20, 2025, President Donald J. Trump was sworn in as the 47th President of the United States. President Trump has publicly stated that his administration would support reclassification of cannabis as a Schedule III substance and would not stop or reverse a Schedule III determination. However, many factors will influence the rescheduling of marijuana, including but not limited to key appointments including the Attorney General and DEA Administrator, as well as rescheduling administrative proceedings and any related litigation.

Nonetheless, even if moved to Schedule III, the cultivation, manufacture, distribution, and sale of cannabis and cannabis-derived products that are not FDA approved would remain illegal under federal law because such activity would be in violation of the CSA and the Federal Food, Drug, and Cosmetic Act (“FD&C”). Unless and until the United States Congress amends federal law with respect to cannabis, there is a risk that federal authorities may enforce current U.S. federal law. Currently, in the absence of uniform federal guidance, enforcement priorities are determined by respective United States Attorneys. The Company is not aware of additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in any jurisdiction where it conducts U.S. cannabis-related activities.

As an industry best practice, in the absence of new federal guidance, we abide by the following standards, which are designed to ensure compliance with the guidance provided by the now-rescinded Cole Memorandum:

- Continuously monitor our operations for compliance with all licensing requirements as established by the applicable state, county, municipality, town, township, borough, and other political/administrative divisions;
- ensure that our cannabis-related activities adhere to the scope of the licensing obtained (for example: in the states where cannabis is permitted only for adult-use, the products are only sold to individuals who meet the requisite age requirements);

- implement policies and procedures to prevent the distribution of our cannabis products to minors;
- implement policies and procedures in place to avoid the distribution of the proceeds from our operations to criminal enterprises, gangs, or cartels;
- implement an inventory tracking system and necessary procedures to reliably track inventory and prevent the diversion of cannabis or cannabis products into those states where cannabis is not permitted by state law or across any state lines in general;
- monitor the operations at our facilities so that our state-authorized cannabis business activity is not used as a cover or pretense for trafficking of other illegal drugs or engaging in any other illegal activity; and
- implement quality controls so that our products comply with applicable regulations and contain necessary disclaimers about the contents of the products to avoid adverse public health consequences from cannabis use and discourage impaired driving.

In addition, we frequently conduct background checks to confirm that the principals and management of our operating subsidiaries are of good character and have not been involved with illegal drugs, engaged in illegal activity or activities involving violence, or the use of firearms in the cultivation, manufacturing, or distribution of cannabis. We also conduct ongoing reviews of the activities of our cannabis businesses, the premises on which they operate, and the policies and procedures related to the possession of cannabis or cannabis products outside of the licensed premises.

Moreover, medical cannabis businesses receive a measure of protection from federal prosecution by operation of temporary appropriations measures that have been enacted into law as amendments (or “riders”) to federal spending bills passed by Congress and signed by Presidents Obama, Trump, and Biden. Every fiscal year since 2015, Congress has passed an appropriations “rider” barring the DOJ from expending taxpayer funds to enforce any law that interferes with a state’s implementation of its own medical cannabis laws. The rider, known as the “Rohrbacher-Farr” amendment, has been included in multiple budgets passed by successive Congresses controlled by both major political parties. Most recently, the medical cannabis appropriations rider is expected to be renewed through the signing of the “Further Continuing Appropriations and Other Extensions Act, 2024.” While the rider has been included in successive budget cycles since 2015, its inclusion or non-inclusion is subject to political change.

Notably, the Rohrbacher-Farr Amendment has applied only to medical cannabis programs and has not provided the same protections to enforcement against adult-use activities. If the rider is no longer in effect, the risk of federal enforcement and override of state cannabis laws would increase.

Anti-Money Laundering Laws and Access to Banking

The Company is subject to a variety of laws and regulations in the United States that involve anti-money laundering, financial recordkeeping, and the proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (referred to herein as the “Bank Secrecy Act”), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA PATRIOT Act”), and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States.

Additionally, under United States federal law, it may potentially be a violation of federal anti-money laundering statutes for financial institutions to provide services to the cannabis businesses, including taking any proceeds from the sale of any Schedule I controlled substance or otherwise introducing them into the United States banking system.

While there has been no change in U.S. federal banking laws to accommodate businesses in the large and increasing number of U.S. states that have legalized medical or adult-use cannabis, in 2014 the U.S. Department of the Treasury Financial Crimes Enforcement Network (“FinCEN”) issued guidance to financial institutions on how to engage with state and tribally authorized cannabis entities in accordance with federal law. The FinCEN Guidance is often publicly interpreted as suggesting a way for financial institutions to provide depository services to cannabis-related entities, provided that the cannabis-related business activities are legal in their state or territory and none of the federal enforcement priorities referenced in the Cole Memorandum are violated (such as keeping cannabis out of the hands of organized crime). Importantly, the FinCEN Guidance also clarifies how financial institutions can provide depository services to cannabis-related businesses consistent with their Bank Secrecy Act obligations, including exhaustive customer due diligence and reporting requirements.

The “Secure and Fair Enforcement Regulation (“SAFER”) Banking Act,” would grant banks and other financial institutions immunity from federal criminal prosecution for servicing cannabis-related businesses if the underlying cannabis business follows state law. While several iterations of the proposed legislation have passed in the House, in September 2023 the Senate Banking Committee voted to pass the SAFER Banking Act by a bipartisan majority of 14-9. Although anticipated, a Senate floor vote did not occur in 2024, and while we believe there is strong support in the public and within Congress for the SAFER Banking Act and similar legislation, there can be no assurance that it will be passed as proposed in its most recent iteration or at all. See *“Risk Factors”*.

As an industry best practice and consistent with its standard operating procedures, Trulieve adheres to all customer due diligence steps in the FinCEN Guidance and any additional requirements imposed by those financial institutions it utilizes.

Ability to Access Public and Private Capital

Given the current laws regarding cannabis at the federal level in the United States, traditional bank financing is typically not available to United States cannabis companies. Specifically, since financial transactions involving proceeds generated by cannabis-related conduct can form the basis for prosecution under anti-money laundering statutes, the unlicensed money transmitter statute and the Bank Secrecy Act, businesses involved in the cannabis industry often have difficulty finding a bank willing to accept their business. Banks who do accept deposits from cannabis-related businesses in the United States must do so in compliance with the FinCEN Guidance. The Company has banking relationships in Arizona, Colorado, Connecticut, Florida, Georgia, Ohio, Maryland, Pennsylvania and West Virginia, and state-chartered banks for deposits and payroll, however the Company does not have access to traditional bank financing.

Compliance with Applicable State Law in the United States

The Company is classified as having “direct” involvement in the United States cannabis industry and we believe that we are in compliance with applicable state laws, as well as related licensing requirements and the regulatory frameworks enacted in the states we operate in. We use reasonable commercial efforts to ensure that our business remains compliant with applicable licensing requirements and the regulatory frameworks enacted by Arizona, Colorado, Connecticut, Florida, Georgia, Maryland, Ohio, Pennsylvania, and West Virginia through the advice of our Company’s legal counsel and through ongoing review of business practices and changes to applicable laws and regulations. Our legal counsel works with external regulatory counsel in the states in which we operate to ensure that we are in ongoing compliance with applicable state laws. The Company has not obtained a legal opinion from regulatory counsel regarding compliance with U.S. cannabis laws in connection with the preparation of this Annual Report, but engages regulatory counsel in every jurisdiction in which it operates. Trulieve obtains regulatory advice on a very regular basis. The Company also has an in-house attorney that works on regulatory compliance as well as a robust in-house Compliance Department of 14 people with expertise in all of the jurisdictions in which it operates. The Company has not received any non-compliance, citations or notices of violation which may have a material impact on the Company’s licenses, business activities or operations.

Although each state in which the Company operates (and anticipates operating) authorizes, as applicable, medical and/or adult-use cannabis production and distribution by licensed or registered entities, and numerous other states have legalized cannabis in some form, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia remains illegal, and any such acts are criminal acts under U.S. federal law. Although we believe that our business activities are compliant with applicable state and local laws of the United States, strict compliance with state and local laws with respect to cannabis may neither absolve us of liability under U.S. federal law nor provide a defense to any federal proceeding which may be brought against us. Any such proceedings brought against us may result in a material adverse effect on our business.

Regulation of Cannabis at State Levels

In the U.S., the regulation of cannabis varies significantly from state to state, with a key distinction being the authorization for medical use versus recreational use. These state regulations are characterized by differences in licensing regimes, allowable dosage forms, and possession limits. In states with a medical-only regulatory framework, cannabis is legal exclusively for medical purposes only. Patients typically require a recommendation from a qualified healthcare provider to access medical cannabis. The commercial distribution and sale of cannabis is strictly controlled through licensed businesses. These states often limit the types and forms of cannabis products available, with an emphasis on medicinal applications. Possession limits tend to be higher for registered patients, but recreational use is prohibited. In states that allow adult-use (recreational) cannabis, individuals who meet age requirements can purchase cannabis for both medical and recreational purposes. While dosage forms and possession limits may vary, they are generally more permissive for recreational users. Some states regulate adult-use and medical cannabis under a single set of rules and licensing structures while other states maintain separate regulatory frameworks for medical and adult-use cannabis.

See Appendix A to this Annual Report on Form 10-K for a list of the licenses associated with the Company's operations.

Regulation of the Medical and Adult-Use Cannabis Markets in Arizona

Cannabis is legal for both medical and adult-use in Arizona. Arizona legalized medical cannabis in 2010 through Proposition 203, the Arizona Medical Cannabis Act, and adult-use in 2020 through Proposition 207, known as the Smart and Safe Arizona Act. The Arizona Department of Health Services is responsible for licensing and regulating medical and adult-use cannabis, cannabis retail sales, cannabis production, and testing facilities.

Arizona is a vertically integrated system so that each license permits the holder to acquire, cultivate, process, manufacture, transfer, supply, and/or dispense medical and/or adult-use cannabis. All product categories are allowed to be sold as either adult-use or medical, except edibles for adult-use consumers, which cannot be more than 10mg per serving or 100mg per package. As of November 1, 2024, adult-use home delivery is allowed.

Arizona medical and adult-use licenses are valid for two years. While our compliance controls have been developed to mitigate the risk of any material violations of a license arising, there is no assurance that our licenses will be renewed in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process could impede our ongoing or planned operations and have a material adverse effect on our business, financial condition, results of operations, or prospects.

Regulation of the Medical and Adult-Use Cannabis Markets in Colorado

In 2000, Colorado legalized medical marijuana via Amendment 20 to the Colorado Constitution, and the state legalized adult-use cannabis via the passage of Amendment 64 in 2012. The Colorado Cannabis Enforcement Division within the Department of Revenue is the licensing and regulatory agency overseeing all recreational and medical cannabis businesses in Colorado, with the Colorado Department of Public Health and Environment overseeing the medical patient registry and overseeing some requirements for licensed cannabis laboratories.

Cannabis businesses must comply with local licensing requirements in addition to state licensing requirements in order to operate. While there are no statewide caps on the number of cannabis business licenses, localities are allowed to limit or prohibit the operation of cannabis cultivation facilities, product manufacturing facilities or retail sales facilities.

Regulation of the Medical and Adult-Use Cannabis Markets in Connecticut

Connecticut legalized medical cannabis in 2012. The Medical Marijuana Program within the Department of Consumer Protection registers qualifying patients, primary caregivers, dispensary facilities, and dispensary facility employees. Only a pharmacist licensed as a dispensary may dispense medical cannabis, and only a dispensary or dispensary technician may sell cannabis to qualifying customers, primary caregivers, or research program subjects.

Connecticut legalized adult-use cannabis in June 2021 with the passage of Public Act 21-1 (SB 1201), signed into law by Governor Ned Lamont. As with medical cannabis, the Department of Consumer Protection licenses and regulates adult-use cannabis businesses. Sales began in January 2023 after the state announced that existing medical operators licensed as hybrid retailers could open for adult-use sales.

Regulation of the Medical Cannabis Market in Florida

Florida is currently a medical-only market. Qualifying medical conditions include cancer, epilepsy, glaucoma, HIV and AIDS, ALS, Crohn’s disease, Parkinson’s disease, PTSD, multiple sclerosis, and other debilitating medical conditions of the same kind or class or comparable to those other qualifying conditions and for which a physician believes the benefits outweigh the risks to the patient. Licenses are issued by the Florida Department of Health, Office of Medical Cannabis Use, and license holders can only own one license.

Under our license, we are permitted to sell cannabis to those customers who are entered into Florida’s electronic medical cannabis use registry by a qualified physician and possess a state-issued medical cannabis identification card and a valid certification from the qualified physician. We are authorized to sell a broad selection of products across various product categories. As of December 31, 2024, we had 160 approved dispensaries in the State of Florida. In addition, our license allows us to deliver products directly to customers.

On November 5, 2024, 55.9% of Florida voters voted in favor of Florida Amendment 3 (Florida Marijuana Legalization Initiative #22-05), an adult-use cannabis legalization ballot initiative sponsored by the political action committee Smart & Safe Florida. Florida law requires a 60% supermajority vote for approval to pass an initiated constitutional amendment; therefore, the initiative did not pass the required threshold to become law. On January 14, 2025, Smart & Safe Florida filed a new initiative petition to place a constitutional amendment to legalize cannabis for adult-use on Florida’s November 2026 ballot.

Regulation of Medical Cannabis Market in Georgia

The Georgia Hope Act created a regulatory scheme to permit the cultivation, production, manufacturing, and sale of low-THC oil that is not more than 5% by weight of THC, THCa, or a combination of THC and THCa, for provision to patients for medical purposes. Georgia law requires eligible patients to obtain physician approval to be added to the Low THC Oil Registry if they have certain qualifying conditions. The registry is administered by the Georgia Department of Public Health. At present, Georgia law prohibits the production or sale of low THC oil food products and vaporizers.

Low-THC products may only be dispensed by a dispensary licensee or a pharmacy holding a Low THC Pharmacy Dispensary license issued by the Georgia Board of Pharmacy. Georgia is the only state that allows for the sale of cannabis by traditional pharmacies, however the DEA intervened by issuing a warning letter on November 27, 2023, advising that neither cannabis nor THC can be lawfully dispensed by a DEA-registered pharmacy. At the Board of Pharmacy meeting held on December 13, 2023, the Board voted to request legal guidance from the state Attorney General’s office. While the federal appropriation riders mentioned above bar the DOJ, inclusive of the DEA, from spending taxpayer funds to enforce laws that interfere with state medical cannabis laws, making prosecution under federal law unlikely, the DEA’s interference has had a chilling effect on pharmacy distribution. However, as of September 2024, at least one pharmacy had resumed selling low-THC oil in defiance of the DEA’s warning.

Regulation of the Medical and Adult-Use Cannabis Markets in Maryland

Maryland legalized medical cannabis in 2013, and its state-regulated medical cannabis program became operational on December 1, 2017. The Maryland Medical Cannabis Commission (the “MMCC”) awarded initial cannabis business licenses in a highly competitive application process. The state medical program allows access to medical cannabis for patients with qualifying chronic or debilitating diseases or medical conditions, including but not limited to chronic pain, nausea, seizures, glaucoma, PTSD, and other conditions which are severe and for which other treatments have been ineffective.

On November 8, 2022, Maryland voters approved a statewide referendum which legalized cannabis for adults 21 years or older, effective July 2023. The Cannabis Reform Act, signed into law in May 2023, created the framework for adult-use cannabis and established the Maryland Cannabis Administration (the “MCA”), the successor agency to the MMCC. The MCA is responsible for administering and enforcing the medical and adult-use cannabis laws, including licensing, registration, testing, inspection, and enforcement, and the promulgation of regulations. Maryland awarded over 200 licenses in 2024 through its social equity lottery.

Regulation of the Medical and Adult-Use Cannabis Markets in Ohio

Ohio legalized medical cannabis in 2016 via House Bill 523. Qualifying conditions for access to medical cannabis under the program include, but are not limited to, chronic and severe pain, post-traumatic stress disorder and cancer. Ohio's medical cannabis program allows businesses to be structured as for-profit entities and does not require residency for investment in or ownership of a commercial cannabis license. Vertical integration is permissible but not required for medical cannabis operators and no single entity or person may hold, have ownership or financial interest in, or control more than one cultivator license, one processor license, or eight dispensary licenses at any given time.

Ohio voters legalized adult-use cannabis in 2023 and the Division of Cannabis Control ("DCC") within the Department of Commerce was established as the primary regulatory authority for both the medical and adult-use cannabis programs. On July 23, 2024, the DCC issued 10 dual-use cultivation and processing certificates of operation allowing existing medical operators to cultivate and produce products for the adult-use market. On August 6, 2024, the DCC issued dual-use certificates of operation to 98 eligible dispensaries across the state, a month ahead of the required deadline. Licensing of new adult-use operators is ongoing.

Regulation of the Medical Cannabis Market in Pennsylvania

On April 17, 2016, Act 16, otherwise known as the Medical Cannabis Act, was signed into law, establishing the Pennsylvania medical cannabis program and providing lawful access to cannabis for state residents with one or more qualifying conditions. The Pennsylvania Department of Health ("PA DOH") regulates medical cannabis businesses in the Commonwealth. For licensing purposes, the PA DOH split the Commonwealth into six regions. For each dispensary permit, the locations must be within the region where the permit was awarded. For medical cannabis grower/processors, the location is limited to the region where the permit was awarded, but distribution is permissible across all regions. The state initially limited the total number of medical marijuana organizations ("MMOs") to twenty-five grower/processors and fifty dispensaries Commonwealth-wide. Each dispensary is permitted to have up to three dispensary sites for a total of 150 potential dispensary locations throughout Pennsylvania. Residency is not required to operate a MMO in Pennsylvania. Vertical integration is limited as the PA DOH may not issue more than five grower/processor businesses dispensary permits. In addition, a single entity may not hold more than one grower/processor permit, nor more than five dispensary permits.

In 2022, Pennsylvania amended their medical program to provide additional protections under Pennsylvania law for financial institutions and insurers providing services to cannabis-related businesses. In April 2024, Pennsylvania expanded the medical cannabis program to permit qualified independent MMOs to apply for either a grower/processor permit or dispensary permit. An independent grower/processor may apply for one dispensary permit and an independent dispensary may apply for one grower/processor permit.

Legislation to legalize adult-use cannabis in Pennsylvania has been introduced from time-to-time and we believe lawmakers are again poised to introduce adult-use legislation in 2025.

Regulation of the Medical Cannabis Market in West Virginia

West Virginia's medical cannabis program, the West Virginia Medical Cannabis Act, was signed into law in 2017. The law allows cannabis to be used for certified medical use by West Virginia residents with serious medical conditions and permits medical cannabis to be cultivated, processed, and dispensed to registered patients. The program is administered by the West Virginia Department of Health and Human Resources, Bureau for Public Health, Office of Medical Cannabis ("OMC"). The OMC has authority to issue and oversee permits that authorize businesses to grow, process, or dispense medical cannabis in compliance with state law and regulations, register medical practitioners who certify patients as having a qualifying serious medical condition, and register and oversee patients with qualifying conditions. OMC has also promulgated regulations governing the activities of growers, processors, laboratories, and dispensaries, as well as establishing general requirements related to West Virginia's medical cannabis program.

Medical cannabis products allowed for use are pills, oils, gels, creams, ointments, tinctures, liquid, dry leaf or plant forms for administration through vaporization or nebulization, and dermal patch. Dispensaries cannot sell edibles, but medical cannabis products could be mixed into food or drinks by patients themselves.

Other

The foregoing description of laws and regulations to which we are or may be subject is not exhaustive, and the regulatory framework governing our operations is subject to continuous change. The enactment of new laws and regulations or the interpretation of existing laws and regulations in an unfavorable way may affect the operation of our business, directly or indirectly, which could result in substantial regulatory compliance costs, civil or criminal penalties, including fines, adverse publicity, loss of participating dealers, lost revenue, increased expenses, and decreased profitability. Further, investigations by government agencies, including the Federal Trade Commission ("FTC"), into allegedly anticompetitive, unfair, deceptive, or other business practices by us, could cause us to incur additional expenses and, if adversely concluded, could result in substantial civil or criminal penalties and significant legal liability. See *"Risk Factors*.

Employees and Human Capital Resources

As of December 31, 2024, we had over 6,000 employees. We are committed to hiring talented individuals and maximizing individual potential, while fostering growth and career advancement. Since the opening of our first store in 2016, our workforce has grown with the company's expansion, adding personnel to our cultivation, production, transportation and retail divisions, along with our executive and support services teams. The workforce is evaluated and optimized on an ongoing basis, ensuring teams are sized and structured appropriately, and that we have the right people in each position. Our goal is to be the employer of choice in the cannabis industry; accordingly we use the highest standards in attracting the best talent, offer competitive compensation, and implement best practices in evaluating, recruiting, onboarding, and developing our human capital.

Available Information

We maintain a website at <http://www.trulieve.com>. Through our website, we make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as well as proxy statements, and, from time to time, other documents as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission ("SEC"). These SEC reports can be accessed through the "Investors" section of our website. The information found on our website is not part of this or any other report we file with or furnish to the SEC.

In addition, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding Trulieve and other issuers that file electronically with the SEC. The SEC's Internet website address is <http://www.sec.gov>.

Item 1A. Risk Factors.

Investing in our Subordinate Voting Shares involves a high degree of risk. The following are certain factors concerning, among other things, our business, growth prospects, cash flows, results of operations and financial condition that should be considered together with the other information contained in this Annual Report on Form 10-K, including our financial statements and the related notes appearing herein. We believe the risks described below are the risks that are material to us as of the date of this Annual Report on Form 10-K, although, these risks and uncertainties are not the only ones we face. If any of the following risks actually occur, our business, growth prospects, cash flows, results of operations and financial condition would likely be materially and adversely affected. In these circumstances, the market price of our Subordinate Voting Shares could decline, and you may lose part or all of your investment. Other events that we do not currently anticipate or that we currently deem immaterial may also affect our business, growth prospects, cash flows, financial condition and results of operations. Risks that we believe are material to us as of the date of this Annual Report on Form 10-K include the following:

Risks Related to Our Business and Industry

- the illegality of cannabis under federal law;
- the uncertainty regarding the regulation of cannabis in the U.S.;
- the effect of constraints on marketing our products;
- the risks related to the newness of the cannabis industry;
- the effect of risks due to industry immaturity;

- the risk we may not be able to grow our product offerings and dispensary services;
- the effect of risks related to material acquisitions, investments, dispositions and other strategic transactions;
- the effect of risks related to growth management;
- the effect of restricted access to banking and other financial services by cannabis businesses and their clients;
- the risks related to maintaining cash deposits in excess of federally insured limits;
- our ability to comply with potential future FDA regulations;
- the risks related to control over variable interest entities;
- the effects of risks related to any reclassification of cannabis or changes in U.S. controlled substance laws and regulations;
- the effect of restrictions under U.S. border entry laws;
- the effect of heightened scrutiny that we may face in the U.S. and Canada and the effect it could have to further limit the market of our securities for holders in the U.S.;
- our expectation that we will incur significant ongoing costs and obligations related to our infrastructure, growth, regulatory compliance and operations;
- the effect of a limited market for our securities for holders in the U.S.;
- our ability to locate and obtain the rights to operate at preferred locations;
- the effect of unfavorable tax treatment for cannabis businesses;
- the effect of taxation on our business in the U.S. and Canada;
- the higher risk of IRS audit;
- the effect of the lack of bankruptcy protections for cannabis businesses;
- the effect of risks related to being a holding company;
- our ability to enforce our contracts;
- the effect of intense competition in the cannabis industry;
- our ability to obtain cannabis licenses or to maintain such licenses;
- the risks our subsidiaries may not be able to obtain their required licenses;
- our ability to accurately forecast operating results and plan our operations;
- the effect of agricultural and environmental risks;
- our ability to adequately protect our intellectual property;
- the effect of risks of civil asset forfeiture of our property;
- the effect of risks related to ineffective internal controls over financial reporting;
- the effect of risks related to a material weakness in our internal control over financial reporting;
- our dependency on key personnel;
- the effect of product liability claims;
- the effect of risks related to our products;
- the effect of unfavorable publicity or consumer perception;
- the effect of product recalls;
- the effect of security risks related to our products and our information technology systems;
- the effect of risks related to misconduct by our service providers and business partners;
- the effect of risks related to labor union activity;
- potential criminal prosecution or civil liabilities under RICO;

[Table of Contents](#)

- the effect of risks related to our significant indebtedness;
- our ability to obtain adequate insurance coverage;
- the effect of risks related to key utility services on which we rely;

Risks Related to Owning Subordinate Voting Shares

- the possibility of no positive return on our securities;
- the effect of additional issuances of our securities in the future;
- the effect of sales of substantial amounts of our shares in the public market;
- volatility of the market price and liquidity risks on our shares;
- the lack of sufficient liquidity in the markets for our shares;

Risks Related to Being a Public Company

- the increased costs as a result of being a U.S. reporting company.

Risks Related to Our Business and Industry

Cannabis is illegal under United States federal law.

In the United States, or the U.S., cannabis is largely regulated at the state level. Each state in which we operate (or are currently proposing to operate) authorizes, as applicable, medical and/or adult-use cannabis production and distribution by licensed or registered entities, and numerous other states have legalized cannabis in some form. However, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminalized under the Controlled Substances Act, as amended, which we refer to as the CSA. Cannabis is a Schedule I controlled substance under the CSA, and is thereby deemed to have a high potential for abuse, no accepted medical use in the United States, and a lack of safety for use under medical supervision. The concepts of “medical cannabis,” “retail cannabis” and “adult-use cannabis” do not exist under U.S. federal law. However, in October of 2022, the Biden Administration announced its intention to review the regulation of cannabis under the CSA by directing the Secretary of Health and Human Services and the Attorney General to initiate the administrative process to expeditiously review marijuana’s Schedule I status. There are no assurances if or when there could be any change in the classification of marijuana under the CSA. Although we believe that our business activities are compliant with applicable state and local laws in the United States, strict compliance with state and local cannabis laws would not provide a defense to any federal proceeding which may be brought against us. Any such proceedings may result in a material adverse effect on us. We derive 100% of our revenues from the cannabis industry. The enforcement of applicable U.S. federal laws poses a significant risk to us.

Violations of any United States federal laws and regulations could result in significant fines, penalties, administrative sanctions, or settlements arising from civil proceedings conducted by either the United States federal government or private citizens. We may also be subject to criminal charges under the CSA, and if convicted could face a variety of penalties including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. Any of these penalties could have a material adverse effect on our reputation and ability to conduct our business, our holding (directly or indirectly) of medical and adult-use cannabis licenses in the United States, our financial position, operating results, profitability or liquidity or the market price of our publicly-traded shares. In addition, it is difficult for us to estimate the time or resources that would be needed for the investigation, settlement or trial of any such proceedings or charges, and such time or resources could be substantial.

The regulation of cannabis in the United States is uncertain.

Our activities are subject to regulation by various state and local governmental authorities. Our business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals necessary for the sale of our products in the jurisdictions in which we operate. Any delays in obtaining or failure to obtain necessary regulatory approvals would significantly delay our development of markets and products, which could have a material adverse effect on our business, results of operations and financial condition. Furthermore, although we believe that our operations are currently carried out in accordance with all applicable state and local rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail our ability to distribute or produce marijuana. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of marijuana, or more stringent implementation thereof could have a substantial adverse impact on us.

We may be subject to constraints on and differences in marketing our products under varying state laws.

Certain of the states in which we operate have enacted strict regulations regarding marketing and sales activities on cannabis products. There may be restrictions on sales and marketing activities imposed by government regulatory bodies that could hinder the development of our business and operating results. Restrictions may include regulations that specify what, where and to whom product information and descriptions may appear and/or be advertised. Marketing, advertising, packaging and labeling regulations also vary from state to state, potentially limiting the consistency and scale of consumer branding communication and product education efforts. The regulatory environment in the U.S. limits our ability to compete for market share in a manner similar to other industries. If we are unable to effectively market our products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for our products, our sales and operating results could be adversely affected.

The cannabis industry is relatively new.

We are operating in a relatively new industry and market. In addition to being subject to general business risks, we must continue to build brand awareness in this industry and market share through significant investments in our strategy, production capacity, quality assurance and compliance with regulations. Research in Canada, the United States and internationally regarding the medical benefits, viability, safety, efficacy and dosing of cannabis or isolated cannabinoids, such as cannabidiol, or CBD, and tetrahydrocannabinol, or THC, remains in relatively early stages. Few clinical trials on the benefits of cannabis or isolated cannabinoids have been conducted. Future research and clinical trials may draw opposing conclusions to statements contained in the articles, reports and studies currently favored, or could reach different or negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing or other facts and perceptions related to medical cannabis, which could adversely affect social acceptance of cannabis and the demand for our products and dispensary services.

Accordingly, there is no assurance that the cannabis industry and the market for medical and/or adult-use cannabis will continue to exist and grow as currently anticipated or function and evolve in a manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the cannabis industry, such as the imposition of further restrictions on sales and marketing or further restrictions on sales in certain areas and markets could have a material adverse effect on our business, financial condition and results of operations.

We face risks due to industry immaturity or limited comparable, competitive or established industry best practices.

As a relatively new industry, there are not many established operators in the medical and adult-use cannabis industries whose business models we can follow or build upon. Similarly, there is no or limited information about comparable companies available for potential investors to review in making a decision about whether to invest in us.

Shareholders and investors should consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by companies, like us, that are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur, which may result in material delays in the operation of our business. We may fail to successfully address these risks and uncertainties or successfully implement our operating strategies. If we fail to do so, it could materially harm our business to the point of having to cease operations and could impair the value of the Subordinate Voting Shares to the extent that investors may lose their entire investments.

Our ability to grow our medical and adult-use cannabis product offerings and dispensary services may be limited.

As we introduce or expand our medical and adult-use cannabis product offerings and dispensary services, we may incur losses or otherwise fail to enter certain markets successfully. Our expansion into new markets may place us in competitive and regulatory environments with which we are unfamiliar and involve various risks, including the need to invest significant resources and the possibility that returns on those investments will not be achieved for several years, if at all. In attempting to establish new product offerings or dispensary services, we may incur significant expenses and face various other challenges, such as expanding our work force and management personnel to cover these markets and complying with complicated cannabis regulations that apply to these markets. In addition, we may not successfully demonstrate the value of these product offerings and dispensary services to consumers, and failure to do so would compromise our ability to successfully expand these additional revenue streams.

We may acquire other companies or technologies.

Our success will depend, in part, on our ability to grow our business in response to the demands of consumers and other constituents within the cannabis industry as well as competitive pressures. In some circumstances, we may determine to do so through the acquisition of complementary businesses rather than through internal development. The identification of suitable acquisition candidates can be difficult, time-consuming, and costly, and we may not be able to successfully complete identified acquisitions. In addition, we may not realize the expected benefits from completed acquisitions. The risks we face in connection with acquisitions include:

- Diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- Coordination of research and development and sales and marketing functions;
- Retention of employees from the acquired company;

- Cultural challenges associated with integrating employees from the acquired company into our organization;
- Integration of the acquired company's accounting, management information, human resources, and other administrative systems;
- The need to implement or improve controls, procedures, and policies at a business that prior to the acquisition may have lacked effective controls, procedures, and policies;
- Potential write-offs of intangible assets or other assets acquired in transactions that may have an adverse effect on our operating results in a given period;
- Liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities; and
- Litigation or other claims in connection with the acquired company, including claims from terminated employees, consumers, former shareholders, or other third parties.

Our failure to address these risks or other problems encountered in connection with any future acquisitions or investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally. Future acquisitions could also result in the incurrence of debt, contingent liabilities, amortization expenses, or the impairment of goodwill, any of which could harm our financial condition.

We may issue additional Subordinate Voting Shares in connection with such transactions, which would dilute our other shareholders' interests in us. The presence of one or more material liabilities of an acquired company that are unknown to us at the time of acquisition could have a material adverse effect on our business, results of operations, prospects and financial condition. A strategic transaction may result in a significant change in the nature of our business, operations and strategy. In addition, we may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into our operations.

If we cannot manage our growth, it could have a material adverse effect on our business, financial condition and results of operations.

We may be subject to growth-related risks, including capacity constraints and pressure on our internal systems and controls. Our ability to manage growth effectively will require us to continue to implement and improve our operational and financial systems and to expand, train and manage our employee base. Our inability to successfully manage our growth may have a material adverse effect on our business, financial condition, results of operations or prospects.

Anti-Money Laundering Laws in the United States may limit access to funds from banks and other financial institutions.

In February 2014, the Financial Crimes Enforcement Network, or FinCEN, bureau of the United States Treasury Department issued guidance (which is not law) with respect to financial institutions providing banking services to cannabis businesses, including burdensome due diligence expectations and reporting requirements. While the guidance advised prosecutors not to focus their enforcement efforts on banks and other financial institutions that serve marijuana-related businesses, so long as they meet certain conditions, this guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the United States Department of Justice, or DOJ, FinCEN or other federal regulators. Because of this and the fact that the guidance may be amended or revoked at any time, most banks and other financial institutions have not been willing to provide banking services to cannabis-related businesses. In addition to the foregoing, banks may refuse to process debit card payments and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, we may have limited or no access to banking or other financial services in the United States and may have to operate our United States business on an all-cash basis. If we are unable or limited in our ability to open or maintain bank accounts, obtain other banking services or accept credit card and debit card payments, it may be difficult for us to operate and conduct our business as planned. Although, we are actively pursuing alternatives that ensure our operations will continue to be compliant with the FinCEN guidance (including requirements related to disclosures about cash management and U.S. federal tax reporting), we may not be able to meet all applicable requirements.

We are also subject to a variety of laws and regulations in the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, or the USA PATRIOT Act, and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S.

In the event that any of our operations or related activities in the United States were found to be in violation of money laundering legislation or otherwise, those transactions could be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize our ability to declare or pay dividends or effect other distributions.

We maintain cash deposits in excess of federally insured limits. Adverse developments affecting financial institutions, including bank failures, could adversely affect our liquidity and financial performance.

We maintain domestic cash deposits in Federal Deposit Insurance Corporation (“FDIC”) insured banks that exceed the FDIC insurance limits. Bank failures, events involving limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, or concerns or rumors about such events, may lead to liquidity constraints. There can be no assurance that our deposits in excess of the FDIC or other comparable insurance limits will be backstopped by the United States government, or that any bank or financial institution with which we do business will be able to obtain needed liquidity from other banks, government institutions, or by acquisition in the event of a failure or liquidity crisis.

We may be negatively impacted by disruptions to the United States banking system due to the fact that most banks and other financial institutions have not been willing to provide banking services to cannabis-related businesses. Where available, we tend to rely upon smaller, regional banks and the failure of a bank, or other adverse conditions in the financial or credit markets impacting financial institutions at which we maintain balances, could adversely impact our liquidity and financial performance.

The reclassification of cannabis or changes in U.S. controlled substance laws and regulations could have a material adverse effect on our business, financial condition, and results of operations.

If cannabis is reclassified as a Schedule II or lower controlled substance under the CSA, the ability to conduct research on the medical benefits of cannabis would most likely be more accessible; however, if cannabis is recategorized as a Schedule II or lower controlled substance, the resulting reclassification could result in the need for approval by the FDA and other forms of FDA regulatory oversight. As a result of such a reclassification, the manufacture, importation, exportation, domestic distribution, storage, sale and use of such products could become subject to a significant degree of regulation by the DEA. In that case, we may be required to be registered to perform these activities and have the security, control, recordkeeping, reporting and inventory mechanisms required by the DEA to prevent drug loss and diversion. Obtaining the necessary registrations may result in delay of the manufacturing or distribution of our products. The DEA conducts periodic inspections of registered establishments that handle controlled substances. Failure to maintain compliance could have a material adverse effect on our business, financial condition and results of operations. The DEA may seek civil penalties, refuse to renew necessary registrations, or initiate proceedings to restrict, suspend or revoke those registrations. In certain circumstances, violations could lead to criminal proceedings.

Potential regulation by the FDA could have a material adverse effect on our business, financial condition and results of operations.

Should the United States federal government legalize cannabis, it is possible that the FDA would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. Additionally, the FDA may issue rules and regulations, including good manufacturing practices related to the production of medical cannabis. Clinical trials may be needed to verify efficacy and safety of our medical cannabis products. It is also possible that the FDA would require that facilities where medical cannabis is grown register with the agency and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact on the cannabis industry is uncertain and could include the imposition of new costs, requirements, and prohibitions. If we are unable to comply with the regulations or registration as prescribed by the FDA, it may have an adverse effect on our business, operating results, and financial condition.

Our contractual arrangements may not be as effective in providing control over the variable interest entities as direct ownership.

We rely on contractual arrangements with certain of our entities to operate dispensaries or own our licenses or assets, in certain states in which our direct ownership of operations is restricted or prohibited. If our variable interest entities or their equity holders fail to perform their respective obligations under the contractual arrangements, we may have to incur substantial costs and expend additional resources to enforce such arrangements. Accordingly, these contractual arrangements may not be as effective as direct ownership in providing us with control over our variable interest entities.

Under our contractual arrangements, we may not be able to directly change the members of the boards of directors of these entities and would have to rely on the variable interest entities and the variable interest entity equity holders to perform their obligations in order to exercise our control over the variable interest entities. The variable interest entity equity holders may have conflicts of interest with us and they may not act in our best interests or may not perform their obligations under these contracts. For example, our variable interest entities and their respective equity holders could breach their contractual arrangements with us by, among other things, failing to conduct their operations (including failing to maintain licenses or comply with applicable ownership or reporting requirements) or taking other actions that are detrimental to our interests. If any equity holder is uncooperative and any dispute relating to these contracts or the replacement of the equity holders remains unresolved, we will have to enforce our rights under the contractual arrangements and through arbitral or judicial agencies, which may be costly and time-consuming and may be limited by legal principles preventing the enforcement of a contract it involves a violation of law or public policy. See –"There is doubt regarding our ability to enforce contracts." If we are unable to enforce the contractual arrangements, we may not be able to exert effective control over the variable interest entities, and our ability to conduct our business, as well as our financial condition and results of operations, may be materially and adversely affected.

We could be materially adversely impacted due to restrictions under U.S. border entry laws.

Because cannabis remains illegal under U.S. federal law, those investing in Canadian companies with operations in the U.S. cannabis industry could face detention, denial of entry or lifetime bans from the United States as a result of their business associations with U.S. cannabis businesses. Entry into the United States happens at the sole discretion of United States Customs and Border Patrol, or CBP, officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a non-U.S. citizen or foreign national. The government of Canada has started warning travelers on its website that previous use of cannabis, or any substance prohibited by U.S. federal law, could mean denial of entry to the United States. Business or financial involvement in the cannabis industry in the United States could also be reason enough for denial of entry into the United States. On September 21, 2018, the CBP released a statement outlining its current position with respect to enforcement of the laws of the United States. It stated that Canada's legalization of cannabis will not change CBP enforcement of U.S. laws regarding controlled substances. According to the statement, because cannabis continues to be a controlled substance under U.S. law, working in or facilitating the proliferation of the marijuana industry in U.S. states where it is legal under state law may affect admissibility to the United States. On October 9, 2018, the CBP released an additional statement regarding the admissibility of Canadian citizens working in the legal cannabis industry in Canada. CBP stated that a Canadian citizen working in or facilitating the proliferation of the legal cannabis industry in Canada who seeks to come into the United States for reasons unrelated to the cannabis industry will generally be admissible to the United States; however, if such person is found to be coming into the United States for reasons related to the cannabis industry, such person may be deemed inadmissible. As a result, the CBP has affirmed that employees, directors, officers, and managers of and investors in companies involved in business activities related to cannabis in the United States (such as Trulieve), who are not U.S. citizens face the risk of being barred from entry into the United States for life.

As a cannabis company, we may be subject to heightened scrutiny in Canada and the United States that could materially adversely impact the liquidity of the Subordinate Voting Shares.

Our existing operations in the United States, and any future operations, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in the United States and Canada.

Given the heightened risk profile associated with cannabis in the United States, the Canadian Depository for Securities, or CDS, may implement procedures or protocols that would prohibit or significantly impair the ability of CDS to settle trades for companies that have cannabis businesses or assets in the United States.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group, the parent company of CDS, announced the signing of a Memorandum of Understanding, which we refer to as the TMX MOU, with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the U.S. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the U.S. However, there can be no assurances given that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of the Subordinate Voting Shares to settle trades. In particular, the Subordinate Voting Shares would become highly illiquid until an alternative was implemented, and investors would have no ability to effect a trade of the Subordinate Voting Shares through the facilities of a stock exchange.

We expect to incur significant ongoing costs and obligations related to our investment in infrastructure, growth, regulatory compliance and operations.

We expect to incur significant ongoing costs and obligations related to our investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on our results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to our operations, increase our compliance costs or give rise to material liabilities, which could have a material adverse effect on our business, results of operations and financial condition. Our efforts to grow our business may be more costly than expected, and we may not be able to increase our revenue enough to offset these higher operating expenses. We may incur significant losses in the future for a number of reasons, including unforeseen expenses, difficulties, complications and delays, and other unknown events. If we are unable to achieve and sustain profitability, the market price of our securities may significantly decrease.

The market for the Subordinate Voting Shares may be limited for holders of our securities who live in the United States.

Given the heightened risk profile associated with cannabis in the United States, capital markets participants may be unwilling to assist with the settlement of trades for U.S. resident securityholders of companies with operations in the U.S. cannabis industry, which may prohibit or significantly impair the ability of securityholders in the United States to trade our securities. In the event residents of the United States are unable to settle trades of our securities, this may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices and the liquidity of these securities.

We may not be able to locate and obtain the rights to operate at preferred locations.

In certain markets the local municipality has authority to choose where any cannabis establishment will be located. These authorized areas are frequently removed from other retail operations. Because the cannabis industry remains illegal under U.S. federal law, the disadvantaged tax status of businesses deriving their income from cannabis, and the reluctance of the banking industry to support cannabis businesses, it may be difficult for us to locate and obtain the rights to operate at various preferred locations. Property owners may violate their mortgages by leasing to us, and those property owners that are willing to allow use of their facilities may require payment of above fair market value rents to reflect the scarcity of such locations and the risks and costs of providing such facilities.

As a cannabis business, we are subject to certain tax provisions that have a material adverse effect on our business, financial condition and results of operations.

Section 280E of the U.S. Internal Revenue Code of 1986, as amended ("IRC"), provides that "no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of schedule I and II of the Controlled Substances Act) which is prohibited by Federal law or the law of any State in which such trade or business is conducted." This provision has been applied by the United States Internal Revenue Service ("IRS") to cannabis operations, prohibiting taxpayers with cannabis operations from deducting expenses directly associated with cannabis businesses for U.S. federal income tax purposes. Section 280E and related IRS enforcement activity has had a significant impact on the operations of cannabis companies in the United States. As a result, an otherwise profitable business may, in fact, operate at a loss, after taking into account its United States income tax expenses. The Company has taken a position that Section 280E does not preclude it from deducting ordinary and necessary business expenditures on its tax returns.

We expect to be subject to taxation in both Canada and the United States, which could have a material adverse effect on our financial condition and results of operations.

We are a Canadian corporation, and as a result generally would be classified as a non-United States corporation under the general rules of U.S. federal income taxation. IRC Section 7874, however, contains rules that can cause a non-United States corporation to be taxed as a United States corporation for U.S. federal income tax purposes. Under IRC Section 7874, a corporation created or organized outside of the United States will nevertheless be treated as a United States corporation for U.S. federal income tax purposes, which is referred to as an inversion, if each of the following three conditions are met: (i) the non-United States corporation acquires, directly or indirectly, or is treated as acquiring under applicable U.S. Treasury regulations, substantially all of the assets held, directly or indirectly, by a United States corporation, (ii) after the acquisition, the former shareholders of the acquired United States corporation hold at least 80% (by vote or value) of the shares of the non-United States corporation by reason of holding shares of the acquired United States corporation, and (iii) after the acquisition, the non-United States corporation's expanded affiliated group does not have substantial business activities in the non-United States corporation's country of organization or incorporation when compared to the expanded affiliated group's total business activities.

Pursuant to IRC Section 7874, we are classified as a U.S. corporation for U.S. federal income tax purposes and are subject to U.S. federal income tax on our worldwide income. Regardless of any application of IRC Section 7874, however, we expect to be treated as a Canadian resident company for purposes of the Canadian Income Tax Act, as amended. As a result, we are subject to taxation both in Canada and the U.S., which could have a material adverse effect on our financial condition and results of operations.

We may be at a higher risk of IRS audit.

We believe there is a greater likelihood that the IRS will audit the tax returns of cannabis-related businesses. Any such audit of our tax returns could result in us being required to pay additional tax, interest and penalties, as well as incremental accounting and legal expenses, which could be material.

We may not have access to United States bankruptcy protections available to non-cannabis businesses.

Because cannabis is a Schedule I controlled substance under the CSA, many courts have denied cannabis businesses federal bankruptcy protections, making it difficult for lenders to be made whole on their investments in the cannabis industry in the event of a bankruptcy. If we were to experience a bankruptcy, there is no guarantee that United States federal bankruptcy protections would be available to us, which would have a material adverse effect on us and may make it more difficult for us to obtain debt financing.

We are a holding company and our ability to pay dividends or make other distributions to shareholders may be limited.

Trulieve Cannabis Corp. is a holding company and essentially all of its assets are the capital stock of its subsidiaries. We currently conduct substantially all of our business through Trulieve US, which currently generates substantially all of our revenues. Consequently, our cash flows and ability to complete current or desirable future growth opportunities are dependent on the earnings of Trulieve US and our other subsidiaries and the distribution of those earnings to Trulieve Cannabis Corp. The ability of our subsidiaries to pay dividends and other distributions will depend on those subsidiaries' operating results and will be subject to applicable laws and regulations that require that solvency and capital standards be maintained by a subsidiary company and contractual restrictions contained in the instruments governing any current or future indebtedness of our subsidiaries. In the event of a bankruptcy, liquidation or reorganization of Trulieve US or another of our subsidiaries, holders of indebtedness and trade creditors of that subsidiary may be entitled to payment of their claims from that subsidiary's assets before we or our shareholders would be entitled to any payment or residual assets.

There is doubt regarding our ability to enforce contracts.

It is a fundamental principle of law that a contract will not be enforced if it involves a violation of law or public policy. Because cannabis remains illegal at a federal level in the United States, judges in multiple states have on a number of occasions refused to enforce contracts for the repayment of money when the loan was used in connection with activities that violate U.S. federal law, even if there is no violation of state law. There remains doubt and uncertainty that we will be able to legally enforce our contracts. If we are unable to realize the benefits of or otherwise enforce the contracts into which we enter, it could have a material adverse effect on our business, financial condition and results of operations.

We face increasing competition that may materially and adversely affect our business, financial condition and results of operations.

We face competition from companies that may have greater capitalization, access to public equity markets, more experienced management or more maturity as a business. The vast majority of both manufacturing and retail competitors in the cannabis market consists of localized businesses (those doing business in a single state), although there are a few multistate operators with which we compete directly. Aside from this direct competition, out-of-state operators that are capitalized well enough to enter markets through acquisitive growth are also part of the competitive landscape. Similarly, as we execute our growth strategy, operators in our future state markets will inevitably become direct competitors. We are likely to continue to face increasing and intense competition from these companies. Increased competition by larger and better financed competitors could materially and adversely affect our business, financial condition and results of operations.

If the number of users of adult-use and medical marijuana in the United States increases, the demand for products will increase. Consequently, we expect that competition will become more intense as current and future competitors begin to offer an increasing number of diversified products to respond to such increased demand. To remain competitive, we will require a continued investment in research and development, marketing, sales and client support. We may not have sufficient resources to maintain sufficient levels of investment in research and development, marketing, sales and client support efforts to remain competitive, which could materially and adversely affect our business, financial condition and results of operations.

The cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and the formation of strategic relationships. Acquisitions or other consolidating transactions could harm us in a number of ways, including losing customers, revenue and market share, or forcing us to expend greater resources to meet new or additional competitive threats, all of which could harm our operating results. As competitors enter the market and become increasingly sophisticated, competition in our industry may intensify and place downward pressure on retail prices for our products and services, which could negatively impact our profitability.

We are subject to limits on our ability to own the licenses necessary to operate our business, which will adversely affect our ability to grow our business and market share in certain states.

In certain states, the cannabis laws and regulations limit not only the number of cannabis licenses issued, but also the number of cannabis licenses that one person or entity may own in that state. Such limitations on the acquisition of ownership of additional licenses within certain states may limit our ability to grow organically or to increase our market share in affected states.

Our subsidiaries may not be able to obtain or maintain necessary permits and authorizations.

Our subsidiaries may not be able to obtain or maintain the necessary licenses, permits, certificates, authorizations or accreditations to operate their respective businesses, or may only be able to do so at great cost. In addition, our subsidiaries may not be able to comply fully with the wide variety of laws and regulations applicable to the cannabis industry. Such laws and regulations include requirements to use state mandated information technology reporting systems that may not fully integrate with our information technology systems. Failure to comply with or to obtain the necessary licenses, permits, certificates, authorizations or accreditations could result in restrictions on a subsidiary's ability to operate in the cannabis industry, which could have a material adverse effect on our business, financial condition or results of operations.

We may not be able to accurately forecast our operating results and plan our operations due to uncertainties in the cannabis industry.

Because U.S. federal and state laws prevent widespread participation in and otherwise hinder market research in the medical and adult-use cannabis industry, the third-party market data available to us is limited and unreliable. Accordingly, we must rely largely on our own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the cannabis industry. Our market research and projections of estimated total retail sales, demographics, demand, and similar consumer research are based on assumptions from limited and unreliable market data, and generally represent the personal opinions of our management team. A failure in the demand for our products to materialize as a result of competition, technological change or other factors could have a material adverse effect on our business, results of operations, financial condition or prospects.

We are subject to risks related to growing an agricultural product.

Our business involves the growing of cannabis, an agricultural product. Such business is subject to the risks inherent in the agricultural business, such as losses due to infestation by insects or plant diseases and similar agricultural risks. Although much of our growing is expected to be completed indoors, there can be no assurance that natural elements will not have a material adverse effect on our future production.

We may encounter unknown environmental risks.

There can be no assurance that we will not encounter hazardous conditions, such as asbestos or lead, at the sites of the real estate used to operate our businesses, which may delay the development of our businesses. Upon encountering a hazardous condition, work at our facilities may be suspended. If we receive notice of a hazardous condition, we may be required to correct the condition prior to continuing construction. If additional hazardous conditions were present, it would likely delay construction and may require significant expenditure of our resources to correct the conditions. Such conditions could have a material impact on our investment returns.

We may not be able to adequately protect our intellectual property.

As long as cannabis remains illegal under U.S. federal law as a Schedule I controlled substance under the CSA, the benefit of certain federal laws and protections that may be available to most businesses, such as federal trademark and patent protection, may not be available to us. As a result, our intellectual property may never be adequately or sufficiently protected against the use or misappropriation by third parties. In addition, since the regulatory framework of the cannabis industry is in a constant state of flux, we can provide no assurance that we will ever obtain any protection for our intellectual property, whether on a federal, state or local level.

Our property is subject to risk of civil asset forfeiture.

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry that is either used in the course of conducting or comprises the proceeds of a cannabis business could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal process, it could become subject to forfeiture.

Our internal controls over financial reporting have not historically been effective, and our independent auditors may not be able to certify as to their effectiveness, which could adversely affect our business results and operations.

During the preparation of our consolidated financial statements for the year ended December 31, 2023, we identified certain material weaknesses in our internal control over financial reporting. The material weaknesses related to ineffective information technology general controls (“ITGCs”) and ineffective design, implementation, and documentation of management review controls related to the valuation of inventory. Although the previously identified material weakness noted were remediated as of December 31, 2024, we cannot assure you that other material weaknesses and control deficiencies will not be discovered in the future. If we identify any other material weaknesses in our internal control over financial reporting it may cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our Subordinate Voting Shares.

We are highly dependent on certain key personnel.

We depend on key managerial personnel, including Kim Rivers, our Chief Executive Officer, and Kyle Landrum, our Chief Production Officer, for our continued success, and our anticipated growth may require additional expertise and the addition of new qualified personnel. Qualified individuals within the cannabis industry are in high demand and we may incur significant costs to attract and retain qualified management personnel, or be unable to attract or retain personnel necessary to operate or expand our business. The loss of the services of existing personnel or our failure to recruit additional key managerial personnel in a timely manner, or at all, could harm our business development programs and our ability to manage day-to-day operations, attract collaboration partners, attract and retain other employees, and generate revenues, and could have a material adverse effect on our business, financial condition and results of operations.

We face inherent risks of liability claims related to the use of our products.

As a distributor of products designed to be ingested by humans, we face an inherent risk of exposure to product liability claims, regulatory action and litigation if our products cause or are alleged to have caused significant loss or injury. We may be subject to various product liability claims, including, among others, that our products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against us, whether or not successful, could result in materially increased costs, adversely affect our reputation with our clients and consumers generally, and have a material adverse effect on our results of operations and financial condition.

We may become party to litigation from time to time in the ordinary course of business which could adversely affect our business. Should any litigation in which we become involved be determined against us, such a decision could adversely affect our ability to continue operating and the market price for the Subordinate Voting Shares. Even if we achieve a successful result in any litigation in which we are involved, the costs of litigation and redirection of our management’s time and attention could have an adverse effect on our results of operations and financial condition.

We face risks related to our products.

We have committed and expect to continue committing significant resources and capital to develop and market existing products and new products and services. These products are relatively untested in the marketplace, and we cannot assure shareholders and investors that we will achieve market acceptance for these products, or other new products and services that we may offer in the future. Moreover, these and other new products and services may be subject to significant competition with offerings by new and existing competitors in the industry. In addition, new products and services may pose a variety of challenges and require us to attract additional qualified employees. The failure to successfully develop, manage and market these new products and services could seriously harm our business, prospects, revenue, results of operation and financial condition.

Our medical marijuana business may be impacted by consumer perception of the cannabis industry, which we cannot control or predict.

We believe that the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of medical marijuana distributed to those consumers. Consumer perception of our products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for our products and our business, results of operations, financial condition and cash flows.

Product recalls could result in a material and adverse impact on our business, financial condition and results of operations.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. The list includes specified vape products produced in our Pennsylvania operations. If any of our products are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although we have detailed procedures in place for testing our products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of our significant brands were subject to recall, the image of that brand and our company generally could be harmed. Any recall could lead to decreased demand for our products and could have a material adverse effect on our results of operations and financial condition. Additionally, product recalls may lead to increased scrutiny of our operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

We are subject to security risks related to our products as well as our information and technology systems.

Given the nature of our product and its limited legal availability, we are at significant risk of theft at our facilities. A security breach at one of our facilities could expose us to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential customers from choosing our products.

In addition, we collect and store personal information about our customers and we are responsible for protecting that information from privacy breaches. We store certain personally identifiable information and other confidential information of our customers on our systems and applications. Though we maintain robust, proprietary security protocols, we may experience attempts by third parties to obtain unauthorized access to the personally identifiable information and other confidential information of our customers. This information could also be otherwise exposed through human error or malfeasance. The unauthorized access or compromise of this personally identifiable information and other confidential information could have a material adverse impact on our business, financial condition and results of operations.

A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly customer lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on our business, financial condition and results of operations.

Our operations depend and will depend, in part, on how well we protect our networks, equipment, information technology, or IT, systems and software against damage from a number of threats, including, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. Our operations also depend and will continue to depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as preemptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact our reputation and results of operations.

We face exposure to fraudulent or illegal activity by employees, contractors, consultants and agents, which may subject us to investigations and actions.

We are exposed to the risk that any of the employees, independent contractors and consultants of our company and our subsidiaries may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to us that violates, (i) government regulations, (ii) manufacturing standards, (iii) federal and local healthcare fraud and abuse laws and regulations, or (iv) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for us to identify and deter misconduct by our employees and other third parties, and the precautions taken by us to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. We cannot provide assurance that our internal controls and compliance systems will protect us from acts committed by our employees, agents or business partners in violation of U.S. federal or state or local laws. If any such actions are instituted against us, and we are not successful in defending or asserting our rights, those actions could have a material impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of our operations, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects.

Our reputation and ability to do business may be negatively impacted by the improper conduct by our business partners, employees or agents.

In certain states, we depend on third-party suppliers to produce and ship our orders. Products purchased from our suppliers are resold to our customers. These suppliers could fail to produce products to our specifications or quality standards and may not deliver units on a timely basis. Any changes in our suppliers' production or product availability could impact our ability to fulfill orders and could also disrupt our business due to delays in finding new suppliers. Furthermore, we cannot provide assurance that our internal controls and compliance systems will protect us from acts committed by our employees, agents or business partners in violation of U.S. federal or state or local laws. Any failure by third-party suppliers to fulfill our production requirements or any improper acts by employees or third-parties acting on our behalf could, depending on the nature of any such failure, adversely impact our reputation and results of operations.

We may have increased labor costs based on union activity.

Labor unions are working to organize workforces in the cannabis industry in general. Currently, labor organizations have been recognized as a representative of our employees at two cultivation and processing facilities and at two dispensaries. In addition, a union was recently voluntarily decertified at the employees' request at one dispensary. It is possible that additional certain retail and/or manufacturing locations will be organized in the future, which could lead to work stoppages or increased labor costs and adversely affect our business, profitability and our ability to reinvest into the growth of our business. We cannot predict how stable our relationships with U.S. labor organizations would be or whether we would be able to meet any unions' requirements without impacting our financial condition. Labor unions may also limit our flexibility in dealing with our workforce. Work stoppages and instability in our union relationships could delay the production and sale of our products, which could strain relationships with customers and cause a loss of revenues which would adversely affect our operations.

We could be subject to criminal prosecution or civil liabilities under RICO.

The Racketeer Influenced Corrupt Organizations Act (“RICO”) criminalizes the use of any profits from certain defined “racketeering” activities in interstate commerce. While intended to provide an additional cause of action against organized crime, due to the fact that cannabis is illegal under U.S. federal law, the production and sale of cannabis qualifies cannabis related businesses as “racketeering” as defined by RICO. As such, all officers, managers and owners in a cannabis related business could be subject to criminal prosecution under RICO, which carries substantial criminal penalties.

RICO can create civil liability as well: persons harmed in their business or property by actions which would constitute racketeering under RICO often have a civil cause of action against such “racketeers,” and can claim triple their amount of estimated damages in attendant court proceedings. Trulieve or its subsidiaries, as well as its officers, managers and owners could all be subject to civil claims under RICO.

Our significant indebtedness may adversely affect our business, financial condition and financial results.

Our ability to make certain payments or advances will be subject to applicable laws and contractual restrictions in the instruments governing our indebtedness. The contractual restrictions in the instruments governing such indebtedness include restrictive covenants that limit our discretion with respect to certain business matters. These covenants place restrictions on, among other things, our ability to create liens or other encumbrances, to pay distributions or make certain other payments, and to sell or otherwise dispose of certain assets. A failure to comply with such obligations could result in a default, which, if not cured or waived, could permit acceleration of the relevant indebtedness. Our significant indebtedness could have important consequences, including: (i) our ability to obtain additional financing for working capital, capital expenditures, or acquisitions may be limited; and (ii) all or part of our cash flow from operations may be dedicated to the payment of the principal of and interest on our indebtedness, thereby reducing funds available for operations. These factors may adversely affect our cash flow. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, may materially and adversely affect our business, results of operations, and financial condition.

We may be unable to obtain adequate insurance coverage.

We have obtained insurance coverage with respect to workers’ compensation, general liability, directors’ and officers’ liability, fire and other similar policies customarily obtained for businesses to the extent commercially appropriate; however, because we are engaged in and operate within the cannabis industry, there are exclusions and additional difficulties and complexities associated with our insurance coverage that could cause us to suffer uninsured losses, which could adversely affect our business, results of operations, and profitability. There is no assurance that we will be able to obtain insurance coverage at a reasonable cost or fully utilize such insurance coverage, if necessary.

We rely on key utility services.

Our business is dependent on a number of key inputs and their related costs, including raw materials and supplies related to our growing operations, as well as electricity, water and other local utilities. Our cannabis growing operations consume and will continue to consume considerable energy, which makes us vulnerable to rising energy costs. Accordingly, rising or volatile energy costs may, in the future, adversely impact our business and our ability to operate profitably. Additionally, any significant interruption or negative change in the availability or economics of the supply chain for our key inputs could materially impact our business, financial condition and operating results. If we are unable to secure required supplies and services on satisfactory terms, it could have a materially adverse impact on our business, financial condition and operating results.

Risks Related to Owning Subordinate Voting Shares

A return on our securities is not guaranteed.

There is no guarantee that our Subordinate Voting Shares will earn any positive return in the short term or long term. A holding of Subordinate Voting Shares is speculative and involves a high degree of risk and should be undertaken only by holders whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. A holding of Subordinate Voting Shares is appropriate only for holders who have the capacity to absorb a loss of some or all of their holdings.

Additional issuances of Multiple Voting Shares or Subordinate Voting Shares may result in further dilution and could have anti-takeover effects.

We may issue additional equity or convertible debt securities in the future, which may dilute an existing shareholder's holdings. Our articles permit the issuance of an unlimited number of Multiple Voting Shares and Subordinate Voting Shares, and existing shareholders will have no preemptive rights in connection with such further issuances. Our board of directors has discretion to determine the price and the terms of further issuances. The ability of our board of directors to issue additional Multiple Voting Shares and/or Subordinate Voting Shares could also have anti-takeover effects. Moreover, we will issue additional Subordinate Voting Shares on the conversion of the Multiple Voting Shares in accordance with their terms. To the extent holders of our options, warrants or other convertible securities convert or exercise their securities and sell Subordinate Voting Shares they receive, the trading price of the Subordinate Voting Shares may decrease due to the additional amount of Subordinate Voting Shares available in the market. We cannot predict the size or nature of future issuances or the effect that future issuances and sales of Subordinate Voting Shares will have on the market price of the Subordinate Voting Shares. Issuances of a substantial number of additional Subordinate Voting Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Subordinate Voting Shares. With any additional issuance of Subordinate Voting Shares, our investors will suffer dilution to their voting power and economic interest.

Sales of substantial amounts of Subordinate Voting Shares by our existing shareholders in the public market may have an adverse effect on the market price of the Subordinate Voting Shares.

Sales of a substantial number of Subordinate Voting Shares in the public market could occur at any time. These sales, or the perception in the market that holders of a large number of shares intend to sell shares, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Subordinate Voting Shares. If all or a substantial portion of our Multiple Voting Shares are converted into Subordinate Voting Shares, the potential for sales of substantial numbers of Subordinate Voting Shares may increase. A decline in the market prices of the Subordinate Voting Shares could impair our ability to raise additional capital through the sale of securities should we desire to do so.

The market price for the Subordinate Voting Shares has been and is likely to continue to be volatile.

The market price for the Subordinate Voting Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which will be beyond our control, including, but not limited to, the following: (i) actual or anticipated fluctuations in our quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of companies in the cannabis industry; (iv) additions or departures of our executive officers and other key personnel; (v) release or expiration of transfer restrictions on our issued and outstanding shares; (vi) regulatory changes affecting the cannabis industry generally and our business and operations; (vii) announcements by us and our competitors of developments and other material events; (viii) fluctuations in the costs of vital production materials and services; (ix) changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility, as well as disruptions to health crisis (such as the COVID-19 pandemic), severe weather events, or armed conflicts (such as the conflict between Ukraine and Russia or Israel and Hamas); significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors; (xi) operating and share price performance of other companies that investors deem comparable to us or from a lack of market comparable companies; (xii) false or negative reports issued by individuals or companies who have taken aggressive short sale positions; and (xiii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in our industry or target markets.

Financial markets have experienced significant price and volume fluctuations that have affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of those companies. Accordingly, the market price of the Subordinate Voting Shares may decline even if our operating results, underlying asset values or prospects have not changed.

These factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, our operations could be adversely impacted, and the trading price of the Subordinate Voting Shares could be materially adversely affected.

There may not be sufficient liquidity in the markets for our Subordinate Voting Shares.

Our Subordinate Voting Shares are listed for trading on the CSE under the trading symbol “TRUL” and on the OTCQX Best Market under the symbol “TCNNE.” The liquidity of any market for the shares of our Subordinate Voting Shares will depend on a number of factors, including:

- The number of shareholders;
- our operating performance and financial condition;
- the market for similar securities;
- the extent of coverage by securities or industry analysts; and
- the interest of securities dealers in making a market in the shares.

Risks Related to Being a Public Company

We are subject to increased costs as a result of being a U.S. reporting company.

As a public issuer, we are subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which our securities may be listed from time to time. In addition, we became subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder on February 4, 2021. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on our personnel, systems and resources, which could adversely affect our business, financial condition, and results of operations.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity

Trulieve recognizes the critical importance of developing, implementing, and maintaining cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of the data we produce and collect.

Managing Material Risks & Overall Risk Management

We have a cross-departmental approach to addressing cybersecurity risk, including input from our employees, senior management, and the Audit Committee of our Board of Directors (the “Board”). We devote significant resources to cybersecurity and risk management processes to adapt to the changing cybersecurity landscape and respond to emerging threats promptly and effectively.

We have a set of Company-wide cybersecurity policies and procedures and continue building these important document libraries. Management approves initial policies and reviews them periodically for updates and changes. Our cybersecurity program follows the internationally recognized risk framework, ISO 27001. We regularly assess the threat landscape and take a holistic view of cybersecurity risks, with a multi-faceted cybersecurity strategy based on prevention, detection, and mitigation. The Company continues to work to ensure that our cybersecurity risks fully integrate into the Company’s overall risk management approach.

Third-party Risk Management and oversight

As part of our cybersecurity program, we engage with external service providers in our continuing cybersecurity efforts. These providers assist us in evaluating and enhancing the effectiveness of our information security policies and procedures. The partnerships enable us to leverage specialized knowledge and insights, ensuring our cybersecurity policies and procedures are comprehensive, up-to-date, and aligned with regulatory requirements.

The use of these third-party providers is regularly reviewed and monitored by the appropriate members of management. We conduct thorough assessments of all third-party providers before engagement and maintain ongoing monitoring to ensure compliance with our cybersecurity standards.

Risks from Cybersecurity Threats

We have not encountered cybersecurity challenges with a material impact on our strategic plan, operations, or financial standing. For additional information, see "Item 1A. Risk Factors - We are subject to security risks related to our products as well as our information and technology systems".

Governance

Trulieve's cybersecurity program is managed under the management purview of our Chief Technology Officer ("CTO") and our Senior Director of Information Security, whose team (the "Cybersecurity Team") is responsible for facilitating the enterprise-wide cybersecurity program. Our CTO has over 20 years of experience with large information technology footprints, including cybersecurity. His in-depth knowledge and expertise are instrumental in supporting our cybersecurity program and policies and overseeing our governance and compliance programs. The Information Security Governance Committee ("the IT Committee") and the Audit Committee of our Board of Directors oversee management's process for identifying and mitigating risks, including cybersecurity risks. The Audit Committee comprises board members with diverse expertise equipping them to oversee cybersecurity risks effectively.

Management's role in assessing and managing material risks from cybersecurity threats involves leadership, governance, resource allocation, and proactive risk management. Management's involvement is crucial in safeguarding the Company's digital assets, reputation, and long-term success. Our Cybersecurity Team provides periodic reports to our IT Committee and Audit Committee, our Chief Executive Officer, and other members of senior management as appropriate.

The IT and Audit committees actively participate in discussions with management regarding cybersecurity risks. The IT Committee and Audit Committee assess the Company's cybersecurity program at least annually, including discussing management's actions to identify and detect threats, and scenarios for potential response or recovery situations. In addition to regularly scheduled meetings, the IT and Audit Committee and appropriate senior management levels maintain an ongoing dialogue regarding emerging or potential cybersecurity risks. Together, they receive updates on any significant developments in the cybersecurity domain, ensuring the Board's oversight is proactive and responsive.

Item 2. Properties.

As of December 31, 2024, the Company operated 225 dispensaries in eight U.S. states and operated 15 cultivation and processing facilities in seven U.S. states. Substantially all of our dispensaries are leased. The cultivation, processing and related facilities provide us with approximately 4 million square feet of production space. Certain owned properties are subject to commercial mortgages. Refer to *Note 10. Long-Term Borrowings* to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information on our mortgages. The Company believes its facilities are suitable and adequate to meet its current needs. The Company's corporate headquarters is located in Quincy, Florida.

Item 3. Legal Proceedings.

There are no actual or, to our knowledge, contemplated legal proceedings material to Trulieve or in which any of our property is the subject matter.

There have been no material penalties or sanctions imposed against Trulieve by a court or regulatory authority, and we have not entered into any material settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, in the three years prior to the date of this prospectus.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.****Trading Price and Volume**

The Subordinate Voting Shares are traded on the CSE under the symbol “TRUL.” The following table sets forth trading information pulled from Bloomberg for the Subordinate Voting Shares for the periods indicated.

Period	Low Trading Price (C\$)	High Trading Price (C\$)	Volume (#)
Year Ended December 31, 2024			
Fourth Quarter (December 31, 2024)	\$ 6.36	\$ 18.76	40,815,079
Third Quarter (September 30, 2024)	11.45	16.50	14,098,433
Second Quarter (June 30, 2024)	11.68	19.75	24,724,882
First Quarter (March 31, 2024)	6.87	16.78	35,357,296
Year Ended December 31, 2023			
Fourth Quarter (December 31, 2023)	\$ 5.22	\$ 8.43	20,003,628
Third Quarter (September 30, 2023)	4.68	10.12	30,922,434
Second Quarter (June 30, 2023)	5.20	7.63	26,217,104
First Quarter (March 31, 2023)	7.48	10.04	19,669,724

Source: Bloomberg.

The Subordinate Voting Shares are also traded on the OTCQX under the symbol “TCNNE.” The following table sets forth trading information pulled from Bloomberg for the Subordinate Voting Shares for the periods indicated.

Period	Low Trading Price (\$)	High Trading Price (\$)	Volume (#)
Year Ended December 31, 2024			
Fourth Quarter (December 31, 2024)	\$ 4.49	\$ 13.60	40,082,954
Third Quarter (September 30, 2024)	8.50	12.20	20,574,200
Second Quarter (June 30, 2024)	8.50	14.37	34,447,639
First Quarter (March 31, 2024)	5.16	12.40	35,994,864
Year Ended December 31, 2023			
Fourth Quarter (December 31, 2023)	\$ 3.85	\$ 6.17	23,042,292
Third Quarter (September 30, 2023)	3.45	7.45	26,647,373
Second Quarter (June 30, 2023)	3.87	5.78	19,621,301
First Quarter (March 31, 2023)	5.59	7.50	25,890,697

Source: Bloomberg.

The OTCQX market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Holder of Record

As of December 31, 2024, there were approximately 352 shareholders of record of our Subordinate Voting Shares and 14 holders of record of our Multiple Voting Shares.

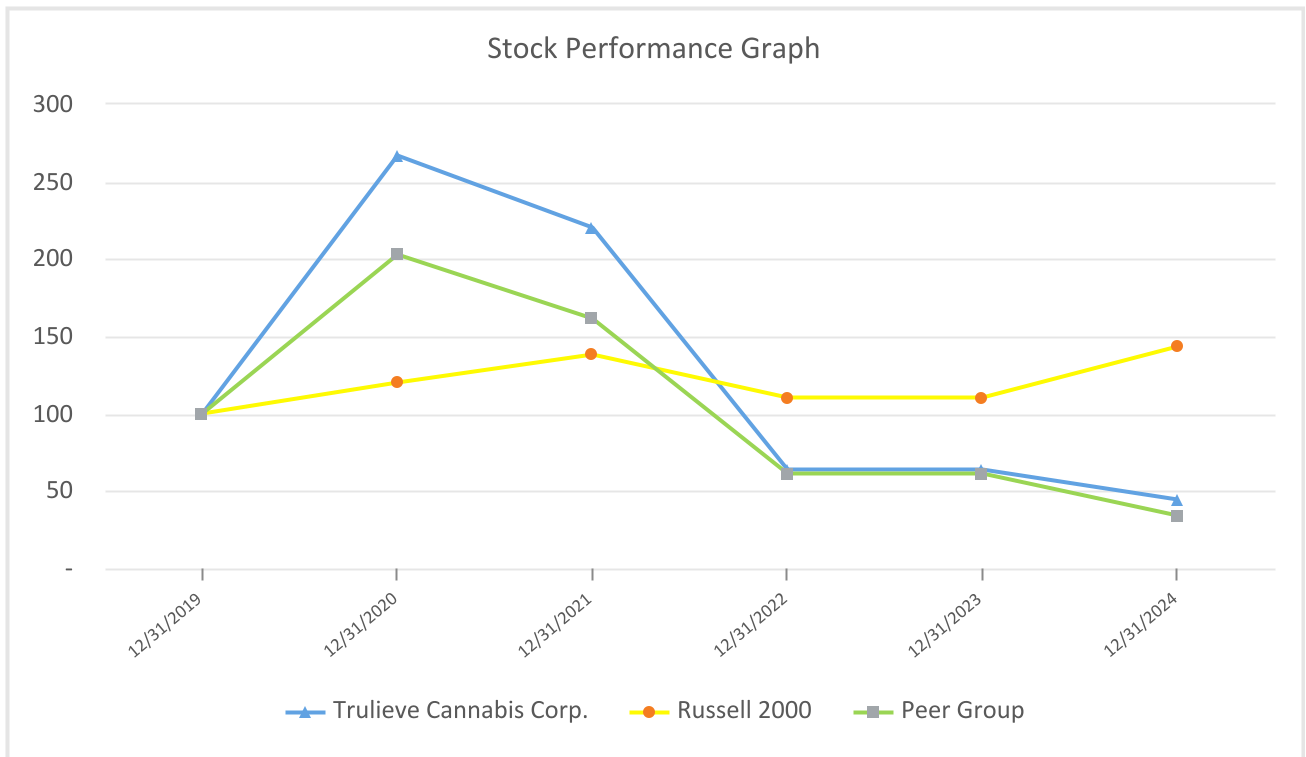
Dividends

We have not declared dividends or distributions on Subordinate Voting Shares in the past. We currently intend to reinvest all future earnings to finance the development and growth of our business. As a result, we do not intend to pay dividends on Subordinate Voting Shares in the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restriction on the payment of dividends and any other factors the board deems relevant.

Stock Performance Graph

The following performance graph and related information is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such a filing: the SEC requires the Company to include a line graph presentation comparing cumulative five year stock returns with a broad-based stock index and either a nationally recognized industry index or an index of peer companies selected by the Company. The Company has chosen to use the Russell 2000 Index as the broad-based index.

The graph compares the cumulative total shareholder return on our Subordinate Voting Shares (Ticker: TCNNF) with the comparative cumulative total return of the Russell 2000 Index and our selected peer group, assuming an initial investment of \$100 in cash, with reinvestment of any dividends, from December 31, 2019 through December 31, 2024. The returns of each company in the peer group have been weighted to reflect their market capitalization. The returns shown are based on historical results and are not intended to suggest future performance. The total return on our Subordinate Voting Shares was (56)% during the performance period, as compared with a total return during the same period of (66)% for the market-cap weighted average return of our selected peer group, and 43% for the Russell 2000 Index.



Our selected peer group is comprised of:

- Cresco Labs Inc. (Ticker: CRLBF)
- Curaleaf Holdings Inc. (Ticker: CURLF)
- Green Thumb Industries Inc. (Ticker: GTBIF)
- Verano Holdings Corp. (Ticker: VRNOF) - first publicly traded in 2022 and reweighted to the peer group

Recent Sales of Unregistered Securities

On November 7, 2024, the Company issued 487,465 Subordinate Voting Shares to acquire an additional 15% ownership interest in an already consolidated subsidiary, raising the Company's ownership in such subsidiary to 90%, and on December 6, 2024, the Company issued 324,977 Subordinate Voting Shares to acquire an additional 10% ownership in the subsidiary, raising the Company's ownership in such subsidiary to 100%. These Subordinate Voting Shares were issued to the equity holders of the subsidiary in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended based upon factual representations received from the equity holders who received the Subordinate Voting Shares.

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read together with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including but not limited to those described in the “Risk Factors” section of this Annual Report on Form 10-K. Actual results may differ materially from those contained in any forward-looking statements. You should read “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” contained in this Annual Report on Form 10-K.

Overview

Trulieve is a vertically integrated cannabis company and multi-state operator with operations in nine states. Headquartered in Quincy, Florida, we are the largest cannabis retailer in the United States with market leading retail operations in Arizona, Florida, Georgia, Pennsylvania, and West Virginia. We are committed to delivering exceptional customer experiences through elevated service and high-quality branded products. We aim to be the brand of choice for medical and adult-use customers in all of the markets that we serve. The Company operates in highly regulated markets that require expertise in cultivation, manufacturing, and retail. We have developed proficiencies in each of these functional areas and are passionate about expanding access to regulated cannabis products through advocacy, education and expansion of our distribution network.

All of the states in which we operate have developed programs to permit the use of cannabis products for medicinal purposes to treat specific conditions and diseases, which we refer to as medical cannabis. Recreational cannabis, or adult-use cannabis, is legal cannabis sold in licensed dispensaries to adults ages 21 and older. Thus far, of the states in which we operate, Arizona, Colorado, Connecticut, Maryland, and Ohio, have already launched programs legalizing the sale of adult-use cannabis products. Trulieve operates its business through its owned subsidiaries which hold licenses in the states in which they operate.

As of December 31, 2024, we operated the following:

State	Number of Dispensaries	Number of Cultivation and Processing Facilities
Florida	160	5
Arizona	21	3
Pennsylvania	21	3
West Virginia	10	1
Georgia	6	1
Maryland	3	1
Ohio	3	—
Connecticut	1	—
Colorado	—	1
Total	225	15

Components of Results of Continuing Operations*Revenue*

Revenue is primarily derived from cannabis and cannabis related products we cultivate, process, distribute, and sell to our customers and through our wholesale distribution channels.

Cost of Goods Sold and Gross Profit

Gross profit includes revenue less the costs directly attributable to the cultivation and production of cannabis and from wholesale purchases made from other licensed producers within the markets in which the Company operates. Costs of goods sold include the costs directly attributable to the production of inventory and amounts incurred in the cultivation and manufacturing process of finished goods, such as flower, concentrates, and edibles, as well as packaging and other supplies, fees for services and processing, and allocated overhead which includes depreciation and amortization of property and equipment associated with cultivation and production, allocations of rent, administrative salaries, utilities, and related costs. Cannabis costs are affected by various state regulations that limit the sourcing and procurement of cannabis product, which may create fluctuations in margins over comparative periods as the regulatory environment changes.

Sales and Marketing

Sales and marketing expenses primarily consist of personnel costs to manage and staff our dispensaries and other operating dispensary costs such as facility costs, advertising costs, and costs for marketing programs of our products. As we continue to expand and open additional dispensaries, and gain additional customers, we expect our sales and marketing expenses to continue to increase.

General and Administrative

General and administrative expenses are primarily related to (i) personnel costs, including salaries, incentive compensation and benefits, (ii) other professional service costs, including legal, accounting and acquisition related costs, and (iii) legislative campaign contributions. We expect to continue to invest in this area to support our expansion plans and to further support the growth of the cannabis industry. Other general and administrative expenses consist of travel, general office supplies and monthly services, facilities and occupancy, insurance, and director fees.

Depreciation and Amortization

Depreciation and amortization consists of depreciation of property and equipment, right-of-use assets, and amortization of intangible assets, including cannabis licenses and internally developed software.

Total Other Expense, Net

Total other expense, net consists primarily of interest expense, interest income on money market accounts, time deposits, and notes receivable, debt extinguishments, the impact of the revaluation of the liability classified warrants, the interest rate swap, the provision for credit losses recorded on non-operating notes receivable, and the loss or gain recognized on sales of non-operating assets.

Provision for Income Taxes

Provision for income taxes is calculated using the asset and liability method. Deferred income tax assets and liabilities are determined based on enacted tax rates and laws for the years in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The IRS has taken the position that Section 280E of the IRC precludes cannabis companies from deducting any business expenses other than amounts properly categorized as costs of goods sold. The Company has taken a position that Section 280E of the IRC does not preclude it from deducting ordinary and necessary business expenditures on its tax returns.

Results of Continuing Operations

This section of this Annual Report on Form 10-K generally discusses fiscal year 2024 and 2023 items and year-to-year comparisons between the years ended 2024 and 2023 for continuing operations, except as noted. Refer to *Note 23. Discontinued Operations* to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional financial information related to our discontinued operations.

For the comparison of fiscal years 2023 and 2022, refer to Part II, Item 7 "Management's discussion and analysis of financial condition and results of operations" on Form 10-K for our fiscal year ended December 31, 2023, filed with the SEC on February 29, 2024, under the subheadings "Year Ended December 31, 2023 Compared to Year Ended December 31, 2022" and "Liquidity and Capital Resources".

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

	2024	2023	2024 vs. 2023	
Consolidated Statements of Operations Data	<i>(in thousands)</i>		<i>(change in thousands)</i>	<i>% favorable / (unfavorable)</i>
Revenue	\$1,186,490	\$1,129,193	\$ 57,297	5.1 %
Cost of goods sold	470,745	540,565	(69,820)	12.9 %
Gross profit	715,745	588,628	127,117	21.6 %
Expenses:				
Sales and marketing	257,716	240,165	17,551	(7.3)%
General and administrative	252,735	145,997	106,738	(73.1)%
Depreciation and amortization	112,806	109,825	2,981	(2.7)%
Impairments and disposals of long-lived assets, net of (recoveries)	(5,292)	6,664	(11,956)	179.4 %
Impairment of goodwill	—	307,590	(307,590)	— %
Total expenses	617,965	810,241	(192,276)	23.7 %
Income (loss) from operations	97,780	(221,613)	319,393	144.1 %
Other income (expense):				
Interest expense, net	(62,193)	(81,569)	19,376	23.8 %
Interest income	14,678	6,164	8,514	138.1 %
Debt extinguishments, net	—	5,937	(5,937)	— %
Other (expense) income, net	(7,551)	6,544	(14,095)	(215.4)%
Total other expense, net	(55,066)	(62,924)	7,858	12.5 %
Income (loss) before provision for income taxes	42,714	(284,537)	327,251	115.0 %
Provision for income taxes	197,589	151,358	46,231	(30.5)%
Net loss from continuing operations	(154,875)	(435,895)	281,020	64.5 %
Net loss from discontinued operations, net of tax benefit of zero and \$4,101, respectively	(5,702)	(97,241)	91,539	94.1 %
Net loss	<u>\$ (160,577)</u>	<u>\$ (533,136)</u>	<u>\$ 372,559</u>	69.9 %
Percentage of Revenue	2024	2023		
Cost of goods sold	39.7 %	47.9 %		
Gross profit	60.3 %	52.1 %		
Sales and marketing	21.7 %	21.3 %		

Revenue

Revenue for the year ended December 31, 2024 was \$1.19 billion, an increase of \$57.3 million, or 5.1%, from \$1.13 billion for the year ended December 31, 2023. The increase was primarily driven by a \$45.3 million increase in retail revenue and a \$12.0 million increase in wholesale and other revenue.

The increase in retail revenue was partially driven by the opening of additional dispensaries and increased productivity in existing dispensaries; the Company operated 225 dispensaries as of December 31, 2024, compared to 192 as of December 31, 2023. Additionally, Maryland became an adult-use market in July 2023 providing a full twelve months of adult-use revenue for 2024 in comparison to 2023.

The increase in wholesale and other revenue was primarily driven by higher wholesale revenue in Maryland with a full year of adult-use sales in 2024 compared to six months of adult-use sales in 2023. Additionally, wholesale revenue in Pennsylvania saw an increase over the comparable period through growth in the wholesale customer base in Pennsylvania in 2024.

Cost of Goods Sold and Gross Profit

Cost of goods sold for the year ended December 31, 2024 was \$470.7 million, a decrease of \$69.8 million, or 12.9%, from \$540.6 million for the year ended December 31, 2023. Cost of goods sold as a percentage of revenue was 39.7% for the year ended December 31, 2024 as compared to 47.9% for the year ended December 31, 2023. Gross profit for the year ended December 31, 2024 was \$715.7 million, an increase of \$127.1 million, or 21.6%, from \$588.6 million for the year ended December 31, 2023. Gross profit as a percentage of revenue was 60.3% for the year ended December 31, 2024 as compared to 52.1% for the year ended December 31, 2023, which was primarily driven by increased revenue and decreased cost of goods sold reflecting year-over-year improvements in at-scale cost efficiencies from our production facilities as well as a disciplined approach to promotional activity in the current year.

Sales and Marketing Expense

Sales and marketing expense for the year ended December 31, 2024 was \$257.7 million, an increase of \$17.6 million, or 7.3%, from \$240.2 million for the year ended December 31, 2023. The increase was primarily driven by 33 new stores, which was partially offset by retail payroll efficiencies. Sales and marketing expense as a percentage of revenue was 21.7% for the year ended December 31, 2024, compared to 21.3% for the year ended December 31, 2023. Even though there was an increase in the number of operating stores, sales and marketing expense as a percentage of revenue remained relatively consistent as a result of retail payroll efficiencies.

General and Administrative Expense

General and administrative expense for the year ended December 31, 2024 was \$252.7 million, an increase of \$106.7 million or, 73.1%, from \$146.0 million for the year ended December 31, 2023. The increase was primarily from legislative campaign contributions totaling \$117.5 million for the year ended December 31, 2024 as compared to \$20.1 million for the year ended December 31, 2023. The increase from prior year also resulted from increases in compensation-related expenses, including share based compensation expense driven by the timing of award grants and decreased forfeitures, along with increased expenses for information technology upgrades in 2024 compared to 2023.

Depreciation and Amortization Expense

Depreciation and amortization expense for the year ended December 31, 2024 was \$112.8 million, an increase of \$3.0 million, or 2.7%, from \$109.8 million for the year ended December 31, 2023. The increase was primarily attributable to higher amortization expense driven by investments in internal-use software in 2024.

Impairment and Disposal of Long-lived Assets, Net of (Recoveries)

Impairment and disposal of long-lived assets, net of recoveries for the year ended December 31, 2024 was a gain of \$5.3 million compared to a loss of \$6.7 million for the year ended December 31, 2023. In 2024 we received insurance recoveries totaling \$8.4 million, which was partially offset by asset disposal activities of underperforming assets. In 2023 we had asset disposal activities of underperforming assets.

Impairment of Goodwill

Impairment of goodwill was zero for the year ended December 31, 2024 compared to \$307.6 million for the year ended December 31, 2023. Based on the results of the Company's goodwill impairment procedures in the second quarter of 2023, the Company recorded a \$307.6 million goodwill impairment for its single reporting unit.

Interest Expense, Net

Interest expense, net for the year ended December 31, 2024 was \$62.2 million, a decrease of \$19.4 million, or 23.8%, from \$81.6 million for the year ended December 31, 2023. The decrease in interest expense primarily resulted from debt retirements in September 2023 and December 2023 of \$57.0 million and \$130.0 million, respectively. The decrease was partially offset by interest expense on a \$25.0 million mortgage note executed in December 2023.

Interest Income

Interest income for the year ended December 31, 2024 was \$14.7 million, an increase of \$8.5 million, or 138.1%, from \$6.2 million for the year ended December 31, 2023. The increase was due to an increase in funds invested in high-yield money market funds and short-term certificates of deposit in 2024.

Debt Extinguishments, Net

Debt extinguishments, net for the year ended December 31, 2024 was zero compared to a net gain totaling \$5.9 million for the year ended December 31, 2023. In 2023, the Company repurchased senior secured notes at a 16.5% discount to par which resulted in a \$8.2 million gain on extinguishment. This was partially offset by a \$2.4 million loss on extinguishment in the fourth quarter of 2023 when we completed an early redemption of two private placement notes, totaling \$130.0 million, which represented a redemption price of 100% of the principal amounts outstanding.

Other (Expense) Income, Net

Other expense, net was \$7.6 million for the year ended December 31, 2024, a change of \$14.1 million from other income, net of \$6.5 million for the year ended December 31, 2023. The change was primarily a result of the provision for credit losses recorded on non-operating notes receivable in 2024, compared to gains recognized on sales of non-operating assets and non-recurring settlements in 2023.

Provision for Income Taxes

The provision for income taxes for the year ended December 31, 2024 was \$197.6 million, an increase of \$46.2 million, or 30.5%, from \$151.4 million for the year ended December 31, 2023. The provision for income taxes as a percentage of gross profit was 27.6% for the year ended December 31, 2024, compared to 25.7% for the year ended December 31, 2023. The increase in tax expense for 2024 was driven by an increase in gross profit for the period, the one-time impact of changing certain state tax filing methods which requires a revaluation of deferred taxes in those states, and an increase in interest expense on uncertain tax positions.

Management's Use of Non-GAAP Measures

Our management uses a financial measure that is not in accordance with generally accepted accounting principles in the U.S., or GAAP, in addition to financial measures in accordance with GAAP to evaluate our operating results. This non-GAAP financial measure should be considered supplemental to, and not a substitute for, our reported financial results prepared in accordance with GAAP. Adjusted EBITDA is a financial measure that is not defined under GAAP. Our management uses this non-GAAP financial measure and believes it enhances an investor's understanding of our financial and operating performance from period to period because it excludes certain material non-cash items and certain other adjustments management believes are not reflective of our ongoing operations and performance. EBITDA is calculated as net loss before net interest expense, interest income, provision for income taxes, and depreciation and amortization. Adjusted EBITDA is calculated as net loss before net interest expense, interest income, provision for income taxes, and depreciation and amortization, which is then adjusted for items that we do not believe represent the operations of the core business such as acquisition, transaction and other non-recurring costs including major system changes as well as contributions to specific initiatives, impairments and disposals of long-lived assets including goodwill, discontinued operations, share-based compensation, debt extinguishments, and other income and expense items.

We report Adjusted EBITDA to help investors assess the operating performance of the Company's business. The financial measure noted above is a metric that has been adjusted from the GAAP net income measure in an effort to provide readers with a normalized metric in making comparisons more meaningful across the cannabis industry, as well as to remove non-recurring, irregular and one-time items that may otherwise distort the GAAP net income measure.

As noted above, our Adjusted EBITDA is not prepared in accordance with GAAP, and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA rather than net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP. Because of these limitations, we consider, and you should consider, Adjusted EBITDA together with other operating and financial performance measures presented in accordance with GAAP. A reconciliation of net income, the most directly comparable financial measure calculated in accordance with GAAP, to Adjusted EBITDA, has been included herein immediately following our discussion of "Adjusted EBITDA".

Adjusted EBITDA

Adjusted EBITDA was \$420.2 million for the year ended December 31, 2024, an increase of \$97.9 million, or 30.4%, from \$322.3 million for the year ended December 31, 2023. Adjusted EBITDA as a percentage of revenue was 35.4% for the year ended December 31, 2024 as compared to 28.5% for the year ended December 31, 2023. The increase primarily resulted from increased revenue and improved gross profit.

Adjusted EBITDA was \$322.3 million for the year ended December 31, 2023, a decrease of \$75.9 million, or 19%, from \$398.2 million for the year ended December 31, 2022. The decrease was primarily due to increased competition and margin pressure, which was partially offset by efficiencies in payroll costs primarily in our retail locations and streamlining efforts.

The following table presents a reconciliation of net loss attributable to common shareholders (GAAP) to non-GAAP Adjusted EBITDA, for the periods presented:

	Year Ended December 31,		
	2024	2023	2022
	<i>(in thousands)</i>		
Net loss attributable to common shareholders	\$ (155,105)	\$ (526,796)	\$ (246,064)
Add (deduct) impact of:			
Interest expense, net	62,193	81,569	73,422
Interest income	(14,678)	(6,164)	(1,631)
Provision for income taxes	197,589	151,358	163,380
Depreciation and amortization	112,806	109,825	116,381
Depreciation included in cost of goods sold	53,564	57,195	46,933
EBITDA (Non-GAAP)	256,369	(133,013)	152,421
Impairment of goodwill	—	307,590	—
Impairments and disposals of long-lived assets, net of (recoveries)	(5,292)	6,664	75,547
Legislative campaign contributions	117,470	20,062	20,000
Acquisition, transaction, and other non-recurring costs	18,228	26,889	67,105
Share-based compensation	20,202	10,575	18,124
Debt extinguishments, net	—	(5,937)	—
Other expense (income), net	7,551	(6,544)	(2,388)
Discontinued operations, net of tax, attributable to common shareholders	5,702	96,048	67,440
Total adjustments	163,861	455,347	245,828
Adjusted EBITDA (Non-GAAP)	\$ 420,230	\$ 322,334	\$ 398,249

Adjusted EBITDA (Non-GAAP) % of Revenue	35.4 %	28.5 %	32.7 %
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Liquidity and Capital Resources

Sources of Liquidity

Since our inception, we have funded our operations and capital spending through cash flows from product sales, third-party debt, proceeds from the sale of our capital stock and loans from affiliates and entities controlled by our affiliates. We are generating cash from operations and are deploying our capital reserves to acquire and develop assets capable of producing additional revenues to support our business growth. Our current principal sources of liquidity are our cash and cash equivalents provided by our operations as well as debt and equity offerings. The Company has generated, and expects to generate, additional cash from operations. Cash and cash equivalents consist primarily of cash on deposit with banks and money market funds.

Our primary uses of cash are for working capital requirements, capital expenditures, debt service payments, and income tax payments. Additionally, we may use cash to support cannabis market expansion related initiatives, such as Smart & Safe Florida that we contributed to in 2023 and 2024. Working capital is used principally for personnel expenses as well as costs related to the cultivation, processing and distribution of our products. Our capital expenditures consist primarily of additional cultivation and processing facilities and retail dispensaries, and improvements to existing facilities to support the long-term growth in markets with adult-use catalysts. In 2024, our debt service payments consist primarily of interest payments.

As of December 31, 2024, cash and cash equivalents were \$238.8 million and we had \$60.4 million invested in certificates of deposit, classified as short-term investments due to their original maturity dates which all matured in January 2025. We believe our existing cash balances and short-term investments will be sufficient to meet our anticipated cash requirements from the date of this Annual Report on Form 10-K through at least the next 12 months. Any additional future requirements will be funded through the following sources of capital:

- Cash from ongoing operations,
- Equity or debt financings.

Cash Flows

The consolidated statements of cash flows include continuing operations and discontinued operations. The table below highlights our cash flows for the years ended December 31:

	2024	2023
	<i>(in thousands)</i>	
Net cash provided by operating activities	\$ 271,484	\$ 201,841
Net cash used in investing activities	(206,615)	(37,470)
Net cash used in financing activities	(33,439)	(175,585)
Net increase (decrease) in cash and cash equivalents	\$ 31,430	\$ (11,214)

Cash Flows - Operating Activities

Net cash provided by operating activities was \$271.5 million for the year ended December 31, 2024, an increase of \$69.6 million, compared to \$201.8 million in net cash provided by operating activities during the year ended December 31, 2023. The improvement was primarily due to the \$127.1 million increase in gross profit driven by higher revenues and improved gross margin as well as the reduction in net tax payments of \$99.6 million, primarily related to the impact from the Company's position that it does not owe taxes attributable to the application of Section 280E of the Internal Revenue Code (inclusive of \$52.0 million in refunds received from amended returns based on this position). This was partially offset by a \$97.4 million increase in payments for legislative campaign contributions. Operating cash flows in the comparative period benefited from the \$83.3 million decrease in inventories versus the \$18.7 million increase for the current period.

Cash Flows - Investing Activities

Net cash used in investing activities was \$206.6 million for the year ended December 31, 2024, an increase of \$169.1 million, compared to \$37.5 million in net cash used in investing activities for the year ended December 31, 2023. The increase primarily reflects the Company's \$60.4 million net investment into certificates of deposit as well as higher purchases of property and equipment and internal-use software in 2024 to support the long-term growth of the business. Additionally, there was a decrease in disposal of assets activity in 2024 which resulted in a decrease of \$11.4 million in proceeds.

Cash Flows - Financing Activities

Net cash used in financing activities was \$33.4 million for the year ended December 31, 2024, a decrease of \$142.1 million, compared to \$175.6 million in net cash used in financing activities for the year ended December 31, 2023. The decrease is primarily related to \$160.8 million in net debt activity compared to the comparable period. This was partially offset by a \$12.2 million payment made in 2024 for taxes related to a one-time net share settlement of RSUs for two executive officers as well as a consolidated VIE settlement transaction and the related costs incurred.

Balance Sheet Exposure

As of December 31, 2024 and 2023, 100% of our consolidated balance sheets are exposed to U.S. cannabis-related activities, and substantially all our revenue is from U.S. cannabis operations. We believe our operations are in material compliance with all applicable state and local laws, regulations, and licensing requirements in the states in which we operate. However, cannabis remains illegal under U.S. federal law. For information about risks related to U.S. cannabis operations, please refer to the "Risk Factors" section of this Annual Report on Form 10-K.

Contractual Obligations

As of December 31, 2024, we had the following contractual obligations to make future payments, representing material contracts and other commitments that are known and committed:

	<u><1 Year</u>	<u>1 to 3 Years</u>	<u>3 to 5 Years</u>	<u>>5 Years</u>	<u>Total</u>
	<i>(in thousands)</i>				
Private placement notes	\$ —	\$ 368,000	\$ —	\$ —	\$ 368,000
Notes payable	3,407	12,255	86,301	15,114	117,077
Operating lease liabilities	26,472	53,024	49,110	99,822	228,428
Finance lease liabilities	16,628	32,308	27,521	33,586	110,043
Construction finance liabilities	23,140	48,281	51,077	269,774	392,272
Other	488	976	969	2,102	4,535
Total ⁽¹⁾	\$ 70,135	\$ 514,844	\$ 214,978	\$ 420,398	\$ 1,220,355

⁽¹⁾ Includes liabilities due in relation to our discontinued operations and excludes \$445.2 million of uncertain tax position liabilities as we cannot make a reasonably reliable estimate of the period of potential cash settlement with the respective taxing authorities.

For additional information on our commitments for financing arrangements, future lease payments, lease guarantees, uncertain tax position, and other obligations, see Item 8, *Note 10. Long-Term Borrowings*, *Note 11. Leases*, *Note 12. Construction Finance Liabilities*, *Note 16. Income Taxes*, *Note 23. Discontinued Operations*, and *Note 20. Commitments And Contingencies*.

As of the date of this Annual Report on Form 10-K, we do not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of, including, and without limitation, such considerations as liquidity and capital resources.

Critical Accounting Policies and Estimates

Our financial statements have been prepared in conformity with GAAP. In preparation of these financial statements, our management is required to use judgment in making estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported expenses incurred during the reporting periods. Management considers an accounting judgment, estimate, or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates, and assumptions could have a material impact on the consolidated financial statements. Our significant accounting policies are described in *Note 3. Summary Of Significant Accounting Policies* to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further information.

In preparation of these financial statements, management applied critical estimates and assumptions while determining net realizable value of inventory, estimating uncertain tax provisions, and performing impairment assessments on long-lived assets and goodwill.

Inventory Valuation

In accordance with GAAP, we value inventory at the lower of cost or net realizable value. Our assessment of net realizable value is a critical accounting estimate due to the emerging and evolving cannabis industry, which makes it subject to significant fluctuations and uncertainty. Inventory valuation adjustments are reflected in cost of goods sold on the consolidated statements of operations.

Management uses available information at a point in time to determine net realizable value. The actual amount received on a sale could differ from the estimated value of inventory. In determining net realizable value, we consider several factors that require judgment, including expected future demand, future market conditions, and future selling prices.

Uncertain Tax Positions

Tax authorities have the ability to review and challenge matters that could be subject to differing interpretations of applicable tax laws and regulations as they relate to the amount, character, timing or inclusion of revenue and expenses or the sustainability of tax attributes. The ultimate resolution of such uncertainties could last several years. The Company utilizes internal and external expertise in interpreting tax laws to support the Company's tax positions and records uncertain tax positions based on the cumulative probability method whereby the largest benefit with a cumulative probability of greater than 50% is recorded. If management believes the likelihood of a tax position being sustained by a taxing authority is 50% or less, the position is not recognized.

The IRS has taken the position Section 280E of the IRC prevents cannabis companies from deducting any business expenses other than those properly included in cost of goods sold (e.g., costs associated with producing the products or costs of production). The Company has taken a position that Section 280E of the IRC does not preclude it from deducting ordinary and necessary business expenditures on its tax returns. As a result, as of December 31, 2024, \$412.6 million in uncertain tax positions were recorded for the Company's tax positions.

Impairment Assessments

The Company reviews long-lived assets, including property and equipment, definite life intangible assets, and right-of-use assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy of the business, a significant decrease in the market value of the assets or significant negative industry or economic trends. In accordance with Accounting Standards Codification ("*ASC*") 360-10, when evaluating long-lived assets with impairment indicators for potential impairment, we first compare the carrying value of the asset to its estimated undiscounted cash flows. If the sum of the estimated undiscounted cash flows is less than the carrying value of the asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to its estimated fair value, which is typically based on estimated discounted future cash flows. We recognize an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value.

Goodwill is allocated at the date the goodwill is initially recorded. We have one operating segment and reporting unit, and evaluate goodwill for impairment as one singular reporting unit. We evaluate our goodwill for impairment annually at the beginning of the fourth quarter or earlier upon the occurrence of substantive unfavorable changes in economic conditions, industry trends, costs, cash flows, or ongoing declines in market capitalization. The Company applies the guidance in *ASC 350 Intangibles - Goodwill and Other* which provides entities with an option to perform a qualitative assessment (commonly referred to as "Step Zero") to determine whether further quantitative analysis for impairment of goodwill is necessary. In performing Step Zero for the Company's goodwill impairment test, the Company is required to make assumptions and judgments including but not limited to the following: the evaluation of macroeconomic conditions as related to the Company's business, industry and market trends, trending of the Company's share price and the resulting market capitalization of the Company, and the overall future financial performance of its reporting units and future opportunities in the markets in which they operate. If impairment indicators are present after performing Step Zero, the Company would perform a quantitative impairment analysis to estimate the fair value of goodwill.

The quantitative impairment test requires judgment, including the identification of reporting units, the assignment of assets, liabilities, and goodwill to reporting units, and the determination of fair value of each reporting unit. The impairment test requires the comparison of the fair value of a reporting unit with the carrying amount, including goodwill. If the Company concludes a quantitative impairment test is required, the Company would review fair value techniques for the most appropriate technique, generally applying the market approach as the Company is publicly traded and has a single reporting unit. Application of the market approach requires the Company to estimate fair value based upon multiples of comparable public companies. Significant estimates in the market approach include identifying similar companies with comparable business factors such as size, growth, profitability, risk and return on investment, as well as assessing comparable market multiples in estimating the fair value of the reporting unit. In addition, the Company may utilize control premiums which are obtained from transactions of comparable publicly traded companies to calculate a reasonable control premium. The reporting unit may be at risk of failing the quantitative impairment test if it has a fair value that is not substantially in excess of the carrying amount at the assessment date.

For the Company's 2024 annual impairment test, the Company performed a Step Zero assessment and did not identify any events or changes in circumstances that would indicate the carrying amount of goodwill may be impaired.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Banking Risk

Notwithstanding that a majority of states have legalized medical cannabis, there has been no change in U.S. Federal banking laws related to the deposit and holding of funds derived from activities related to the cannabis industry. Given that U.S. Federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the cannabis industry. Consequently, businesses involved in the cannabis industry often have difficulty accessing the U.S. banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate our Company, its subsidiaries and investee companies, and leaves their cash holdings vulnerable. We have banking relationships in all jurisdictions in which we operate. Concentrations of credit risk with respect to our cash and cash equivalents are limited primarily to amounts held with financial institutions in excess of federally insured limits. Adverse developments affecting financial institutions, including bank failures, could adversely affect our liquidity and financial position.

Market Risk

Strategic and operational risks arise if we fail to carry out business operations and/or to raise sufficient equity and/or debt financing. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit Risk

Management does not believe that the Company has significant credit risk related to its customers, as the Company's revenue is generated primarily through cash transactions. The Company deals almost entirely with on demand sales and does not have any material wholesale agreements as of December 31, 2024. The Company reviews its trade receivable accounts and notes receivable regularly and reduces amounts to their expected realizable values by adjusting the allowance credit losses when management determines that the account may not be fully collectable. The Company applies *ASC 326 Financial Instruments – Credit Losses* for the measurement of expected credit losses, which uses an expected loss allowance model for all trade and notes receivables. The Company has adopted standardized credit policies and performs assessments in an effort to minimize those risks.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations associated with financial liabilities. We manage liquidity risk through the management of our capital structure. Our approach to managing liquidity is to ensure that we will have sufficient liquidity to settle obligations and liabilities when due.

Asset Forfeiture Risk

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. Our debt exposes us to risk of fluctuations in interest rates. Fixed rate debt, where the interest rate is fixed over the life of the instrument, exposes us to changes in market interest rates reflected in the fair value of the debt and to the risk that we may need to refinance maturing debt with new debt at higher rates. Floating rate debt, where the interest rate fluctuates periodically, exposes us to short-term changes in market interest rates. We manage our debt portfolio to achieve an overall desired proportion of fixed and floating rate debts and may employ interest rate swaps ("Swaps") as a tool from time to time to achieve that position. To manage our interest rate risk exposure, we entered into one Swap contract during the year ended December 31, 2022, to hedge the floating rate term loans. Changes in market interest rates impact the fair value of our Swap contract, which was a liability totaling \$1.0 million as of December 31, 2024. In addition to our private placement notes payable and long-term debt, we also have lease obligations and construction finance liabilities that bear interest. Interest rates on existing leases and construction finance liabilities typically do not change unless there is a modification to an underlying agreement. See Item 7, *Liquidity and Capital Resources*, and Item 8 of this Annual Report on Form 10-K for additional information.

Concentration Risk

Our operations are substantially located in Florida and to a lesser extent Arizona and Pennsylvania. Should economic conditions deteriorate, or competitive pressure intensify within that region, our results of operations and financial position would be negatively impacted. In addition, extreme weather events and natural disasters in areas where operations are concentrated would similarly negatively impact the business.

General Economic Risk

Our operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and spending and, consequently, impact our sales and profitability.

Inflation Risk

Rising inflation could have an adverse impact on expenses, as these costs could increase at a higher rate than revenues. Our costs are subject to fluctuations, particularly due to changes in the prices of raw product and packaging materials and the costs of labor, transportation and energy. Inflation pressures could also result in increases in these input costs. Therefore, our business results depend, in part, on our continued ability to manage these fluctuations through pricing actions, cost saving projects and sourcing decisions, while maintaining and improving margins and market share. Failure to manage these fluctuations could adversely impact our results of operations or cash flows. In addition, unfavorable macroeconomic conditions, such as a recession or continued slowed economic growth, could negatively affect consumer demand for cannabis products, which consequently, may negatively affect the results of operations. Under difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of cannabis products, negatively impacting our net sales and margins. Softer consumer demand for cannabis products could reduce our profitability and could negatively affect our overall financial performance.

Item 8. Consolidated Financial Statements and Supplementary Data

**TRULIEVE CANNABIS CORP.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Audited Financial Statements	Page
Report of Independent Registered Public Accounting Firm (PCAOB ID No. 100)	51
Report of Independent Registered Public Accounting Firm (PCAOB ID No. 688)	54
Consolidated Balance Sheets	57
Consolidated Statements of Operations	59
Consolidated Statements of Changes in Shareholders' Equity	61
Consolidated Statements of Cash Flows	63
Notes to Consolidated Financial Statements	66

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Trulieve Cannabis Corp.

Opinion on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheet of Trulieve Cannabis Corp. and its subsidiaries (the “Company”) as of December 31, 2024, and the related consolidated statements of operations, changes in shareholders’ equity, and cash flows for the year ended December 31, 2024, and the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2024, based on criteria established in 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and the results of its operations and its cash flows for the year ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Basis **for** **Opinion**

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the entity’s consolidated financial statements and an opinion on the entity’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Inventory

Description of the Matter

As described in Notes 3 and 6 to the consolidated financial statements, as of December 31, 2024, the Company had an inventory balance of \$231.4 million that was comprised of raw materials (including cannabis plants, packaging and supplies), work in process, and finished goods. Inventory is valued at the lower of cost or net realizable value. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion, disposal, and transportation for inventories in process. Costs of internally produced inventory are determined using the weighted-average cost method. The Company periodically reviews its inventory and identifies that which is excess, slow moving and obsolete by considering factors such as inventory levels, expected product life and forecasted sales demand. Any identified excess, slow moving and obsolete inventory is written down to its net realizable value through a charge to cost of goods sold.

We identified the valuation of inventory as a critical audit matter because of the significance of this balance sheet account, the significant assumptions management makes with regards to its valuation of inventory, and the increased extent of effort required in performing our audit procedures to evaluate the reasonableness of management's assumptions and estimates.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the inventory valuation process. For example, we tested controls over management's review of the inventory valuation calculations, as well as management's assumptions and the underlying data used in the calculations.

To test inventory valuation, our procedures included, among others, the following:

- evaluating the appropriateness of the Company's methodologies, significant assumptions, and underlying data and inputs used in valuing inventory by comparing significant assumptions used by management to historical information, independent calculations, and evidence obtained in other areas of the audit,

- evaluating the appropriateness of the Company's methodologies, significant assumptions, and underlying data and inputs used by management in their assessment of net realizable value and their estimated reserve for excess, slow moving and obsolete inventory by comparing significant assumptions used by management to historical information, independent calculations, current selling prices and costs, and evidence obtained in other areas of the audit,
- performing observations of the Company's physical inventory counts, including independent test counts thereon, and
- testing the accuracy of the Company's calculations and assessing the completeness and accuracy of the underlying data used in the calculations.

Evaluation of Uncertain Tax Positions

Description of the Matter

As described in Notes 3 and 16 to the consolidated financial statements, as of December 31, 2024, the Company had uncertain tax position liabilities of \$445.2 million, which consisted primarily of \$412.6 million related to the Company's tax positions based on legal interpretations that challenge the Company's tax liability under IRC Section 280E and \$32.0 million in accrued interest and penalties. Significant judgment is required in evaluating the Company's uncertain tax positions and determining the provision for income taxes. The Company recognizes benefits from uncertain tax positions based on the cumulative probability method whereby the largest benefit with a cumulative probability of greater than 50% is recorded. An uncertain tax position is not recognized if it has a 50% or less likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes. Any interest and penalties related to unrecognized tax liabilities are recorded in the provision for income taxes on the consolidated statements of operations.

We identified the evaluation of uncertain tax positions as a critical audit matter because the evaluation of whether a tax position is more likely than not to be sustained and the measurement of the benefit of various tax positions can be complex and involves significant auditor judgment. Management's evaluation of uncertain tax positions is based on interpretations of tax laws and legal rulings, and may be impacted by regulatory changes and judicial and examination activity, including judgments about re-measuring liabilities for positions taken in prior years' tax returns in light of new information.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the process to determine uncertain tax positions. For example, we tested controls over management's process to assess the technical merits of its uncertain tax positions, including controls over: the assessment as to whether a tax position is more likely than not to be sustained; the measurement of the uncertain tax position, both initially and on an ongoing basis; and the development of the related disclosures.

To test the uncertain tax positions liabilities calculation, our procedures included, among others, the following:

- involving tax professionals in assessing the technical merits of certain of the Company's tax positions,
- obtaining and examining the Company's analysis related to tax positions and evaluating the underlying facts upon which the tax positions are based,
- evaluating developments in the applicable regulatory environments to assess potential effects on the Company's positions, including recent decisions in relevant court cases,
- analyzing the appropriateness of the Company's assumptions and the accuracy of the Company's calculations and assessing the completeness and accuracy of the underlying data used to determine the amount of uncertain tax position liabilities to recognize, and
- evaluating the Company's income tax disclosures in relation to these matters.

/s/ WithumSmith+Brown, PC

We have served as the Company's auditor since 2024.

New York, New York
February 27, 2025

PCAOB ID Number 100

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

Trulieve Cannabis Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Trulieve Cannabis Corp. (the “Company”) as of December 31, 2023, the related consolidated statements of operations, changes in shareholders’ equity and cash flows for each of the two years in the period ended December 31, 2023, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Inventory

As described in Note 6, to the consolidated financial statements, the Company’s consolidated inventory related to cannabis inventory is \$213.1 million. As discussed in Note 3, the Company’s inventory consists of raw materials (including cannabis plants and packaging materials), work in process and finished goods and is valued at the lower of cost and net realizable value. Significant inputs and assumptions used in the valuation of inventory (excluding any purchased finished goods) include attrition rates of plants, average yield per plant, cumulative stage of completion in the production process and allocation of cost of goods sold. In addition, the Company records a provision for slow-moving and obsolete inventory, which can involve a high degree of judgment. The Company periodically reviews its inventory and identifies that which is excess, slow moving and obsolete by considering factors such as inventory levels, expected product life and forecasted sales demand.

We identified the valuation of inventory as a critical audit matter because of the significance of this balance sheet item, the significant assumptions management makes with regards to its valuation of inventory and an increased extent of effort when performing audit procedures to evaluate the reasonableness of management’s assumptions and estimates.

Addressing the matter involved performing the procedures and evaluating audit evidence, in connection with forming our overall opinion on the consolidated financial statements. Our procedures related to the valuation of inventory included, among others, the following:

- We obtained an understanding and evaluated the design of the internal controls over management's valuation of inventory.
- We evaluated the significant assumptions stated above and tested the completeness and accuracy of the underlying data used in management's costing and valuation.
- Tested attrition rates, average yield and cumulative stage of completion including performing physical observations of the growing cannabis and assessing quantities and growth stage compared to the plant's life cycle.
- Tested harvest and extraction yields including performing physical observations of each process.
- Tested management's assumptions related to costs of goods sold, sales price and expected yields including evaluating whether the assumptions used were reasonable considering (i) historical actual information (ii) independent calculations and observations of these inputs (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit.
- We evaluated management's provision for slow-moving and obsolete inventory calculation by reviewing inputs, including historical sales activity versus on-hand inventory levels and current selling prices versus current cost.

Evaluation of Impairment

As described in Note 3 and Note 21 to the consolidated financial statements, the Company tests goodwill for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill may be impaired. During the period ended March 31, 2023, the Company performed an interim quantitative impairment test over its single reporting unit due to a sustained decline in its stock price and its impact on the Company's market capitalization. The test was based on a weighted average of the income and market approaches. The income approach estimates the fair value of a reporting unit through a discounted cash flow model which estimates future cash flows and future operating performance, which include projected revenue, long-term growth rates, gross margins, capital expenditures, discount rates and the probability of achieving the estimated cash flows. The market approach incorporates comparable public companies and market multiples. As a result of its impairment test, the Company concluded that its goodwill was not impaired as of March 31, 2023. During the period ended June 30, 2023, because of a continued decline in the Company's stock price, the Company estimated the fair value of its single reporting unit by measuring its market capitalization and a corresponding control premium as a market approach, which was also corroborated by other valuation techniques. The Company concluded that its goodwill was impaired based on its estimate of fair value of its reporting unit being lower than its carrying value and recognized a goodwill impairment charge of \$307.6 million as of June 30, 2023.

The Company reviews long-lived assets, including property and equipment, definite life intangible assets, and right-of-use assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy of the business, a significant decrease in the market value of the assets or significant negative industry or economic trends. During the period ended March 31, 2023, the Company determined that certain long-lived assets, including intangible assets, in Massachusetts were impaired due to the competitive environment in the Massachusetts cannabis industry. The Company utilized a combination of the market, income, and cost approach for its impairment testing resulting in an impairment of \$30.3 million, which consisted of property and equipment and intangible assets, as of March 31, 2023.

Auditing management's evaluation of impairment is complex due to the judgments and assumptions required to assess management's considerations of those factors identified above. Auditing these assumptions involved extensive audit effort, including the need to involve our valuation specialists, due to the complexity of these assumptions and a high degree of auditor judgment when performing audit procedures and evaluating the results of those procedures.

The primary procedures we performed to address this critical audit matter included:

- We obtained an understanding and evaluated the design of controls over the Company's goodwill impairment review process, including controls over management's review of the significant assumptions described above.
- We compared the Company's projected revenue growth, gross profit margins and EBITDA margins with actual results to assess the Company's ability to accurately forecast.
- We evaluated the Company's projected revenue growth by comparing the projections to the underlying business strategies and legislative trends to assess the probability of achieving such projections.

- We performed sensitivity analyses over significant assumptions to evaluate the impact of changes in the fair value of the reporting unit.
- With the assistance of our valuation specialists, we assessed the fair value methodologies utilized and tested significant assumptions including, among other items, the weighted average cost of capital and the discount rate.
- With the assistance of our valuation specialists, we evaluated the market approach, including evaluating the reasonableness of the selected market multiples based on guideline public companies.
- In addition, we tested management's reconciliation of the fair value of the reporting unit to the Company's market capitalization, including evaluating the comparable public company transactions identified and the implied control premium.
- With the assistance of our valuation specialists, we evaluated the cost approach used by management in evaluating the Massachusetts property, plant, and equipment fair value, including evaluating replacement cost calculations, land valuations, and comparable sales data.

Evaluation of uncertain tax positions

As discussed in Note 3 and Note 16 to the consolidated financial statements, the Company has taken uncertain tax positions based on legal interpretations that challenge its tax liability under Internal Revenue Code Section 280E and inventory costs for tax purposes in its Florida and West Virginia dispensaries. Uncertainty in a tax position may arise because tax laws are subject to interpretation. The Company uses significant judgment to (1) determine whether, based on the technical merits, a tax position is more likely than not to be sustained and (2) measure the amount of tax benefit that qualifies for recognition. As of December 31, 2023, the Company accrued uncertain tax position liabilities of approximately \$180.4 million.

Auditing management's estimate of the amount of tax benefit that qualifies for recognition involved especially challenging auditor judgment because management's estimate is complex, highly judgmental and based on interpretations of tax laws and legal rulings.

The primary procedures we performed to address this critical audit matter included:

- Obtained an understanding and evaluated the design of controls over Management's accounting process for uncertain tax positions, including the controls over management's review of the technical merits of its tax positions and the measurement of the amount of tax benefits that qualify for recognition.
- With the assistance of our tax specialists, we assessed the technical merits of the Company's tax positions, including evaluating income tax interpretations and third-party advice obtained by the Company and the Company's process of filing tax returns with uncertain tax positions.
- Evaluated the appropriateness of the Company's accounting for its tax positions taking into consideration relevant federal and state income tax laws.
- Analyzed the Company's assumptions and data used to determine the amount of tax benefit to recognize and tested the accuracy of the calculations.
- Evaluated the adequacy of the Company's financial statement disclosures related to these tax matters.

/s/ Marcum LLP

Marcum LLP

We served as the Company's auditor from 2021 to March 2024

West Palm Beach, FL

February 29, 2024, except for Segment Reporting & Reporting Units in Note 3, as to which date is February 27, 2025

TRULIEVE CANNABIS CORP.
CONSOLIDATED BALANCE SHEETS
(in thousands)

	December 31,	
	2024	2023
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 238,803	\$ 201,372
Short-term investments	60,393	—
Restricted cash	907	6,607
Accounts receivable, net	8,288	6,703
Inventories	231,371	213,120
Income tax receivable	10,009	—
Prepaid expenses	22,959	17,620
Other current assets	26,209	23,735
Notes receivable - current portion, net	4,750	6,233
Assets associated with discontinued operations	868	1,958
Total current assets	604,557	477,348
Property and equipment, net	716,051	676,352
Right of use assets - operating, net	119,549	95,910
Right of use assets - finance, net	64,379	58,537
Intangible assets, net	859,483	917,191
Goodwill	483,905	483,905
Notes receivable, net	528	7,423
Other assets	19,837	10,379
Long-term assets associated with discontinued operations	1,980	2,010
TOTAL ASSETS	\$ 2,870,269	\$ 2,729,055
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 94,036	\$ 83,162
Deferred revenue	8,028	1,335
Notes payable - current portion	3,407	3,759
Operating lease liabilities - current portion	12,131	10,068
Finance lease liabilities - current portion	9,535	7,637
Construction finance liabilities - current portion	1,919	1,466
Contingencies	6,307	4,433
Liabilities associated with discontinued operations	3,129	2,989
Total current liabilities	138,492	114,849
Long-Term Liabilities:		
Private placement notes, net	364,836	363,215
Notes payable, net	111,945	115,855
Operating lease liabilities	117,485	92,235
Finance lease liabilities	67,679	61,676
Construction finance liabilities	135,521	136,659

Deferred tax liabilities	196,545	206,964
Uncertain tax position liabilities	445,221	180,350
Other long-term liabilities	4,954	7,086
Long-term liabilities associated with discontinued operations	38,560	41,553
TOTAL LIABILITIES	\$ 1,621,238	\$ 1,320,442
Commitments and contingencies (see Note 20)		
SHAREHOLDERS' EQUITY		
Common stock, no par value; unlimited shares authorized. 191,005,940 and 186,235,818 shares issued and outstanding as of December 31, 2024 and December 31, 2023, respectively.	\$ —	\$ —
Additional paid-in-capital	2,057,032	2,055,112
Accumulated deficit	(795,744)	(640,639)
Non-controlling interest	(12,257)	(5,860)
TOTAL SHAREHOLDERS' EQUITY	1,249,031	1,408,613
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 2,870,269	\$ 2,729,055

The accompanying notes are an integral part of these consolidated financial statements.

TRULIEVE CANNABIS CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except for share data)

	For the Years Ended December 31,		
	2024	2023	2022
Revenue	\$ 1,186,490	\$ 1,129,193	\$ 1,218,229
Cost of goods sold	470,745	540,565	529,102
Gross profit	715,745	588,628	689,127
Expenses:			
Sales and marketing	257,716	240,165	277,563
General and administrative	252,735	145,997	169,471
Depreciation and amortization	112,806	109,825	116,381
Impairment and disposal of long-lived assets, net of (recoveries)	(5,292)	6,664	75,547
Impairment of goodwill	—	307,590	—
Total expenses	617,965	810,241	638,962
Income (loss) from operations	97,780	(221,613)	50,165
Other income (expense):			
Interest expense, net	(62,193)	(81,569)	(73,422)
Interest income	14,678	6,164	1,631
Debt extinguishments, net	—	5,937	—
Other (expense) income, net	(7,551)	6,544	2,388
Total other expense, net	(55,066)	(62,924)	(69,403)
Income (loss) before provision for income taxes	42,714	(284,537)	(19,238)
Provision for income taxes	197,589	151,358	163,380
Net loss from continuing operations	(154,875)	(435,895)	(182,618)
Net loss from discontinued operations, net of tax benefit of zero, \$4,101, and \$12,223 respectively	(5,702)	(97,241)	(70,109)
Net loss	(160,577)	(533,136)	(252,727)
Less: net loss attributable to non-controlling interest from continuing operations	(5,472)	(5,147)	(3,994)
Less: net loss attributable to non-controlling interest from discontinued operations	—	(1,193)	(2,669)
Net loss attributable to common shareholders	\$ (155,105)	\$ (526,796)	\$ (246,064)

Earnings Per Share (see numerator reconciliation below)

Net loss per share - Continuing operations:

Basic and diluted	\$ (0.79)	\$ (2.28)	\$ (0.95)
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Net loss per share - Discontinued operations:

Basic and diluted	\$ (0.03)	\$ (0.51)	\$ (0.36)
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Weighted average number of common shares used in computing net loss per share:

Basic and diluted	189,992,663	188,974,176	187,995,317
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EPS Numerator Reconciliation (see Note 15)

Net loss attributable to common shareholders (from above)	\$ (155,105)	\$ (526,796)	\$ (246,064)
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[Table of Contents](#)

Net loss from discontinued operations, net of tax, attributable to common shareholders	5,702	96,048	67,440
Net loss from continuing operations available to common shareholders	\$ (149,403)	\$ (430,748)	\$ (178,624)

The accompanying notes are an integral part of these consolidated financial statements.

TRULIEVE CANNABIS CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(in thousands, except for share data)

	Multiple Voting Shares	Subordinate Voting Shares	Total Common Shares	Additional Paid-in- Capital	Accumulated Earnings (Deficit)	Non- Controlling Interest	Total Shareholders' Equity
Balance, December 31, 2021	51,916,999	128,587,173	180,504,172	\$ 2,008,100	\$ 137,721	\$ 1,552	\$ 2,147,373
Share-based compensation	—	—	—	18,124	—	—	18,124
Shares issued for cash - warrant exercises	—	1,428,262	1,428,262	19,238	—	—	19,238
Subordinate Voting Shares issued under share compensation plans	—	239,828	239,828	156	—	—	156
Tax withholding related to net share settlements of equity awards	—	(47,801)	(47,801)	(615)	—	—	(615)
Conversion of Multiple Voting Shares to Subordinate Voting Shares	(25,690,613)	25,690,613	—	—	—	—	—
Shares issued for PurePenn, LLC, Pioneer Leasing & Consulting LLC, and Solevo Wellness West Virginia, LLC earnout	—	3,626,295	3,626,295	—	—	—	—
Release of escrow shares	—	236,756	236,756	—	—	—	—
Distribution payable for acquisition of variable interest entity	—	—	—	—	(5,500)	—	(5,500)
Distribution	—	—	—	—	—	(50)	(50)
Divestment of variable interest entity	—	—	—	—	—	110	110
Measurement period adjustment - Harvest Health & Recreation, Inc.	—	—	—	—	—	1,595	1,595
Net loss	—	—	—	—	(246,064)	(6,663)	(252,727)
Balance, December 31, 2022	<u>26,226,386</u>	<u>159,761,126</u>	<u>185,987,512</u>	<u>\$ 2,045,003</u>	<u>\$ (113,843)</u>	<u>\$ (3,456)</u>	<u>\$ 1,927,704</u>
Share-based compensation	—	—	—	10,575	—	—	10,575
Subordinate Voting Shares issued under share compensation plans	—	334,611	334,611	—	—	—	—
Tax withholding related to net share settlements of equity awards	—	(86,305)	(86,305)	(466)	—	—	(466)
Distributions to subsidiary non-controlling interest	—	—	—	—	—	(50)	(50)
Consideration for purchase of variable interest entity	—	—	—	1,643	—	—	1,643
Deconsolidation of variable interest entity	—	—	—	(1,643)	—	3,862	2,219
Divestment of variable interest entity	—	—	—	—	—	124	124
Net loss	—	—	—	—	(526,796)	(6,340)	(533,136)
Balance, December 31, 2023	<u>26,226,386</u>	<u>160,009,432</u>	<u>186,235,818</u>	<u>\$ 2,055,112</u>	<u>\$ (640,639)</u>	<u>\$ (5,860)</u>	<u>\$ 1,408,613</u>
Share-based compensation	—	—	—	20,202	—	—	20,202

	Multiple Voting Shares	Subordinate Voting Shares	Total Common Shares	Additional Paid-in- Capital	Accumulated Earnings (Deficit)	Non- Controlling Interest	Total Shareholders' Equity
Subordinate Voting Shares issued under share compensation plans	—	4,471,472	4,471,472	210	—	—	210
Tax withholding related to net share settlements of equity awards	—	(1,488,722)	(1,488,722)	(14,751)	—	—	(14,751)
Distributions to subsidiary non-controlling interest	—	—	—	—	—	(1,081)	(1,081)
Conversion of Multiple Voting to Subordinate Voting Shares	(3,000,000)	3,000,000	—	—	—	—	—
Redeemed non-controlling interest, former mezzanine equity	—	—	—	(1,504)	—	2,600	1,096
Subordinate Voting Shares issued pursuant to full redemption of non-controlling interests	—	1,787,372	1,787,372	1,904	—	—	1,904
Consolidated VIE settlement transaction	—	—	—	(4,141)	—	(2,444)	(6,585)
Net loss	—	—	—	—	(155,105)	(5,472)	(160,577)
Balance, December 31, 2024	23,226,386	167,779,554	191,005,940	\$ 2,057,032	\$ (795,744)	\$ (12,257)	\$ 1,249,031

The accompanying notes are an integral part of these consolidated financial statements.

TRULIEVE CANNABIS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the Years Ended December 31,		
	2024	2023	2022
Cash flows from operating activities			
Net loss	\$ (160,577)	\$ (533,136)	\$ (252,727)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	112,805	110,820	121,776
Depreciation included in cost of goods sold	53,564	59,837	52,541
Debt extinguishments, net	—	(5,937)	—
Impairment and disposal of long-lived assets, net of (recoveries)	(5,292)	6,664	75,547
Impairment of goodwill	—	307,590	—
Amortization of operating lease right of use assets	11,519	10,333	11,252
Share-based compensation	20,202	10,575	18,124
Allowance for credit losses	5,763	2,750	3,617
Deferred income taxes	(10,374)	(17,173)	(27,174)
Loss from disposal of discontinued operations	—	69,481	49,130
Other non-cash changes	943	6,472	3,720
Changes in operating assets and liabilities:			
Inventories	(18,735)	83,304	(83,430)
Accounts receivable	741	(1,712)	(4,206)
Prepaid expenses and other current assets	(6,136)	6,751	5,264
Other assets	(2,927)	2,954	2,388
Accounts payable and accrued liabilities	7,210	1,635	(819)
Income tax receivable / payable	(8,502)	(48,822)	19,756
Other liabilities	1,874	(13,807)	21,649
Operating lease liabilities	(7,989)	(9,172)	(10,002)
Deferred revenue	6,691	(8,232)	2,370
Uncertain tax position liabilities	264,871	160,891	12,794
Other long-term liabilities	(2,215)	(225)	1,526
Proceeds received from insurance for operating expenses	8,048	—	—
Net cash provided by operating activities	271,484	201,841	23,096
Cash flows from investing activities			
Purchases of property and equipment	(121,520)	(40,385)	(164,749)
Purchases of property and equipment related to construction finance liabilities	—	—	(13,247)
Capitalized interest	(1,081)	148	(4,732)
Payments made for issuance of note receivable	—	(750)	—
Purchases of internal use software	(25,063)	(10,615)	(9,214)
Purchases of short-term investments	(80,000)	—	—
Maturities of short-term investments	20,000	—	—
Cash paid for licenses	(7,000)	(4,640)	(1,855)
Payment for initial direct costs on finance leases	(647)	—	—
Proceeds from notes receivable repayments	1,663	903	1,472
Proceeds received from insurance recoveries on property and equipment	527	—	—
Proceeds from disposal activities	6,506	17,869	5,049

	For the Years Ended December 31,		
	2024	2023	2022
Acquisitions, net of cash	—	—	(27,781)
Net cash used in investing activities	(206,615)	(37,470)	(215,057)
Cash flows from financing activities			
Payments for taxes related to net share settlement of equity awards	(14,751)	(466)	(615)
Payments on finance lease obligations	(7,593)	(7,588)	(7,361)
Payments on notes payable	(4,678)	(11,780)	(2,928)
Payments on construction finance liabilities	(3,469)	(2,050)	(1,161)
Payments and costs related to consolidated VIE settlement transaction	(5,077)	—	—
Distributions to subsidiary non-controlling interest	(1,081)	(50)	(50)
Payments on private placement notes	—	(177,595)	(1,874)
Payments for debt issuance costs	—	(774)	(832)
Proceeds from non-controlling interest holders' subscription	3,000	—	—
Proceeds from equity exercises	210	—	19,394
Proceeds from construction finance liabilities	—	—	7,047
Proceeds from notes payable, net of discounts	—	24,718	90,541
Proceeds from private placement notes, net of discounts	—	—	75,635
Net cash (used in) provided by financing activities	(33,439)	(175,585)	177,796
Net increase (decrease) in cash, cash equivalents, and restricted cash	31,430	(11,214)	(14,165)
Cash, cash equivalents, and restricted cash, beginning of period	207,979	213,792	229,644
Cash and cash equivalents of discontinued operations, beginning of period	301	5,702	4,015
Less: cash and cash equivalents of discontinued operations, end of period	—	(301)	(5,702)
Cash, cash equivalents, and restricted cash, end of period	\$ 239,710	\$ 207,979	\$ 213,792

The consolidated statements of cash flows include continuing operations and discontinued operations for the periods presented.

TRULIEVE CANNABIS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(in thousands)

Supplemental disclosure of cash flow information	For the Years Ended December 31,		
	2024	2023	2022
Cash paid during the period for			
Interest	\$ 65,411	\$ 81,209	\$ 76,142
Income taxes paid, net of (refunds)	(48,406)	52,644	146,672
Noncash investing and financing activities			
ASC 842 lease additions - operating and finance leases	\$ 51,517	\$ 14,323	\$ 41,141
Purchases of property and equipment in accounts payable and accrued liabilities	5,337	2,778	3,924
Reclassification of assets to held for sale	10,568	18,408	—
Redeemed non-controlling interest, former mezzanine equity	2,600	—	—
Redemptions of non-controlling interest	2,071	—	—
Noncash partial extinguishment of construction finance liability	—	18,486	—
Acquisition fair value adjustments	—	—	1,595
Acquisition of variable interest entity with note payable	—	—	5,500

The following table presents a reconciliation of the beginning of period and end of period cash, cash equivalents, and restricted cash reported within the consolidated balance sheets to the totals shown in the consolidated statements of cash flows for the periods presented:

	For the Years Ended December 31,		
	2024	2023	2022
Beginning of year:			
Cash and cash equivalents ⁽¹⁾	\$ 201,372	\$ 207,185	\$ 226,631
Restricted cash	6,607	6,607	3,013
Cash, cash equivalents and restricted cash	\$ 207,979	\$ 213,792	\$ 229,644
End of year:			
Cash and cash equivalents ⁽²⁾	\$ 238,803	\$ 201,372	\$ 207,185
Restricted cash	907	6,607	6,607
Cash, cash equivalents and restricted cash	\$ 239,710	\$ 207,979	\$ 213,792

⁽¹⁾ Excludes cash associated with discontinued operations totaling \$0.3 million, \$5.7 million, and \$4.0 million as of December 31, 2024, 2023, and 2022, respectively.

⁽²⁾ Excludes cash associated with discontinued operations totaling zero, \$0.3 million, and \$5.7 million as of December 31, 2024, 2023, and 2022, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

TRULIEVE CANNABIS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. NATURE OF BUSINESS

Trulieve Cannabis Corp. together with its subsidiaries (“Trulieve”, the “Company”) was incorporated in British Columbia, Canada. Trulieve is a vertically integrated cannabis company which, as of December 31, 2024, held and operated under licenses in Arizona, Colorado, Connecticut, Florida, Georgia, Maryland, Ohio, Pennsylvania, and West Virginia, to cultivate, produce, distribute, and sell medicinal-use cannabis products, and with respect to Arizona, Colorado, Connecticut, Maryland, and Ohio, adult-use cannabis products. The Company's operations are substantially located in Florida and to a lesser extent Arizona and Pennsylvania.

In addition to the states listed above, the Company also conducts activities in other markets. In these markets, the Company has either applied for licenses, plans on applying for licenses, or partners with other entities, but does not currently directly own any cultivation, production, or retail licenses. Further, the Company also holds licenses in states in which it is no longer currently operating due to discontinuing operations and other strategic reasons.

The Company's principal address is located in Quincy, Florida. The Company's registered office is located in British Columbia.

The Company is listed on the Canadian Securities Exchange (the “CSE”) and began trading on September 25, 2018, under the ticker symbol “TRUL” and trades on the OTCQX market under the symbol “TCNNF”.

Regulatory compliance

The Company's compliance with state and other rules and regulations may be reviewed by state and federal agencies. If the Company fails to comply with these regulations, the Company could be subject to loss of licenses, substantial fines or penalties, and other sanctions.

NOTE 2. BASIS OF PRESENTATION

Principles of consolidation

The accompanying consolidated financial statements for the years ended December 31, 2024, 2023, and 2022 include the financial position and operations of Trulieve Cannabis Corp. and its subsidiaries. The consolidated financial statements were prepared in accordance with GAAP and include the assets, liabilities, revenue, and expenses of all consolidated subsidiaries and variable interest entities for which the Company has determined it is the primary beneficiary. Outside shareholders' interests in subsidiaries are shown on the consolidated financial statements as non-controlling interests. Intercompany balances and transactions are eliminated in consolidation.

A variable interest entity (“VIE”) is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support, is structured such that equity investors lack the ability to make significant decisions relating to the entity's operations through voting rights, or do not substantively participate in the gains and losses of the entity. Upon inception of a contractual agreement, the Company performs an assessment to determine whether the arrangement contains a variable interest in a legal entity and whether that legal entity is a VIE. The primary beneficiary has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE entity that could potentially be significant to the VIE. Where the Company concludes it is the primary beneficiary of a VIE, the Company consolidates the accounts of that VIE. When the Company is not the primary beneficiary, the VIE is accounted for in accordance with the relevant accounting guidance.

The Company regularly reviews and reconsiders previous conclusions regarding whether it is the primary beneficiary of a VIE in accordance with the FASB *ASC 810*. The Company also reviews and reconsiders previous conclusions regarding whether the Company holds a variable interest in a potential VIE, the status of an entity as a VIE, and whether the Company is required to consolidate such VIE in the consolidated financial statements when a change occurs. When the Company consolidates an entity that is not wholly-owned, the Company reports the minority interests in the entity as non-controlling interests in the equity section of the consolidated balance sheets. The Company has included the non-controlling interest in earnings of the entities within the consolidated statements of operations and deducted the same amount to derive net loss attributable to the Company.

Accounting Estimates and Judgments

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates in our consolidated financial statements, include, but are not limited to, inventory; accounting for acquisitions and business combinations; income taxes; initial valuation and subsequent impairment testing of goodwill, other intangible assets and long-lived assets; fair value of financial instruments; share-based payment arrangements; and commitments and contingencies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

Discontinued Operations

In June 2023, the Company exited operations in Massachusetts and in July 2022, the Company exited operations in Nevada. Both actions represented a strategic shift in business; therefore, the related assets and liabilities associated with the discontinued operations are classified as discontinued operations on the consolidated balance sheets and the results of the discontinued operations have been presented as discontinued operations within the consolidated statements of operations for all periods presented. Unless specifically noted otherwise, footnote disclosures only reflect the results of continuing operations. The results of discontinued operations are presented in *Note 23. Discontinued Operations*.

Basis of Measurement

These consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value as described herein.

Functional Currency

The functional currency of the Company and its subsidiaries, as determined by management, is the United States (“U.S.”) dollar. These consolidated financial statements are presented in U.S. dollars.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash, Cash Equivalents, and Short-Term Investments

The Company’s cash and cash equivalents, primarily consists of bank deposits, cash on hand, and money market funds. The Company considers cash deposits and all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include cash deposits in financial institutions plus cash held at retail locations. Cash held in money market investments are recorded at fair value. Cash held in financial institutions and cash held at retail locations have carrying values that approximate fair value.

Investments not considered cash equivalents and with maturities of one year or less are classified as short-term investments. Short-term investments consist of certificates of deposit with original maturity dates greater than three months and less than twelve months. The classification is determined at the time of purchase. The short-term investments are classified as held-to-maturity and recorded at amortized cost. If the cost of an individual investment exceeds its fair value, the Company evaluates, among other factors, general market conditions, the duration and extent to which the fair value is less than cost, and the Company's intent and ability to hold the investment. Once a decline in fair value is determined to be other-than-temporary, an impairment charge is recorded and a new cost basis in the investment is established.

Restricted Cash

Restricted cash balances are those which meet the definition of cash and cash equivalents but are not available for use by the Company. They are held by or with financial institutions pursuant to contractual arrangements.

Accounts Receivable and Notes Receivable

The Company has adopted standardized credit policies and performs assessments in an effort to minimize credit losses. Accounts receivable and notes receivable are recorded at their net realizable value, which is management's best estimate of the cash that will ultimately be received from customers and third parties, respectively. The Company reviews the balances regularly and when management determines they may not be fully collectible, the balances are reduced to their expected net realizable value using an expected credit loss allowance model in accordance with *ASC 326 Financial Instruments – Credit Losses*.

The allowance for expected credit losses is based on historical collection data and specific risks identified among uncollected accounts, as well as management's expectation of future economic conditions. The Company also considers relevant qualitative and quantitative factors to assess whether historical loss experience should be adjusted to better reflect the risk characteristics of the companies receivables and the expected future losses. The provision for credit losses on accounts receivable and notes receivable is recorded in sales and marketing expense and other (expense) income, net, respectively, on the consolidated statements of operations. If current or expected future economic trends, events, or changes in circumstances indicate that specific receivable balances may be impaired, further consideration is given to the collectability of those balances and the allowance is adjusted accordingly. Accounts receivable and notes receivable are written off after exhaustive collection efforts occur and the receivable is deemed uncollectible.

Inventories

Inventories are comprised of raw materials (including cannabis plants, packaging and supplies), work in process, and finished goods. Inventory is valued at the lower of cost and net realizable value. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion, disposal, and transportation for inventories in process. Costs of internally produced inventory are determined using the weighted-average cost method.

Costs incurred during the growing and production process are capitalized as incurred to the extent that accumulated cost is less than net realizable value. These costs include materials, labor and manufacturing overhead used in the growing and production processes. Fixed costs associated with abnormal production volume are expensed as incurred.

The Company periodically reviews its inventory and identifies that which is excess, slow moving and obsolete by considering factors such as inventory levels, expected product life and forecasted sales demand. Any identified excess, slow moving and obsolete inventory is written down to its net realizable value through a charge to cost of goods sold.

Property and Equipment

Property and equipment are measured at cost less accumulated depreciation. Depreciation is recognized on a straight-line basis over the following estimated useful lives:

Asset Type	Estimated Useful Life
Land	Not depreciated
Land improvements	20 to 30 years
Buildings & improvements	7 to 40 years
Furniture & equipment	3 to 10 years
Vehicles	3 to 5 years
Construction in progress	Not depreciated
Leasehold improvements	The lesser of the life of the lease or the estimated useful life of the asset

The Company capitalizes interest on debt financing invested in projects under construction. Upon the asset becoming available for use, capitalized interest costs, as a portion of the total cost of the asset, are depreciated over the estimated useful life of the related asset. Construction in progress is transferred when available for use and depreciation of the assets commences at that point.

Intangible Assets

Intangible assets are recorded at cost, less accumulated amortization and impairment losses, if any. Intangible assets acquired in business combinations are measured at fair value at the acquisition date. The estimated useful lives, residual values, and amortization methods are reviewed at each year-end, and any changes in estimates are accounted for prospectively. Intangible assets are amortized using the straight-line method over their estimated useful lives with no estimated residual values. Any renewal costs for licenses are expensed as incurred.

Internal-Use Software

The Company capitalizes certain costs in connection with obtaining or developing software for internal use. Further, the Company capitalizes qualifying costs incurred for upgrades and enhancements that result in additional functionality or extend the assets useful life. Amortization of such costs commences when the project is substantially completed and ready for its intended use. Capitalized software development costs are classified as intangible assets, net on the consolidated balance sheets. Intangible assets are amortized using the straight-line method over their estimated useful lives.

Held for Sale Assets

The Company classifies long-lived assets or disposal groups and related liabilities as held-for-sale when management having the appropriate authority, generally the Company's Board of Directors ("the Board") or certain Executive Officers, commit to a plan of sale, the disposal group is ready for immediate sale, an active program to locate a buyer has been initiated and the sale is probable and expected to be completed within one year. Once classified as held-for-sale, disposal groups are valued at the lower of their carrying amount or fair value less estimated selling costs with the gain or loss on disposal recognized in the consolidated statements of operations. Depreciation on these properties is discontinued at the time they are classified as held for sale, but operating revenues, operating expenses, and interest expense continues to be recognized until the date of disposal.

Leases

The Company enters into leases in the normal course of business, primarily for retail space, production facilities, corporate offices, and equipment used in the production and sale of its products. Lease terms for real estate generally range from five to ten years. Most leases include options to renew for varying terms at the Company's sole discretion. Other leased assets include passenger vehicles, trucks, and equipment. Lease terms for these assets generally range from three to five years. At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company's accounting policy is to not recognize right-of-use assets and lease liabilities for leases with a lease term of 12 months or less. Instead lease payments for these leases are recognized as lease expense on a straight-line basis over the lease term.

The Company recognizes a lease liability equal to the present value of the remaining lease payments, and a right-of-use asset equal to the lease liability, subject to certain adjustments, such as prepaid rents. The right-of-use asset represents the right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The Company uses its incremental borrowing rate to determine the present value of the lease payments. The Company's incremental borrowing rate is the rate of interest that it would have to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment.

Lease agreements for some locations provide for rent escalations and renewal options. Certain real estate leases require payment for taxes, insurance and maintenance which are considered non-lease components. The Company accounts for real estate leases and the related fixed non-lease components together as a single component. The Company has lease agreements that contain both lease and non-lease components. For lease agreements entered into or reassessed after the adoption of *ASC 842, Leases*, the Company elected to combine lease and non-lease components for all classes of assets.

For finance leases, from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, the right-of-use asset is amortized on a straight-line basis and the interest expense is recognized on the lease liability using the effective interest method. For operating leases, lease expense is recognized on a straight-line basis over the term of the lease and presented as a single charge in the consolidated statements of operations.

The lease term at the lease commencement date is determined based on the noncancellable period for which the Company has the right to use the underlying asset, together with any periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option, periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option and periods covered by an option to extend (or not to terminate) the lease in which the exercise of the option is controlled by the lessor. The Company considers a number of factors when evaluating whether the options in its lease contracts are reasonably certain of exercise, such as length of time before an option exercise, expected value of the leased asset at the end of the initial lease term, importance of the lease to the Company's operations, costs to negotiate a new lease, any contractual or economic penalties, and the economic value of leasehold improvements.

Certain lease arrangements contain provisions requiring the Company to remove lessee installed leasehold improvements at the expiration of the lease. As this obligation is a direct result of the Company's decision to install leasehold improvements and does not arise solely because of the lease the Company excludes these obligations from lease payments and variable lease payments. The Company records these obligations as asset retirement obligations. The fair value of these obligations are recorded as liabilities on a discounted basis, which occurs as of lease commencement. In the estimation of fair value, the Company uses assumptions and judgements for an asset retirement obligation. The costs associated with these liabilities are capitalized with the associated leasehold improvement and depreciated over the lease term with the liabilities accreted over the same period.

Failed Sales-Leasebacks (Construction Finance Liabilities)

When the Company enters into sale-leaseback transactions, an assessment is performed to determine whether a contract exists and whether there is a performance obligation to transfer control of the asset when determining whether the transfer of an asset shall be accounted for as a sale of the asset. If control is not transferred based on the nature of the transaction, and therefore does not meet the requirements for a sale under the sale-leaseback accounting model, the Company is deemed to own this real estate and reflects these properties on our consolidated balance sheets in property and equipment, net and depreciates them over the assets' useful lives. The liabilities associated with these leases are recorded to construction finance liabilities - current portion and construction finance liabilities on the consolidated balance sheets.

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following as of December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Trade accounts payable	\$ 20,227	\$ 28,245
Nontrade accrued liabilities ⁽¹⁾	28,389	23,829
Accrued compensation and benefits	24,986	18,113
Non income taxes payable	11,863	7,061
Other	8,571	5,914
Total accounts payable and accrued liabilities	<u>\$ 94,036</u>	<u>\$ 83,162</u>

⁽¹⁾ Nontrade accrued liabilities includes recurring accruals for items including but not limited to: interest, utilities, and insurance.

Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company considers all related factors of the asset by market participants in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions, and credit risk.

Derivative Financial Instruments

The Company utilizes interest rate swaps for the sole purpose of mitigating interest rate fluctuation risk associated with floating rate debt instruments. The Company does not use any other derivative financial instruments for trading or speculative purposes. In accordance with *ASC 815, Derivatives and Hedging*, derivative financial instruments are recognized as assets or liabilities on the consolidated balance sheets at fair value. The Company has not designated its interest rate swap ("Swap") contracts as hedges for accounting treatment. Pursuant to U.S. GAAP, income or loss from fair value changes for derivatives that are not designated as hedges are reflected as income or loss within interest expense on the consolidated statements of operations and a corresponding asset or liability is recognized on the consolidated balance sheets based on the fair value position as of each reporting date.

Earnings Per Share

Basic earnings attributable to common shareholders is computed by dividing reported net income (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share attributable to common shareholders is computed by dividing reported net income (loss) attributable to common shareholders by the sum of the weighted average number of common shares and the number of dilutive potential common share equivalents outstanding during the period. Potential dilutive common share equivalents consist of the incremental common shares issuable upon the exercise of share options, warrants, and RSUs and the incremental shares issuable upon conversion of similar instruments.

In computing diluted earnings per share, common share equivalents are not considered in periods in which a net loss is reported, as the inclusion of the common share equivalents would be anti-dilutive. See *Note 15. Earnings Per Share*.

Revenue Recognition

The Company generates revenue from the sale of cannabis and cannabis related products. Revenue is recognized in accordance with *ASC 606 Revenue from Contracts with Customers*. Revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the transaction price consideration that the Company expects to receive in exchange for those goods or services. Our revenue excludes sales, use, and excise-based taxes collected and is reported net of sale discounts. Revenue associated with any unsatisfied performance obligation is deferred until the obligation is satisfied (i.e., when control of a product is transferred to the customer).

Revenues are primarily derived from retail and wholesale sales, which are recognized when control of the goods has transferred to the customer and collectability is reasonably assured. This is generally when goods have been delivered, which is also when the performance obligation has been fulfilled under the terms of the related sales contract.

Revenue from retail sales of cannabis to customers for a fixed price is recognized when the Company transfers control of the goods to the customer at the point of sale and the customer has accepted and paid for the goods. Revenue from the wholesale of cannabis to customers is recognized upon delivery to the customer. Payment is typically due upon transferring the goods to the customer or within a specified time period permitted under the Company's credit policy. See *Note 19. Revenue Disaggregation*.

Deferred Revenue

Deferred revenue primarily consists of the liability related to the Company's customer rewards program which is a standardized program that serves all markets. The program features fully stackable points which can be redeemed by the customer across all the Company's brands and markets. A portion of revenue generated in a sale is recorded to deferred revenue based on estimated redemptions prior to expiration. The liability related to the Company's customer rewards program was \$7.5 million and \$0.8 million as of December 31, 2024 and 2023, respectively.

Cost of Goods Sold

Costs of goods sold include the costs directly attributable to the production of inventory and amounts incurred in the cultivation and manufacturing process of finished goods, such as flower, concentrates, and edibles, as well as packaging and other supplies, fees for services and processing, and allocated overhead which includes depreciation and amortization, allocations of rent, administrative salaries, utilities, and related costs.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred income tax assets and liabilities are determined based on enacted tax rates and laws for the years in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The IRS has taken the position that IRC section 280E prevents cannabis companies from deducting any business expenses other than those included in the cost of goods sold. The Company has taken a position that Section 280E of the IRC does not preclude it from deducting ordinary and necessary business expenses on its tax returns.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining the provision for income taxes. The Company recognizes benefits from uncertain tax positions based on the cumulative probability method whereby the largest benefit with a cumulative probability of greater than 50% is recorded. An uncertain tax position is not recognized if it has a 50% or less likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes. Any interest and penalties related to unrecognized tax liabilities are recorded in provision for income taxes on the consolidated statements of operations.

Advertising Costs

Advertising costs are expensed as incurred and are included in sales and marketing expenses on the accompanying consolidated statements of operations and totaled \$22.9 million, \$12.1 million, and \$8.2 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Share Based Compensation

The company awards stock options and restricted stock units ("RSUs") to board members, officers, and certain management employees of the Company. All share-based payments are measured using a fair-value based method. The Company accounts for forfeitures as they occur. Share based compensation costs are recognized in the consolidated statements of operations using the graded-vesting method over the award term.

Stock Options

The fair value of stock options is estimated using the Black-Scholes option pricing model. Assumptions used in the model include:

- Expected term - the expected term represents the period of time in years that options granted are expected to be outstanding and is computed using the simplified method as the Company has insufficient historical information regarding its stock options to provide a basis for an estimate.
- Expected volatility - the Company estimates expected volatility using the historical volatility of the Company. In cases where there is insufficient trading history, the expected volatility is estimated using the historical volatility of other companies that the Company considers comparable that have trading and volatility history prior to the Company becoming public.
- Expected annual rate of dividends - is based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future.
- Risk free annual interest rate - based on the United States bond yield rate at the time of grant using the expected term of the award.

Restricted Stock Units

Restricted Stock Units ("RSUs") represent a right to receive a single Subordinate Voting Share that is both non-transferable and forfeitable unless and until certain conditions are satisfied. The fair value of RSUs is determined by the fair market value of the Company's common stock on the grant date.

Business Combinations and Goodwill

The Company accounts for business combinations using the acquisition method in accordance with *ASC 805, Business Combinations*, which requires recognition of assets acquired and liabilities assumed, including contingent assets and liabilities, at their respective fair values on the date of acquisition.

Contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates, with the corresponding gain or loss recognized in the consolidated statements of operations.

Non-controlling interests in the acquiree are measured at fair value on acquisition date. Acquisition-related costs are recognized as expenses in the periods in which the costs are incurred and the services are received.

Loans acquired in business combinations are initially recorded at fair value, which includes an estimate of credit losses expected to be realized over the remaining lives of the loans and, therefore, no corresponding allowance for loan losses is recorded for such loans at acquisition.

Purchase price allocations may be preliminary and, during the measurement period not to exceed one year from the date of acquisition, changes in assumptions and estimates that result in adjustments to the fair value of assets acquired and liabilities assumed are recorded in the period the adjustments are determined.

Goodwill represents the excess of the consideration transferred for the acquisition of subsidiaries over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Cannabis licenses are the primary intangible asset acquired in business combinations as they provide the Company the ability to operate in each market. However, some cannabis licenses are subject to renewal and therefore there is some risk of non-renewal for several reasons, including operational, regulatory, legal, or economic. To appropriately consider the risk of non-renewal, the Company applies probability weighting to the expected future net cash flows in calculating the fair value of these intangible assets. The key assumptions used in these cash flow projections include discount rates and terminal growth rates. Of the key assumptions used, the impact of the estimated fair value of the intangible assets has the greatest sensitivity to the estimated discount rate used in the valuation. The terminal growth rate represents the rate at which these businesses will continue to grow into perpetuity. Other significant assumptions include revenue, gross profit, operating expenses, and anticipated capital expenditures which are based upon the Corporation's historical operations along with management projections. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Non-controlling Interest

Non-controlling interests ("NCI") represent equity interests in subsidiaries, including VIEs, owned by outside parties. NCI may be initially measured at fair value or at the NCI's proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement is made on a transaction-by-transaction basis. The Company measures each NCI at its proportionate share of the recognized amounts of the acquiree's identifiable net assets. The share of net assets attributable to NCI is presented as a component of equity. NCI's share of net income or loss is recognized directly in equity. Total income or loss of subsidiaries is attributed to the shareholders of the Company and to the NCI, even if this results in the NCI having a deficit balance.

Long-Lived Asset Impairment Assessment

The Company reviews long-lived assets, including property and equipment, definite life intangible assets, and right-of-use assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy of the business, a significant decrease in the market value of the assets or significant negative industry or economic trends.

In accordance with *ASC 360*, when evaluating long-lived assets with impairment indicators for potential impairment, the Company first compares the carrying value of the asset to its estimated undiscounted cash flows. If the sum of the estimated undiscounted cash flows is less than the carrying value of the asset, an impairment loss is calculated. The impairment loss calculation compares the carrying value of the asset to its estimated fair value, which is typically based on estimated discounted future cash flows. The Company recognizes an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value.

In 2024, the Company did not identify any events or changes in circumstances providing indication of impairment.

Segment Reporting & Reporting Units

Management has determined that the Company functions as a single operating segment, and thus reports as a single reportable segment. This determination is based on rules prescribed by GAAP applied to the manner in which management operates the Company. In particular, management assessed the discrete financial information routinely reviewed by the Company's chief operating decision maker ("CODM"), its Chief Executive Officer, to monitor the Company's operating performance and support decisions regarding allocation of resources to its operations. Specifically, performance is continuously monitored at the consolidated level as the Company is engaged in essentially the same business, which consists of cultivation, production, and sale of cannabis products, either for medicinal-use and/or adult-use, depending on applicable state laws and regulations. The CODM evaluates the financial performance of the Company primarily by evaluating revenue (as disclosed on the consolidated statements of operations), adjusted EBITDA (a non-GAAP measure), and cash provided by operating activities (as disclosed on the consolidated statements of cash flows) to assess the Company's results and in the determination of allocating resources. The CODM may use disaggregated revenue metrics to evaluate product pricing, store count, and customer retention, among other things. Adjusted EBITDA and cash provided by operating activities are reviewed to assess allocation of resources. The significant expenses reviewed by the CODM are cost of goods sold, sales and marketing expenses, and general and administrative expenses as presented on the consolidated statements of operations.

Management further determined that, based on their economic similarities, the Company's operating subsidiaries, representing components, should be aggregated into one reporting unit for purposes of assessing potential impairment of goodwill in accordance with *ASC 350 Intangibles - Goodwill and Other*. These legal entities represent acquisitions that occurred over time pursuant to the Company's strategic growth strategy.

Goodwill & Goodwill Impairment Assessment

Goodwill represents the excess of the cost of an acquisition over the fair value of the net identifiable assets acquired. Goodwill is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill may be impaired. Examples of such events and circumstances that the company considers include the following:

- Macroeconomic conditions such as deterioration in general economic conditions, limitations on accessing capital, fluctuations in foreign exchange rates, or other developments in equity and credit markets;
- Industry and market considerations such as a deterioration in the environment in which the company operates, an increased competitive environment, a decline in market-dependent multiples or metrics (considered in both absolute terms and relative to peers), a change in the market for the company's products or services, or a regulatory or political development;
- Cost factors such as increases in inventory, labor, or other costs that have a negative effect on earnings and cash flows;
- Overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods;
- Other relevant entity-specific events such as changes in management, key personnel, strategy, or customers, contemplation of bankruptcy, or litigation;

- Events affecting a reporting unit such as a change in the composition or carrying amount of its net assets, a more likely than not expectation of selling or disposing all, or a portion, of a reporting unit, the testing for recoverability of a significant asset group within a reporting unit, or recognition of a goodwill impairment loss in the financial statements of a subsidiary that is a component of a reporting unit; and
- A sustained decrease in share price (considered in both absolute terms and relative to peers).

In order to determine that the value of goodwill may have been impaired, the Company applies the guidance in *ASC 350 Intangibles - Goodwill and Other*, which provides entities with an option to perform a qualitative assessment (commonly referred to as “Step Zero”) to determine whether further quantitative analysis for impairment of goodwill is necessary. The Company performs the Step Zero assessment to determine that it was more-likely-than-not if the reporting unit’s carrying value is less than the fair value, indicating the potential for goodwill impairment. A number of factors, including historical results, business plans, forecasts, market data, and a reasonable control premium are used to determine the fair value of the reporting unit. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill.

The Company operates as one operating segment and reporting unit and therefore, evaluates goodwill for impairment as one singular reporting unit annually during the fourth quarter or more often when an event occurs, or circumstances indicate the carrying value may not be recoverable.

When the Company employs the market approach in its goodwill impairment testing, the Company estimates the fair value based upon multiples of comparable public companies. Significant estimates in the market approach include identifying similar companies with comparable business factors such as size, growth, profitability, risk and return on investment, as well as assessing comparable market multiples in estimating the fair value of the reporting unit.

For the Company's 2024 annual impairment test, the Company performed a Step Zero assessment reviewing the factors listed above, including but not limited to historical results, business plans, forecasts, market data, and a reasonable control premium.

In 2024, the Company did not identify any events or changes in circumstances that would indicate the carrying amount of goodwill may be impaired.

Discontinued Operations

The Company classifies a component of an entity that has been or is to be disposed of, either by sale, abandonment, or other means, as discontinued operations when it represents a strategic shift in the Company's operations. A component of an entity is identified as operations and cash flows that can be clearly distinguished, operationally and financially, from the rest of the entity.

Recently Adopted Accounting Pronouncements

ASU 2023-07 In November 2023, FASB issued ASU 2023-07, *Improvements to Reportable Segment Disclosures (Topic 280)*. This ASU updates reportable segment disclosure requirements by requiring disclosures of the measure of profit or loss that the Company's CODM uses to assess segment performance and make decisions about resource allocation. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The Company adopted this ASU as of December 31, 2024 resulting in additional disclosures. Refer to the "Segment Reporting & Reporting Units" section above in this *Note 3. Summary Of Significant Accounting Policies*.

Recently Issued Accounting Pronouncements

Recent accounting pronouncements, other than those below, issued by FASB did not or are not believed by management to have a material effect on the Company's present or future financial statements or disclosures.

ASU 2024-03 In November 2024, FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. The new guidance requires disaggregated information about certain income statement expense line items on an annual and interim basis. This guidance will be effective for annual periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. The new standard permits early adoption and can be applied prospectively or retrospectively. We are evaluating the effect that this guidance will have on our consolidated financial statements and related disclosures.

ASU 2023-09 In December 2023, FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures (Topic 740)*. The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024. The Company plans to adopt the guidance and include the required enhanced disclosures in its consolidated financial statements beginning in the year ending December 31, 2025.

NOTE 4. ACCOUNTS RECEIVABLE

Accounts receivable, net consisted of the following as of December 31:

	2024	2023
	(in thousands)	
Trade receivables	\$ 10,779	\$ 10,420
Less: allowance for credit losses	(2,491)	(3,717)
Accounts receivable, net	<u>\$ 8,288</u>	<u>\$ 6,703</u>

The following table presents the changes in allowance for credit losses on accounts receivable for the years ended December 31:

	2024	2023	2022
	(in thousands)		
Balance, beginning of year	\$ (3,717)	\$ (2,016)	\$ (259)
Charged to costs and expenses	461	(1,701)	(1,757)
Write-offs	765	—	—
Balance, end of year	<u>\$ (2,491)</u>	<u>\$ (3,717)</u>	<u>\$ (2,016)</u>

NOTE 5. NOTES RECEIVABLE

The Company's notes receivable are secured by certain assets with maturities ranging from July 2025 to September 2032 and consisted of the following as of December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Total notes receivable	\$ 12,494	\$ 13,701
Less: discount on notes receivable	—	(45)
Less: allowance for credit losses	(7,216)	—
Less: current portion of notes receivable	(4,750)	(6,233)
Notes receivable, net	<u>\$ 528</u>	<u>\$ 7,423</u>
Weighted-average effective interest rate	8.07 %	8.05 %

During the years ended December 31, 2024, 2023, and 2022, the Company recorded interest income on its notes receivable of \$1.2 million, \$1.2 million, and \$1.3 million, respectively, to interest income on the consolidated statements of operations.

The Company recorded a provision for credit losses of \$7.2 million, zero, and zero for the years ended December 31, 2024, 2023, and 2022, respectively, to other (expense) income, net on the consolidated statements of operations. There was no other allowance for credit losses activity during the years ended December 31, 2024, 2023, and 2022.

NOTE 6. INVENTORIES

Inventories are comprised of the following as of December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Raw materials		
Cannabis plants	\$ 20,986	\$ 21,429
Packaging and supplies	30,208	36,472
Total raw materials	51,194	57,901
Work in process	125,168	104,428
Finished goods - unmedicated	6,354	6,516
Finished goods - medicated	48,655	44,275
Total inventories	<u>\$ 231,371</u>	<u>\$ 213,120</u>

NOTE 7. PROPERTY AND EQUIPMENT

Property and equipment, net consisted of the following as of December 31:

	2024	2023
	<i>(in thousands)</i>	
Land	\$ 23,155	\$ 26,699
Buildings and improvements	573,477	528,173
Furniture and equipment	301,636	292,128
Vehicles	712	814
Construction in progress	88,109	28,023
Total property and equipment, gross	987,089	875,837
Less: accumulated depreciation	(271,038)	(199,485)
Total property and equipment, net	<u>\$ 716,051</u>	<u>\$ 676,352</u>

The Company incurred the following related to property and equipment for the years ended December 31:

<u>Location on the consolidated statements of operations</u>		2024	2023	2022
		<i>(in thousands)</i>		
Capitalized interest	Interest expense	\$ 1,081	\$ (148)	\$ 4,728
Depreciation expense	Cost of goods sold	51,436	55,114	44,383
Depreciation expense	Depreciation and amortization	22,305	21,004	26,216
Loss on impairment and disposals, net	Impairment and disposal of long-lived assets, net of (recoveries)	577	7,781	55,149

NOTE 8. INTANGIBLE ASSETS & GOODWILL**Intangible Assets**

The Company's definite-lived intangible assets consisted of the following as of December 31:

	2024				2023		
	Weighted Average Useful Life (in years)	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
		<i>(in thousands)</i>					
Licenses	15.0	\$ 1,045,870	\$ 228,614	\$ 817,256	\$ 1,046,544	\$ 159,084	\$ 887,460
Trademarks	3.5	27,430	22,215	5,215	27,430	17,609	9,821
Internal use software	4.5	51,821	15,109	36,712	26,947	7,520	19,427
Tradenames	4.2	4,861	4,561	300	4,861	4,461	400
Customer relationships	2.1	3,535	3,535	—	3,535	3,452	83
Total Intangible Assets	14.2	<u>\$ 1,133,517</u>	<u>\$ 274,034</u>	<u>\$ 859,483</u>	<u>\$ 1,109,317</u>	<u>\$ 192,126</u>	<u>\$ 917,191</u>

Amortization expense for intangible assets totaled \$82.2 million, \$80.4 million, and \$81.7 million for the years ended December 31, 2024, 2023, and 2022, respectively, and recorded in depreciation and amortization on the consolidated statements of operations.

The following table outlines the estimated future annual amortization expense related to intangible assets as of December 31, 2024:

Year	Estimated Amortization <i>(in thousands)</i>
2025	\$ 82,862
2026	79,732
2027	77,397
2028	76,230
2029	74,220
Thereafter	469,042
Total	\$ 859,483

Goodwill

The following table outlines the changes in the carrying value of goodwill, December 31:

	2024	2023
	<i>(in thousands)</i>	
Balance, beginning of year	\$ 483,905	\$ 791,495
Impairment ⁽¹⁾⁽²⁾	—	(307,590)
Balance, end of year	\$ 483,905	\$ 483,905

⁽¹⁾ For the 2024 impairment assessment, refer to *Note 3. Summary Of Significant Accounting Policies*.

⁽²⁾ In June 2023, based on the results of the Company's impairment procedures, the Company recorded an impairment for its single reporting unit. Refer to *Note 21. Financial Instruments & Fair Value Measurements* for further information about the impairment.

NOTE 9. HELD FOR SALE ASSETS

Held for sale assets primarily consists of property and are recorded in other current assets on the consolidated balance sheets. The following table outlines the changes in held for sales assets, December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Balance, beginning of year	\$ 15,580	\$ 14,521
Assets moved to held for sale	10,568	18,694
Non-cash settlement	—	(2,481)
Impairments	(1,207)	(2,810)
Assets sold	<u>(6,612)</u>	<u>(12,344)</u>
Balance, end of year	<u>\$ 18,329</u>	<u>\$ 15,580</u>

NOTE 10. LONG-TERM BORROWINGS**Private Placement Notes**

On October 6, 2021, the Company closed its private placement of 8% Senior Secured Notes (the "2026 Notes - Tranche One") for aggregate gross proceeds of \$350.0 million and net proceeds of \$342.6 million. The Company used a portion of the net proceeds to repay certain outstanding acquired indebtedness and used the remaining net proceeds for capital expenditures and other general corporate purposes. On January 28, 2022, the Company closed on a second tranche private placement of 8% Senior Secured Notes (the "2026 Notes - Tranche Two") for aggregate gross proceeds of \$76.9 million and net proceeds of \$75.6 million. The Company used the net proceeds for capital expenditures and other general corporate purposes. The notes may be redeemed in whole or in part, at the Company's option. Repayment before October 6, 2025 would incur a 2% prepayment penalty, subsequent to that date there is no prepayment penalty. These notes are collectively referred to as the "2026 Notes".

Private placement notes payable consisted of the following as of December 31:

	2024	2023	Stated Interest Rate	Effective Interest Rate	Maturity Date
	<i>(in thousands)</i>				
2026 Notes - Tranche One	\$ 293,000	\$ 293,000	8.00%	8.52%	10/6/2026
2026 Notes - Tranche Two	75,000	75,000	8.00%	8.43%	10/6/2026
Total private placement notes	368,000	368,000			
Less: unamortized debt discount and issuance costs	(3,164)	(4,785)			
Less: current portion of private placement notes, net	—	—			
Private placement notes, net	\$ 364,836	\$ 363,215			

The private placement notes contain customary restrictive covenants pertaining to our management and operations, including, among other things, limitations on the amount of debt that may be incurred and the ability to pledge assets, as well as financial covenant requirements, that the Company comply with certain indebtedness to consolidated EBITDA (as defined) requirements and a fixed charge ratio coverage, measured from time to time when certain conditions are met.

Interest expense incurred on private placement notes is recorded to interest expense, net on the consolidated statements of operations and was \$31.1 million, \$49.7 million, and \$52.0 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Debt**Extinguishments**

In 2023, the Company made an open market repurchase of its private placement notes, "2026 Notes - Tranche One", that resulted in the extinguishment of \$57.0 million in principal at a discount of 16.5%. Cash consideration paid to repurchase the principal amount outstanding, excluding accrued interest, totaled \$47.6 million, and the Company recognized a gain of \$8.2 million on the extinguishment of debt.

In 2023, the Company completed two full early redemptions of private placement notes with a cash payment of \$130.0 million, excluding accrued interest, which represented a redemption price of 100% of the principal amounts outstanding for both notes. The Company recorded a loss on debt extinguishment of \$2.4 million representing the difference between the reacquisition price and the net carrying amount of the debt as of extinguishment.

Notes

Payable

Notes payable consisted of the following as of December 31:

	2024	2023	Stated Interest Rate	Effective Interest Rate	Maturity Date
<i>(in thousands)</i>					
Mortgage Notes Payable					
Notes dated December 21, 2022 ⁽³⁾	\$ 68,377	\$ 70,046	(3)	(2)	7.87%
Notes dated December 22, 2023 ⁽⁴⁾	24,468	25,000	8.31%	(2)	8.48%
Notes dated December 22, 2022 ⁽⁵⁾	18,012	18,470	7.30%	(2)	7.38%
Notes dated October 1, 2021 ⁽⁶⁾	5,193	5,645	8.14%	(2)	8.29%
Total mortgage notes payable	116,050	119,161			
Promissory Notes Payable					
Notes acquired in Harvest Acquisition in October 2021 ⁽⁷⁾	1,027	1,707	(6)	(2)	(6)
Note of consolidated variable-interest entity dated February 1, 2022	—	885			
Total promissory notes payable	1,027	2,592			
Total notes payable ⁽¹⁾	117,077	121,753			
Less: debt discount	(1,725)	(2,139)			
Less: current portion of notes payable	(3,407)	(3,759)			
Notes payable, net	\$ 111,945	\$ 115,855			

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- (1) Notes payable are subordinated to the private placement notes.
- (2) Interest payments are due monthly.
- (3) The mortgage note payable interest rate is a variable rate equal to the CME Term Secured Overnight Financing Rate ("SOFR") plus 3.00%. In connection with the closing of this note, the Company entered into an interest rate swap to fix the interest rate at 7.53% for the term of the notes. See *Note 21. Financial Instruments & Fair Value Measurements* for further details. These promissory notes are pledged by all of the assets at that location and contain customary restrictive covenants pertaining to the Company's management and operations, including, among other things, limitations on the amount of debt that may be incurred and the ability to pledge assets, among other things, as well as financial covenant requirements, that the Company comply with certain indebtedness to consolidated EBITDA (as defined) requirements, debt service coverage ratio, and liquidity covenant test. The covenants commenced on September 30, 2023 with semi-annual measurement, except for certain covenants which were measured starting as of December 31, 2022. In May 2023, the Company amended the terms of the agreement with respect to the covenant requirements, excluding balloon payments from certain covenant calculations.
- (4) This mortgage note payable is pledged by all of the assets at this location and contains customary restrictive covenants pertaining to our management and operations, including, among other things, limitations on the amount of debt that may be incurred and the ability to pledge assets, among other things, as well as financial covenant requirements, that the Company comply with certain indebtedness to consolidated EBITDA (as defined) requirements, debt service coverage ratio, and liquidity covenant test. The covenants commenced on June 30, 2024 with quarterly or semi-annual measurement, except for certain covenants which were measured starting as of December 31, 2023.
- (5) The stated interest rate on the mortgage note payable is in effect until December 21, 2027 and thereafter, interest will accrue at a rate equal to the five-year treasury rate in effect as of December 12, 2027 plus 3.50%. The promissory note is pledged by the real estate asset at this location and contains customary restrictive covenants pertaining to the Company's operations, including, among other things, limitations on the amount of debt and subsidiary debt that may be incurred and the ability to pledge assets, as well as financial covenant requirements, among other things, that the Company comply with certain indebtedness to consolidated EBITDA (as defined) requirements, covenant to liquidity and debt principal test, and a global debt service coverage ratio.
- (6) On November 15, 2022, the Company closed on the refinancing of the mortgage notes payable dated October 1, 2021 to extend the maturity date by five-year and fix the interest rate at 8.14%. The mortgage note payable is pledged by the personal property and real estate assets at this location.
- (7) Seven promissory notes were acquired during the year ended December 31, 2021. Interest rates range from 0.00% to 7.50%, with a weighted average interest rate of 7.37% as of December 31, 2024. Maturity dates range from April 27, 2026 to October 24, 2026.

Interest expense incurred on notes payable is recorded to interest expense, net on the consolidated statements of operations and was \$9.7 million, \$8.4 million, and \$1.0 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Financial and Other Covenants

As noted above, certain long-term borrowing agreements contain various operating and financial covenants and as of December 31, 2024, the Company was in compliance with all such operating and financial covenants.

Maturities

Stated maturities of the principal portion of private placement notes and notes payable outstanding as of December 31, 2024 are as follows:

Year	Private Placement Notes	Notes Payable	Total Maturities
	<i>(in thousands)</i>		
2025	\$ —	\$ 3,407	\$ 3,407
2026	368,000	4,655	372,655
2027	—	7,600	7,600
2028	—	85,633	85,633
2029	—	668	668
Thereafter	—	15,114	15,114
Total	\$ 368,000	\$ 117,077	\$ 485,077

NOTE 11. LEASES

The following table presents the components of lease costs for the years ended December 31:

Location on the consolidated statements of operations		2024	2023	2022
<i>(in thousands)</i>				
Operating lease cost	Cost of goods sold, sales and marketing, general and administrative	\$ 23,346	\$ 20,291	\$ 20,428
Finance lease cost:				
Amortization of right-of-use assets	Cost of goods sold, Depreciation and amortization	10,395	10,357	10,935
Interest on lease obligations	Interest expense	6,765	6,449	6,549
Variable lease cost	Cost of goods sold, sales and marketing, general and administrative	10,700	9,766	7,887
Short-term lease expense	Cost of goods sold, sales and marketing, general and administrative	83	406	751
Total lease cost ⁽¹⁾		<u>\$ 51,289</u>	<u>\$ 47,269</u>	<u>\$ 46,550</u>

⁽¹⁾ Total lease cost recorded in cost of goods sold on the consolidated statements of operations was \$3.5 million, \$3.2 million, and \$4.0 million for the years ended December 31, 2024, 2023, and 2022, respectively.

The following table presents supplemental cash flow information related to operating and finance leases for the years ended December 31:

	2024	2023	2022
<i>(in thousands)</i>			
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash flows from operating leases	\$ 19,684	\$ 19,283	\$ 21,092
Operating cash flows from finance leases	6,765	6,483	6,542
Financing cash flows from finance leases	7,300	7,213	7,042
Non-cash activity related to lease liabilities			
Operating leases	\$ 35,664	\$ 14,016	\$ 19,920
Finance leases	16,906	1,021	25,909

The following table presents supplemental balance sheet information related to operating and finance leases as of December 31:

	<u>2024</u>	<u>2023</u>
Weighted average remaining lease term		
Operating leases	8.0 years	7.0 years
Finance leases	7.0 years	7.2 years
Weighted average discount rate		
Operating leases	10.7 %	8.3 %
Finance leases	9.6 %	9.0 %

Future minimum lease payments under the Company's non-cancellable leases as of December 31, 2024 are as follows:

<u>Year</u>	<u>Operating Leases</u>	<u>Finance Leases</u>	<u>Total Leases</u>
	<i>(in thousands)</i>		
2025	\$ 24,674	\$ 16,119	\$ 40,793
2026	24,824	16,026	40,850
2027	24,419	15,429	39,848
2028	23,804	14,013	37,817
2029	21,331	12,719	34,050
Thereafter	78,307	33,133	111,440
Total undiscounted lease liabilities	197,359	107,439	304,798
Less: Interest	(67,743)	(30,225)	(97,968)
Total present value of minimum lease payments	129,616	77,214	206,830
Lease liabilities - current portion	(12,131)	(9,535)	(21,666)
Lease liabilities	<u>\$ 117,485</u>	<u>\$ 67,679</u>	<u>\$ 185,164</u>

The Company recorded a loss on disposal of right of use assets of \$0.5 million, \$5.7 million, and \$17.8 million, for the years ended December 31, 2024, 2023 and 2022, respectively, resulting from the repositioning of assets, which were recorded in impairment and disposal of long-lived assets, net of (recoveries) on the consolidated statements of operations.

Lease Guarantees

In 2023, the Company terminated a retail lease resulting in the Company being relieved of its primary obligation under this lease. As a result of the lease termination, a new tenant executed a new lease for the same properties with the Company becoming secondarily liable. Nonperformance by the new tenant results in the Company becoming obligated to fulfill the lease conditions. If the new tenant defaults on the lease obligations the Company becomes responsible for payment. As of December 31, 2024, the Company's remaining guarantor term is for 5.0 years and the resulting maximum exposure includes \$4.5 million of undiscounted future minimum lease payments plus potential additional payments to satisfy maintenance, taxes, and insurance requirements.

In 2023, the Company determined it was no longer the primary beneficiary of one of its variable interest entities resulting in the Company deconsolidating this variable interest entity in 2023, which included termination of the business relationship and deconsolidation of two retail leases. The Company became secondarily liable for the deconsolidated retail leases due to the Company being guarantor for these two cannabis dispensary leases. Under both leases, nonperformance by the tenant results in the Company becoming obligated to fulfill the lease conditions. As of December 31, 2024, the Company's remaining guarantor terms are for 6.0 years and 7.0 years and the resulting maximum exposure includes \$2.1 million and \$2.8 million, respectively, of undiscounted future minimum lease payments plus potential additional payments to satisfy maintenance, taxes, and insurance requirements.

In 2022, the Company terminated a cultivation lease resulting in the Company being relieved of its primary obligation under this lease. As a result of the lease termination, a new tenant executed a new lease for the same property with the Company becoming secondarily liable. If the new tenant defaults on the lease obligations the Company becomes responsible for payment. As of December 31, 2024, the Company's remaining guarantor term is for 9.0 years and the resulting maximum exposure includes \$10.2 million of undiscounted future minimum lease payments plus potential additional payments to satisfy maintenance, taxes, and insurance requirements.

NOTE 12. CONSTRUCTION FINANCE LIABILITIES

Total construction finance liabilities were \$137.4 million and \$138.1 million as of December 31, 2024 and 2023, respectively. The contractual terms range from 10.0 years to 25.0 years with a weighted average remaining lease term of 15.9 years.

The Company recorded interest and accretion expense of \$16.4 million, \$16.4 million, and \$15.9 million for the years ended December 31, 2024, 2023, and 2022, respectively, to interest expense, net on the consolidated statements of operations.

Future minimum lease payments for the construction finance liabilities as of December 31, 2024 are as follows:

Year	Construction Finance Liabilities <i>(in thousands)</i>
2025	\$ 17,521
2026	18,013
2027	18,519
2028	19,039
2029	19,574
Thereafter	263,811
Total future payments	356,477
Less: Interest	(219,037)
Total present value of minimum payments	137,440
Construction finance liabilities - current portion	(1,919)
Construction finance liabilities	\$ 135,521

NOTE 13. SHARE CAPITAL

The authorized share capital of the Company is comprised of the following:

(i) Unlimited number of Subordinate Voting Shares

Holders of the Subordinate Voting Shares are entitled to notice of and to attend any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting holders of Subordinate Voting Shares shall be entitled to one vote in respect of each Subordinate Voting Share held. Holders of Subordinate Voting Shares are entitled to receive as and when declared by the directors, dividends in cash or property of the Company. No dividend will be declared or paid on the Subordinate Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Multiple Voting Shares and Super Voting Shares.

(ii) Unlimited number of Multiple Voting Shares

Holders of Multiple Voting shares are entitled to notice of and to attend any meetings of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company have the right to vote. At each such meeting, holders of Multiple Voting Shares are entitled to one vote in respect of each Subordinate Voting

Share into which such Multiple Voting Share could ultimately then be converted (initially, 100 votes per Multiple Voting Share). The initial “Conversion Ratio” for Multiple Voting Shares is 100 Subordinate Voting shares for each Multiple Voting Share, subject to adjustment in certain events. Holders of Multiple Voting Shares have the right to receive dividends, out of any cash or other assets legally available therefor, pari passu (on an as converted basis, assuming conversion of all Multiple Voting Shares into Subordinate Voting Shares at the Conversion Ratio) as to dividends and any declaration or payment of any dividend on the Subordinate Voting Shares.

No dividend may be declared or paid on the Multiple Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares and Super Voting Shares.

The Company's subordinate voting shares and multiple voting shares, as converted, are collectively referred to herein as common stock.

(iii) Unlimited number of Super Voting Shares

Holders of Super Voting Shares are entitled to notice of and to attend any meeting of the shareholders of the Company, except a meeting of which only holders of another particular class or series of shares of the Company shall have the right to vote. At each such meeting, holders of Super Voting Shares are entitled to two votes in respect of each Subordinate Voting Share into which such Super Voting Share could ultimately then be converted (initially, 200 votes per Super Voting Share). Holders of Super Voting Shares have the right to receive dividends, out of any cash or other assets legally available therefor, pari passu (on an as converted to Subordinate Voting Share basis) as to dividends and any declaration or payment of any dividend on the Subordinate Voting Shares. No dividend is to be declared or paid on the Super Voting Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to Subordinate Voting Share basis) on the Subordinate Voting Shares and Multiple Voting Shares. The initial “Conversion Ratio” for the Super Voting Shares is one Multiple Voting Share for each Super Voting Share, subject to adjustment in certain events. There were no Super Voting Shares outstanding as of December 31, 2024 or 2023.

NOTE 14. SHARE BASED COMPENSATION

Equity Incentive Plans

The Company’s Second Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan, (the “Amended 2021 Plan”) was approved at the Company's annual meeting of shareholders on June 12, 2024. The Amended 2021 Plan reserves 19,500,000 Subordinate Voting Shares for issuance thereunder. The Amended 2021 Plan is administered by the Compensation Committee of the Board of Directors.

Stock Options

Stock options granted to board members immediately vest. Stock options granted to officers and certain management employees vest ratably over a three-year period, subject to continued employment through each anniversary, with a maximum contractual term of seven years.

The fair value of each option award at grant date was estimated using the Black-Scholes option-pricing model with the following assumptions made and resulting grant-date fair values during the years ended December 31:

	2024	2023	2022
Weighted-average grant-date fair value	\$5.47	\$1.99	\$9.45
Expected term (in years)	3.5 - 4.0	3.3 - 4.0	3.5 - 4.5
Expected volatility	65.7% - 66.0%	60.1% - 60.9%	51.8% - 52.9%
Expected dividend yield	0%	0%	0%
Risk-free annual interest rate	4.2%	4.3% - 4.5%	1.2% - 1.8%

The following table summarizes the Company's stock option activity for the year ended December 31, 2024:

	Number of options	Weighted average exercise price
Outstanding options, beginning of year	4,197,058	\$ 17.73
Granted	992,166	10.00
Exercised ⁽¹⁾	(153,511)	4.52
Forfeited	(335,620)	54.03
Expired	(64,026)	19.54
Outstanding options, end of year ⁽²⁾	4,636,067	\$ 13.86
Vested and exercisable options, end of year ⁽³⁾	3,606,920	\$ 15.68

⁽¹⁾ The total aggregate intrinsic value of options exercised was \$1.0 million, zero, and \$2.1 million for the years ended December 31, 2024, 2023, and 2022, respectively.

⁽²⁾ Outstanding options at the end of the year had a weighted average remaining contractual life of 4.0 years with a total aggregate intrinsic value of \$1.7 million.

⁽³⁾ Vested and exercisable options at the end of the year had a weighted average remaining contractual life of 3.6 years with a total aggregate intrinsic value of \$1.2 million.

Restricted Stock Units

RSUs awarded to board members vest over a 30-day period. RSUs awarded to officers and certain management employees vest ratably over a two-year period subject to continued employment through each anniversary.

The following table summarizes the Company's RSU activity for the year ended December 31, 2024:

Restricted Stock Unit Activity	Number of restricted stock units	Weighted-average grant-date fair value
Unvested balance, beginning of year	2,686,216	\$ 5.47
Granted	2,194,918	10.00
Vested	(1,484,742)	6.83
Forfeited	(216,748)	8.00
Unvested balance, end of year	3,179,644	\$ 7.80

The weighted-average grant date fair value of RSUs granted was \$3.99 and \$21.51 for the years ended December 31, 2023 and 2022, respectively. The fair value of RSUs vested totaled \$10.1 million, \$2.1 million and \$1.6 million for the years ended December 31, 2024, 2023, and 2022, respectively.

In September 2021, the Board of Directors approved a grant of 2,904,079 RSUs for two executive officers as a replacement for canceled warrants. The RSUs immediately vested at grant, but were not contractually issuable until three years after the vesting date. In September 2024, the three-year contractual obligation was met and the holders elected to net settle their tax obligations, resulting in the issuance of 1,829,570 shares of common stock and a \$12.2 million payment for taxes.

Share-Based Compensation Expense

The following table presents total share-based compensation expense for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Statements of operations	<i>(in thousands)</i>		
Cost of goods sold	\$ 1,276	\$ 810	\$ 1,072
General and administrative	16,608	9,098	16,347
Sales and marketing	2,318	667	705
Total share-based compensation expense	<u>\$ 20,202</u>	<u>\$ 10,575</u>	<u>\$ 18,124</u>

The total recognized income tax benefit was \$0.7 million, nominal, and \$0.3 million, for the years ended December 31, 2024, 2023, and 2022, respectively.

As of December 31, 2024, there was approximately \$2.3 million and \$14.1 million of total unrecognized compensation cost related to unvested stock options and unvested restricted stock units, respectively, both of which are expected to be recognized over a weighted-average service period of 0.8 years.

NOTE 15. EARNINGS PER SHARE

The following is a reconciliation for the calculation of basic and diluted earnings per share for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Numerator	<i>(in thousands, except for per share data)</i>		
Continuing operations			
Net loss from continuing operations	\$ (154,875)	\$ (435,895)	\$ (182,618)
Less: net loss attributable to non-controlling interest from continuing operations	(5,472)	(5,147)	(3,994)
Net loss from continuing operations available to common shareholders	<u>\$ (149,403)</u>	<u>\$ (430,748)</u>	<u>\$ (178,624)</u>
Discontinued operations			
Net loss from discontinued operations, net of tax	\$ (5,702)	\$ (97,241)	\$ (70,109)
Less: net loss attributable to non-controlling interest	—	(1,193)	(2,669)
Net loss from discontinued operations, net of tax, attributable to common shareholders	<u>\$ (5,702)</u>	<u>\$ (96,048)</u>	<u>\$ (67,440)</u>
Denominator			
Weighted average number of common shares outstanding - Basic and diluted	189,992,663	188,974,176	187,995,317
Loss per share - Continuing operations			
Basic and diluted loss per share	\$ (0.79)	\$ (2.28)	\$ (0.95)
Loss per share - Discontinued operations			
Basic and diluted loss per share	\$ (0.03)	\$ (0.51)	\$ (0.36)

Shares which have been excluded from diluted per share amounts because their effect would have been anti-dilutive are as follows as of December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Stock options	4,636,067	4,197,058	3,177,815
Restricted share units	3,179,644	2,686,216	720,707
Warrants	9,496	9,496	177,391
Total shares excluded	<u>7,825,207</u>	<u>6,892,770</u>	<u>4,075,913</u>

As of December 31, 2024, there were approximately 191.0 million issued and outstanding shares, which excluded 0.1 million fully vested RSUs that are not contractually issuable until the earlier of a defined triggering event or the award anniversary date, either December 1, 2030 or December 1, 2031.

As of December 31, 2024, there were 9,496 warrants outstanding, each exercisable for one Subordinate Voting Share at an exercise price of \$23.76, with an expiration date of December 30, 2025.

NOTE 16. INCOME TAXES

The Company is treated as a United States corporation for U.S. federal income tax purposes under IRC Section 7874 and is subject to U.S. federal income tax on its worldwide income. However, for Canadian tax purposes, the Company, regardless of any application of IRC Section 7874, is treated as a Canadian resident company (as defined in the Income Tax Act (Canada) (the “ITA”) for Canadian income tax purposes. As a result, the Corporation is subject to taxation both in Canada and the United States.

Income Tax Provision

The components of the income tax provision include the following for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	<i>(in thousands)</i>		
Current:			
Federal	\$ 174,962	\$ 121,722	\$ 141,582
State	33,001	46,808	38,633
Total current tax expense	<u>\$ 207,963</u>	<u>\$ 168,530</u>	<u>\$ 180,215</u>
Deferred:			
Federal	\$ (18,014)	\$ (15,755)	\$ (17,814)
State	7,640	(1,417)	979
Foreign	—	—	—
Total deferred tax expense	<u>\$ (10,374)</u>	<u>\$ (17,172)</u>	<u>\$ (16,835)</u>
Total income tax expense	<u>\$ 197,589</u>	<u>\$ 151,358</u>	<u>\$ 163,380</u>

A reconciliation of the Federal statutory income tax rate percentage to the effective tax rate is as follows for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	<i>(in thousands)</i>		
Income (loss) before income taxes	\$ 42,714	\$ (284,537)	\$ (19,238)
Federal statutory rate	21.0 %	21.0 %	21.0 %
Theoretical tax provision (benefit)	<u>\$ 8,970</u>	<u>\$ (59,753)</u>	<u>\$ (4,040)</u>
Effects of tax rates in foreign jurisdictions	\$ (451)	\$ 15	\$ 16
State taxes	(4,526)	835	14,598
Changes in state tax rates	13,341	5,772	4,763
Change in state tax filing methods	(7,509)	—	—
Uncertain tax position, inclusive of interest and penalties	155,362	130,481	146,702
Change in valuation allowance	6,655	2,962	1,647
Other	380	151	(4,793)
Tax effect of non-deductible expenses:			
Goodwill impairment	—	64,594	—
Excess compensation	7,140	12	—
Stock compensation	(7,291)	1,170	169
Legislative campaign contributions	24,761	4,401	4,318
Non-controlling interest	757	718	—
Total non-deductible expenses	<u>\$ 25,367</u>	<u>\$ 70,895</u>	<u>\$ 4,487</u>
Total income tax provision	<u>\$ 197,589</u>	<u>\$ 151,358</u>	<u>\$ 163,380</u>
Effective tax rates	462.6 %	(53.2)%	(849.3)%

Deferred Income Taxes

Deferred income taxes consist of the following as of December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Deferred tax assets:		
Lease liabilities	\$ 3,736	\$ 2,623
Finance liabilities	28,433	27,695
Net operating losses	16,839	10,098
Inventory reserves	5,657	4,667
Other deferred tax assets	6,247	759
Total deferred tax assets:	<u>\$ 60,912</u>	<u>\$ 45,842</u>
Deferred tax liabilities:		
Right of use assets	\$ (3,405)	\$ (2,356)
Intangible assets	(218,970)	(221,743)
Property and equipment	(18,870)	(19,150)
Total deferred tax liabilities:	<u>\$ (241,245)</u>	<u>\$ (243,249)</u>
Valuation allowance	(16,212)	(9,557)
Net deferred tax liability	<u>\$ (196,545)</u>	<u>\$ (206,964)</u>

Realization of deferred tax assets associated with the net operating loss carryforwards is dependent upon generating sufficient taxable income prior to their expiration. A valuation allowance to reflect management's estimate of the net

operating loss carryforwards that may expire prior to their utilization has been recorded as of December 31, 2024. The following table outlines the changes in the valuation allowance for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	<i>(in thousands)</i>		
Balance, beginning of year	\$ (9,557)	\$ (6,596)	\$ (6,826)
Charged to costs and expenses	(6,655)	(2,961)	230
Balance, end of year	<u>\$ (16,212)</u>	<u>\$ (9,557)</u>	<u>\$ (6,596)</u>

As of December 31, 2024, the Company had \$15.2 million of non-capital Canadian losses which expire from 2031 to 2044, \$697.7 million of state net operating losses which expire from 2038 to 2044, \$15.4 million of state net operating losses which have an indefinite carryforward period, and \$119.8 million of U.S. federal net operating losses which have an indefinite carryforward period. The Company determined a valuation allowance was applicable to \$15.2 million of non-capital Canadian losses, \$10.1 million of US federal net operating losses, and \$199.7 million of state net operating losses. The Company also determined that it is more likely than not that the benefit from \$27.9 million of U.S. federal net operating losses and \$371.6 million of state net operating losses will not be realized and therefore this amount has not been recorded.

Unrecognized Tax Benefits

A reconciliation of the beginning and ending amount of unrecognized tax benefits:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Balance, January 1	\$ 542,762	\$ 41,781
Reductions based on lapse of statute of limitations	—	(1,053)
Reductions based on tax positions related to the prior years	(2,957)	—
Reductions based on refunds still outstanding	(46,696)	—
Additions based on tax positions related to the current year	129,558	152,313
Additions based on refunds requested but not received related to prior year	—	111,664
Additions based on refunds received related to prior years	52,001	62,391
Additions based on tax positions related to the prior year	—	175,666
Balance, December 31	<u>\$ 674,668</u>	<u>\$ 542,762</u>

The Company and certain of its subsidiaries are currently under examination by the relevant taxing authorities for various tax years. The Company does not reasonably expect the potential outcomes of these examinations to materially change the amount of unrecognized tax benefit over the next 12 months. With few exceptions, as of December 31, 2024, the Company is no longer subject to examination by tax authorities for years before 2020.

Uncertain Tax Positions

The IRS has taken the position that cannabis companies are subject to the limits of Internal Revenue Code ("IRC") Section 280E for U.S. federal income tax purposes. Under the IRS's interpretation of IRC Section 280E, cannabis companies are only allowed to deduct expenses directly and indirectly related to the production of inventory. This results in permanent differences between ordinary and necessary business expenses deemed non-allowable under IRC Section 280E.

The Company has taken a position that Section 280E does not preclude it from deducting ordinary and necessary business expenditures on its tax returns. As of December 31, 2024 and December 31, 2023, the Company recorded an uncertain tax liability in the consolidated balance sheets that reflects this tax position.

A reconciliation of the beginning and ending amount of uncertain tax position liabilities:

	2024	2023
	<i>(in thousands)</i>	
Balance, January 1	\$ 180,350	\$ 19,459
Reductions based on lapse of statute of limitations	—	(1,053)
Additions based on tax positions related to the current year	150,014	139,914
Additions based on tax positions related to the prior year	1,256	113,815
Additions based on refunds received related to prior years	52,001	62,391
Reclass tax payment on account	35,998	(157,063)
Interest recorded in income tax expense, net of reversals ⁽¹⁾	25,602	3,150
Penalties recorded in income tax expense, net of reversals ⁽¹⁾	—	(263)
Balance, December 31 ^{(2) (3) (4)}	<u>\$ 445,221</u>	<u>\$ 180,350</u>

⁽¹⁾ Amounts represent the interest and penalties recorded on uncertain tax positions during the respective years which are recorded in the provision for income taxes on the condensed consolidated statements of operations.

⁽²⁾ The Company has taken a position that IRC Section 280E does not preclude it from deducting ordinary and necessary business expenditures on its tax returns. As of December 31, 2024, \$412.6 million is related to this tax position. This amount does not include \$121.1 million of previous tax payments for which the Company has claimed overpayment related to this tax position.

⁽³⁾ The \$264.9 million increase in uncertain tax positions is primarily due to receipt of \$52.0 million in refunds in the current year, as well as \$150.0 million current year accruals, each related to tax positions based on legal interpretations that challenge the Company's tax liability under IRC Section 280E.

⁽⁴⁾ The ending balance includes accrued interest and penalties totaling \$32.0 million and \$6.4 million as of December 31, 2024 and 2023, respectively.

NOTE 17. VARIABLE INTEREST ENTITIES

The Company has entered into certain agreements in several states with various entities related to the purchase and operation of cannabis dispensary, cultivation, and production licenses, and has determined these to be variable interest entities for which it is the primary beneficiary and/or holds a controlling voting equity position. The Company holds an ownership interest in these entities ranging from 0% to 95% either directly or through a proxy as of December 31, 2024.

The Company consolidates these entities due to the other holder's equity investment being insufficient to finance its activities without additional subordinated financial support and the Company meeting the power and economics criteria. In particular, the Company controls the management decisions and activities most significant to certain VIEs, has provided a significant portion of the subordinated financial support provided to date, and holds membership interests exposing the Company to the risk of reward and/or loss. The Company allocates income and cash flows of the VIEs based on the outstanding ownership percentage in accordance with the underlying operating agreements, as amended. The Company has consolidated all identified variable interest entities for which the Company is the primary beneficiary in the accompanying consolidated financial statements.

The summarized assets and liabilities of the Company's consolidated VIEs in which the Company does not hold a majority interest are presented in the table below as of December 31 and include third-party assets and liabilities of the Company's VIEs only and exclude intercompany balances that were eliminated in consolidation.

	2024	2023
	<i>(in thousands)</i>	
Current assets:		
Cash	\$ 420	\$ 9,491
Accounts receivable, net	721	1,308
Inventories	901	8,341
Prepaid expenses	160	423
Other current assets	—	7
Total current assets	<u>2,202</u>	<u>19,570</u>
Property and equipment, net	1,228	28,068
Right of use asset - operating, net	—	2,744
Right of use asset - finance, net	—	259
Intangible assets, net	2,028	17,162
Other assets	355	140
Total assets	<u>\$ 5,813</u>	<u>\$ 67,943</u>
Current liabilities:		
Accounts payable and accrued liabilities	\$ 371	\$ 1,939
Income tax payable	—	2,017
Deferred revenue	—	2
Operating lease liability - current portion	—	63
Finance lease liability - current portion	—	60
Total current liabilities	<u>371</u>	<u>4,081</u>
Notes payable	—	885
Operating lease liability	—	2,926
Finance lease liability	—	210
Deferred tax liabilities	—	3,638
Other long-term liabilities	—	671
Total liabilities	<u>\$ 371</u>	<u>\$ 12,411</u>

Consolidated VIE Settlement Transaction

In 2024, the Company entered into a settlement agreement with the non-controlling interest holders of consolidated VIEs in Ohio in which the Company acquired the remaining ownership interest in dispensary businesses and agreed to provide funding and operational support for a cultivation and production business with new unrelated third parties.

The Company re-evaluated the VIEs after settlement and concluded that the Company continues to be the primary beneficiary of the cultivation and production business and there are no longer variable interests in the dispensary businesses as the Company increased its ownership to 100%. As a result, the Company accounted for this settlement as an equity transaction in accordance with *ASC 810-10*.

Redeemed Non-Controlling Interests

In 2024, the Company fully redeemed non-controlling interests and issued 1,787,372 Subordinate Voting Shares in a series of redemptions of non-controlling interests which increased the Company's ownership in the VIE from 46% as of December 31, 2023 to 100% as of December 31, 2024. The transactions were recorded as equity transactions as the Company increased its ownership in an already consolidated VIE without loss of control. The redemptions included a \$3.0 million subscription fee and a net \$1.9 million impact recorded to additional paid-in-capital on the consolidated balance sheets.

NOTE 18. RELATED PARTIES

In 2023 the Company entered into an agreement to rent an asset from an entity that is directly owned in part by the Company's Chief Executive Officer and Chair of the board of directors. The expense related to the use of this asset was \$0.3 million and \$0.2 million for the years ended December 31, 2024 and 2023, respectively, and recorded to general and administrative expenses on the consolidated statements of operations.

The Company leases a cultivation facility and corporate office facility from an entity that is indirectly owned by the Company's Chief Executive Officer and Chair of the board of directors, a former member of the Company's board of directors, and a member of the Company's board of directors.

The Company had the following related parties operating leases on the consolidated balance sheets, under ASC 842, as of December 31:

	<u>2024</u>	<u>2023</u>
	<i>(in thousands)</i>	
Right-of-use assets, net	<u>\$ 582</u>	<u>\$ 706</u>
Lease liabilities:		
Lease liabilities - current portion	\$ 142	\$ 127
Lease liabilities	482	624
Total related parties lease liabilities	<u>\$ 624</u>	<u>\$ 751</u>

Lease expense recognized on leases with related parties was \$0.2 million, \$0.2 million, and \$0.2 million for the years ended December 31, 2024, 2023, and 2022, respectively and recorded to cost of goods sold and general and administrative expenses on the consolidated statements of operations.

NOTE 19. REVENUE DISAGGREGATION

Revenue is comprised of the following for the years ended December 31:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	<i>(in thousands)</i>		
Retail	\$ 1,128,877	\$ 1,083,545	\$ 1,158,475
Wholesale and other	57,613	45,648	59,754
Total revenue	<u>\$ 1,186,490</u>	<u>\$ 1,129,193</u>	<u>\$ 1,218,229</u>

NOTE 20. COMMITMENTS AND CONTINGENCIES

Operating Licenses

Although the possession, cultivation, and distribution of cannabis is permitted for medical and/or adult use in the states in which the Company operates, cannabis is a Schedule-I controlled substance and its use remains a violation of federal law. Since federal law criminalizing the use of cannabis preempts state laws that legalize its use, strict enforcement of federal law regarding cannabis would likely result in the Company's inability to proceed with the Company's business plans. In addition, the Company's assets, including cash and cash equivalents, short-term investments, real property, equipment, and other goods, could be subject to asset forfeiture because cannabis is still federally illegal.

Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2024, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's consolidated statements of operations. There are also no proceedings in which any of the Company's directors, officers, or affiliates has a material interest adverse to the Company's interest.

Contingencies

The Company records contingent liabilities with respect to litigation on various claims in which it believes a loss is probable and can be estimated. As of December 31, 2024, and 2023, \$6.3 million and \$4.2 million, respectively, was included in contingent liabilities on the consolidated balance sheets related to pending litigation.

An acquisition in 2021 included a contingency providing for an additional \$5.0 million in consideration which is contingent on the enactment, adoption or approval of laws allowing for adult-use cannabis in Pennsylvania. No liability was recorded for this contingent consideration, as the estimated value of the liability was not significant at the time of acquisition or as of December 31, 2024 based on the likelihood of approval of laws allowing for adult-use cannabis in Pennsylvania.

NOTE 21. FINANCIAL INSTRUMENTS & FAIR VALUE MEASUREMENTS

Financial Instruments

The Company considers credit risk associated with its own standing as well as the credit standing of any counterparties involved in the valuation of its financial instruments. Concentrations of credit risk with respect to our cash and cash equivalents are limited primarily to amounts held with financial institutions in excess of federally insured limits.

Money Market Funds

Money market funds are included within cash and cash equivalents on the Company's consolidated balance sheets. Interest income from money market funds was \$11.5 million, \$4.8 million, and nominal for the years ended December 31, 2024, 2023 and 2022, respectively, which was recorded in interest income on the consolidated statements of operations.

Certificates of Deposit

The Company's certificates of deposit are included within short-term investments on the Company's consolidated balance sheets and are classified as held-to-maturity securities as the Company intends to hold until their maturity dates. The certificates of deposit carry interest rates of 5.3% with original maturity dates of six months and are scheduled to mature in January 2025. Interest income from certificates of deposit was \$1.9 million for the year ended December 31, 2024, which was recorded in interest income on the consolidated statements of operations.

Interest Rate Swap

In 2022, the Company entered into an interest rate swap contract ("VNB Swap") for the purpose of hedging the variability of interest expense and interest payments on the Company's long-term variable rate debt. The VNB Swap was entered into in conjunction with four promissory term notes of a total corresponding amount. The four promissory term notes were priced at the SOFR, as defined in the agreement plus 3.00%, per annum. The VNB Swap effectively fixes the floating SOFR-based interest of the SOFR-based debt to 7.53% per annum until maturity on January 1, 2028.

The fair value of the interest rate swap liability is recorded in other long-term liabilities on the consolidated balance sheets. As of December 31, 2024 and 2023, the notional value was \$68.4 million and \$70.0 million, respectively.

Fair Value Measurements

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels, and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 – Observable inputs based on unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices in active markets, which are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for which there is little or no market data requiring the Company to develop its own assumptions.

Recurring Fair Value Measurements

The fair values of financial instruments measured on a recurring basis by class are as follows as of December 31:

	Fair Value Hierarchy Level ⁽¹⁾	2024	2023
Financial Assets:			
Money market funds ⁽²⁾	Level 1	\$ 204,314	\$ 145,995
Certificates of deposit ⁽³⁾	Level 1	60,393	—
Total financial assets		\$ 264,707	\$ 145,995
Financial Liabilities:			
Interest rate swap ⁽⁴⁾	Level 2	\$ 1,011	\$ 2,341

⁽¹⁾ There were no transfers between hierarchy levels.

⁽²⁾ As short-term, highly liquid investments readily convertible to known amounts of cash, their carrying values approximate fair value.

⁽³⁾ They are valued using inputs based on industry standard data and due to their short maturities, their amortized cost approximates fair value.

⁽⁴⁾ The fair value is based on a valuation model that utilizes interest rate yield curves and credit spreads observable in active markets as the significant inputs to the model.

Nonrecurring Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company's assets and liabilities are subject to nonrecurring fair value measurements, such as property, goodwill, and intangible assets. If events or indicators occur that require an impairment assessment, impairment charges may be recorded to reduce the assets to fair value.

The Company recorded impairment charges related to assets moved to held for sale during the years December 31, 2024, 2023, and 2022 totaling \$1.2 million, \$3.8 million, \$8.6 million, respectively, which was recorded to impairment and disposal of long-lived assets, net of (recoveries) on the consolidated statements of operations. The impairment charges were derived from the difference between the carrying value and the estimated fair value of the relevant asset, minus estimated selling costs. The fair value was estimated using an income capitalization approach with estimates and assumptions regarding the asset's future cash flows and return on investment (Level 3).

In June 2023, the Company identified one event as a risk indicator for goodwill impairment, which was a decline in the Company's share price negatively affecting the Company's market capitalization. The Company concluded the decline in stock price was a triggering event to perform an interim quantitative goodwill impairment test as of June 30, 2023, specific to the resulting market capitalization of the Company. As the sole risk to the value of goodwill was the stock price, the Company concluded it most appropriate to apply a market approach utilizing control premiums which were obtained from transactions of comparable publicly traded companies (Level 2) to calculate a reasonable control premium (Level 3). The Company applied the control premium to the Company's market capitalization to derive the fair value. The subsequent reconciliation between the single reporting unit's book value and the fair value indicated the fair value was less than the carrying value, resulting in a \$307.6 million goodwill impairment.

Estimated Fair Values of Financial Instruments

The following table presents the carrying values and estimated fair values of the Company's financial instruments that are not accounted for at fair value in the consolidated balance sheets as of December 31. The table excludes cash and cash equivalents, restricted cash, accounts receivable, other receivables, accounts payable, and other payables as their carrying values approximate fair value due to their short maturities of less than one year (Level 1). The table also excludes notes payable with variable interest rates as their carrying value approximates fair value. This determination is based on the variable interest rates applied to the debt, which reflect current market conditions, or other observable inputs (Level 2). The Company's notes receivable are also excluded from the table below as the majority of the balance is due within one year;

therefore, the carrying value approximates fair value due to the short maturity.

	Fair Value Hierarchy Level	2024		2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Liabilities					
Private placement notes ⁽¹⁾ ⁽²⁾	Level 2	\$ 368,000	\$ 366,660	\$ 368,000	\$ 310,549
Notes payable, fixed rate ⁽¹⁾ ⁽³⁾	Level 3	47,673	47,344	49,115	48,715

⁽¹⁾ Excludes any discount or issuance costs.

⁽²⁾ The fair value was determined based on market rates at valuation.

⁽³⁾ The fair value was determined using the discounted cash flow method.

NOTE 22. ACQUISITIONS

(a) Formula 420 Cannabis LLC

On December 22, 2022, the Company acquired 100% of the membership interests of Formula 420 Cannabis LLC ("Formula 420") the holder of an Arizona adult-use license that became operational in October 2022. The Company analyzed the acquisition under *ASC 805, Business Combinations* determining Formula 420 did not meet the definition of a business as substantially all of the fair value of the gross assets acquired are concentrated in a single identifiable asset. The Company had previously consolidated the entity as a VIE as it was determined the Company exercised control of the entity and was the primary beneficiary although it previously owned no equity interests due to a master service agreement. In accordance with Topic 810, *Consolidation*, the Company accounted for the change in a consolidated subsidiaries ownership interest as an equity transaction. Therefore, the total consideration was determined to be \$5.5 million which consisted of a note payable, which was paid off in December 2023. Nominal transaction costs were incurred in relation to this acquisition.

(b) Greenhouse Wellness WV Dispensaries, LLC

On April 26, 2022, the Company acquired 100% of the membership interests of Greenhouse Wellness WV Dispensaries, LLC ("Greenhouse WV"), the holder of a West Virginia dispensary permit and a lease for a not yet operating dispensary location. The Company analyzed the acquisition under *ASC 805, Business Combinations*, determining Greenhouse WV did not meet the definition of a business as Greenhouse WV did not have inputs, processes, and outputs in place that constituted a business under Topic 805. As a result, the transaction has been accounted for as an asset acquisition whereby all of the assets acquired and liabilities assumed are assigned a carrying amount based on relative fair values. Total consideration was \$0.3 million consisting of cash.

The following table summarizes the allocation of consideration exchanged for the estimated fair value of tangible and identifiable intangible assets acquired and liabilities assumed:

Consideration:	<i>(in thousands)</i>
Cash	\$ 281
Fair value of consideration exchanged	<u>\$ 281</u>
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Right of use asset - operating	\$ 170
Intangible asset	270
Favorable lease interest	11
Operating lease liabilities	<u>(170)</u>
Total net assets acquired	<u>\$ 281</u>

The acquired intangible assets include a dispensary license which is treated as a definite-lived intangible asset amortized over a 15-year useful life and a favorable lease interest which was fully amortized in the period of acquisition due to useful life and materiality considerations.

(c) Watkins Cultivation Operation

On February 14, 2022, the Company acquired a cultivation operation from CP4 Group, LLC, in Phoenix, Arizona ("Watkins Cultivation Operation" or "Watkins"). The Company analyzed the acquisition under *ASC 805, Business Combinations*, determining Watkins met the definition of a business as Watkins is an existing cultivation facility with inputs, processes, and outputs in place that constitute a business under Topic 805. As a result, the acquisition of Watkins has been accounted for as a business combination. Goodwill represents the amount the Company paid over the fair value of the net identifiable tangible assets acquired. The primary reason for the acquisition was to expand the Company's cultivation capacity in Arizona. The goodwill of \$24.5 million arising from the acquisition primarily consists of the economies of scale expected from a vertical cannabis market in Arizona. Total consideration was \$27.5 million paid in cash. An additional \$22.5 million was paid into escrow for four potential earnouts. The earnouts were based on the completion of certain milestones and contingent on the continued employment of the key employee shareholders ("Key Employees") of Watkins. As the earnouts were contingent on the continued employment of the Key Employees, any amounts earned are compensation for post-combination services.

The Company accrues the compensation cost for each earnout as it becomes probable and estimable and over the most probable period of continued employment required for the specific earnouts. During the year ended December 31, 2022, the Company concluded that attainment of any of the four potential earnouts was no longer probable or estimable and reversed all existing accruals.

The Company incurred \$0.2 million of transaction costs related to the acquisition of Watkins. These costs were expensed as incurred and included in general and administrative expenses on the consolidated statements of operations for the quarter ended March 31, 2022. No additional transaction costs have been incurred.

The following table summarizes the allocation of consideration exchanged for the estimated fair value of tangible assets acquired and liabilities assumed:

Consideration	<i>(in thousands)</i>
Cash	\$ 27,500
Fair value of consideration exchanged	<u>\$ 27,500</u>
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Inventories	\$ 2,266
Property and equipment	692
Right of use asset - operating	4,737
Goodwill	24,542
Operating lease liability	(4,737)
Total net assets acquired	<u>\$ 27,500</u>

NOTE 23. DISCONTINUED OPERATIONS

Discontinued operations consists of our exited operations in Massachusetts and Nevada. The assets and liabilities associated with discontinued operations consisted of the following as of December 31:

	2024	2023
	<i>(in thousands)</i>	
Assets associated with discontinued operations		
Cash	\$ —	\$ 301
Accounts receivable, net	—	841
Prepaid expenses	868	816
Other assets	1,980	2,010
Total assets associated with discontinued operations	<u>\$ 2,848</u>	<u>\$ 3,968</u>
Liabilities associated with discontinued operations		
Accounts payable and accrued liabilities	\$ 86	\$ 530
Operating lease liabilities - current portion	241	165
Finance lease liabilities - current portion	334	291
Construction finance liability - current portion	2,468	2,003
Operating lease liabilities	15,125	15,332
Finance lease liabilities	1,729	2,048
Construction finance liability	21,699	24,167
Other long-term liabilities	7	6
Total liabilities associated with discontinued operations	<u>\$ 41,689</u>	<u>\$ 44,542</u>

The following table summarizes the Company's net loss from discontinued operations for the years ended December 31. The gain and loss resulting from the forgiveness of intercompany payables was eliminated in consolidation.

	2024	2023	2022
	<i>(in thousands)</i>		
Revenue	\$ —	\$ 10,590	\$ 24,634
Cost of goods sold	—	29,843	37,897
Gross margin	—	(19,253)	(13,263)
Expenses:			
Operating expenses	2,070	7,522	13,821
Impairment and disposal of long-lived assets, net	—	69,480	49,130
Total expenses	<u>2,070</u>	<u>77,002</u>	<u>62,951</u>
Loss from operations	(2,070)	(96,255)	(76,214)
Other (expense) income:			
Other expense, net ⁽¹⁾	(3,632)	(5,087)	(6,118)
Total other expense, net	<u>(3,632)</u>	<u>(5,087)</u>	<u>(6,118)</u>
Loss before provision for income taxes	(5,702)	(101,342)	(82,332)
Income tax benefit	—	(4,101)	(12,223)
Net loss from discontinued operations, net of taxes	(5,702)	(97,241)	(70,109)
Less: net loss attributable to non-controlling interest from discontinued operations	—	(1,193)	(2,669)
Net loss from discontinued operations excluding non-controlling interest	<u>\$ (5,702)</u>	<u>\$ (96,048)</u>	<u>\$ (67,440)</u>

⁽¹⁾ Other expense, net primarily consists of interest expense on the construction finance liability and operating lease liabilities associated with our discontinued operations

The consolidated statements of cash flows includes continuing operations and discontinued operations. The following table summarizes the depreciation of long-lived assets, amortization of long-lived assets, loss on impairment of long-lived assets, and capital expenditures of discontinued operations for the prior years ended December 31 as the activity in 2024 was nominal:

	<u>2023</u>	<u>2022</u>
	<i>(in thousands)</i>	
Depreciation and amortization	\$ 3,798	\$ 10,787
Purchases of property and equipment	67	844
Loss on impairment and disposal of long-lived assets	69,480	49,130
Other noncash investing and financing activities		
Noncash partial extinguishment of construction finance liability	\$ 18,486	\$ —

As a result of the Company's exit from the Massachusetts market in the second quarter of 2023, the Company performed a lease term reassessment for the Massachusetts related failed sale-leaseback financing arrangement due to lease renewals previously included in the lease term being excluded as of the Massachusetts exit. The Company concluded the failed sale-leaseback accounting conclusion is maintained. The Company recognized a non-cash gain on partial extinguishment of \$18.5 million as a result of the lease term reassessment, which was recorded to net loss from discontinued operations, net of taxes.

Future minimum lease payments for the construction finance liability associated with discontinued operations as of December 31, 2024, are as follows:

<u>Year</u>	<u>(in thousands)</u>
2025	\$ 5,619
2026	5,788
2027	5,961
2028	6,140
2029	6,324
Thereafter	5,963
Total future payments	35,795
Less: Interest	(11,628)
Total present value of minimum payments	24,167
Construction finance liabilities - current portion	(2,468)
Construction finance liabilities	<u>\$ 21,699</u>

During the year ended December 31, 2022, the Company exited Nevada and recorded a loss on disposal of operating right of use assets of \$14.0 million, which was recorded in net loss from discontinued operations on the consolidated statements of operations.

Future minimum lease payments under non-cancellable leases associated with discontinued operations as of December 31, 2024 are as follows:

Year	Operating Leases	Finance Leases	Total Leases
	<i>(in thousands)</i>		
2025	\$ 1,798	\$ 509	\$ 2,307
2026	1,859	476	2,335
2027	1,922	377	2,299
2028	1,979	389	2,368
2029	1,996	400	2,396
Thereafter	21,515	453	21,968
Total undiscounted lease liabilities	31,069	2,604	33,673
Less: Interest	(15,703)	(541)	(16,244)
Total present value of minimum lease payments	15,366	2,063	17,429
Lease liabilities - current portion	(241)	(334)	(575)
Lease liabilities	\$ 15,125	\$ 1,729	\$ 16,854

NOTE 24. SUBSEQUENT EVENTS

The Company's management evaluates subsequent events through the date of issuance of the consolidated financial statements. There have been no subsequent events that occurred during such period that would require adjustment to or disclosure in the consolidated financial statements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our “disclosure controls and procedures” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and to ensure that information required to be disclosed is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosures. Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(b) and 15d-15(b) under the Exchange Act) as of the end of the period covered by this Report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2024.

Remediation of Previously Reported Material Weaknesses

As previously disclosed in Item 9A Controls and Procedures in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, the Company had identified a material weakness in our internal control over financial reporting related to ineffective information technology general controls (“ITGCs”). ITGCs were not designed and operating effectively to ensure (i) that access to applications and data, and the ability to make program and job changes, were adequately restricted to appropriate personnel and (ii) that the activities of individuals with access to modify data and make program and job changes were appropriately monitored. Business process controls (automated and manual) that were dependent on the affected ITGCs were also deemed ineffective because they could have been adversely impacted.

In 2024, we implemented our previously disclosed remediation plan:

- Strengthened access controls through updated system access permissions and segregation of duties analyses including the reduction of privileged users;
- Improved monitoring and logging of user modifications to data, programs, and jobs; and
- Formalized a management training program and conducted periodic assessments and audits to ensure documentation and authorization were evidenced for system access, change management, and user access review controls.

As previously disclosed in Item 9A Controls and Procedures in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, the Company had also identified a material weakness in our internal control over financial reporting associated with ineffective design, implementation, and documentation of management review controls related to the valuation of inventory.

In 2024, we implemented our previously disclosed remediation plan:

- Created robust management review controls to assess the completeness, accuracy and reasonableness of key information used in inventory valuation;
- Formalized the preparation and review of inventory analytics to ensure the completeness and accuracy of inventory balances at period end; and
- Hired additional resources with the knowledge and experience to design and execute review control procedures to identify potential errors or misstatements in the inventory valuation process.

We completed the necessary testing to conclude that both of the material weaknesses outlined above have been remediated as of December 31, 2024.

Management’s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Our management has conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2024, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control—Integrated Framework (2013). Based on the results of this evaluation, management concluded that our internal control over financial reporting is effective as of December 31, 2024.

Our independent registered public accounting firm, WithumSmith+Brown, PC has audited our internal control over financial reporting. Their opinion on the effectiveness of our internal control over financial reporting as of December 31, 2024 appears in Part II, Item 8 of this Annual Report on Form 10-K.

Limitations on Effectiveness of Controls and Procedures

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Changes in Internal Control Over Financial Reporting

Other than the execution of the material weakness remediation activities described above, there have been no other changes in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) which occurred during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Item 9B. Other Information.

During the three months ended December 31, 2024, no director or officer of the Company adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” as each term is defined in Item 408(a) of Regulation S-K.

Appointment of Jason Pernell as President

We are providing the following disclosures in lieu of filing a Current Report on Form 8-K relating to Item 5.02 (Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers):

On February 26, 2025, Trulieve Cannabis Corp. (the “Company”) announced the appointment of Jason Pernell as the Company’s President, effective February 26, 2025.

Mr. Pernell, age 48, has served as the Company’s Chief Information Officer since February 2019 and served as the Company’s Operations Officer from July 2015 to February 2019. Mr. Pernell has medical cannabis industry experience as a business owner in California and Oregon. For the past decade, he has owned and operated successful engineering consulting firms. Mr. Pernell earned a B.S. in Electrical Engineering and an MBA from Florida State University.

In connection with Mr. Pernell's appointment as President, Mr. Pernell entered into an employment agreement with the Company, effective as of February 26, 2025 (the "Pernell Employment Agreement"), pursuant to which he will receive an annual base salary of \$475,000 per year that is paid in accordance with the Company's regular payroll practices, subject to all customary withholding and deductions. Following the effective date of the Pernell Employment Agreement, Mr. Pernell will also be eligible for an annual bonus targeted at \$380,000 based on the achievement of certain Company and individual performance goals to be established by the Compensation Committee and will also be eligible for an annual equity award in a manner consistent with the Company's practices for senior management. Mr. Pernell will be entitled to participate in the Company's employee benefits programs available to its employees generally. In addition, Mr. Pernell will be entitled to participate in other benefits that are available to the Company's executive officers on the same basis as all the Company's employees generally, including group health (medical, dental, and vision) insurance, group short- and long-term disability insurances, and group life insurance. Such compensation and benefit plans and arrangements are described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024. The Pernell Employment Agreement also includes standard confidentiality, non-competition, non-solicitation, non-disparagement and intellectual property assignment provisions.

Mr. Pernell will be eligible to receive certain severance benefits in connection with a termination of his employment by the Company without Cause or by Mr. Pernell for Good Reason (each as defined in the Pernell Employment Agreement), in each case, subject to execution of a general release of claims. If such termination occurs, Mr. Pernell shall be entitled to receive the sum of (a) two (2) times the sum of his base salary in effect on the date of termination plus the greater of the target bonus for the current fiscal year and the actual annual bonus paid during the prior fiscal year and (b) a prorated annual bonus for the current fiscal year, which shall be payable in equal installments over a twenty-four (24) month period in accordance with the Company's regular payroll practices and subject to all customary withholding and deductions ("President Severance"). In addition, the Company will pay COBRA premiums for Mr. Pernell (and his dependents) until the earlier of (i) the twenty-four month anniversary of his termination date, and (ii) the date on which he either receives or becomes eligible to receive substantially similar coverage from another employer. In addition, all of Mr. Pernell's unvested equity awards shall immediately vest; provided that any equity award that is still subject to performance-based vesting at the time of such termination will only vest when and to the extent the Compensation Committee certifies that the performance goals are actually met.

If the Company terminates Mr. Pernell's employment without Cause (as defined in the Pernell Employment Agreement) or he terminates his employment for Good Reason within twenty-four (24) months following a Change of Control (as defined in the Pernell Employment Agreement), then Mr. Pernell shall receive the same severance described above, except that (i) the President Severance shall be equal to the sum of (x) two and one-half times (2.5) times the sum of the base salary in effect on the date of termination plus the greater of the target bonus for the current fiscal year and the actual annual bonus paid during the prior fiscal year and (y) a prorated annual bonus for the current fiscal year. In the event any payments to Mr. Pernell would otherwise constitute a parachute payment under Section 280G of the Internal Revenue Code, the payments will be limited to the greater of (i) the dollar amount which can be paid to such named executive officer without triggering an excise tax under Section 4999 of the Internal Revenue Code or (ii) the greatest after-tax dollar amount after taking into account any excise tax incurred under Section 4999 of the Internal Revenue Code with respect to such parachute payments.

Except as set forth in the Pernell Employment Agreement, (a) there are no arrangements or understandings between Mr. Pernell and any other persons pursuant to which Mr. Pernell was appointed, (b) there are no family relationships among any of the Company's directors or executive officers Mr. Pernell and (c) Mr. Pernell has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(b) of Regulation S-K.

The foregoing description of the Pernell Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, which is filed as an exhibit to this Annual Report on Form 10-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The Company has adopted an insider trading policy governing the purchase, sale, and other dispositions of the Company's securities by directors, senior management, and employees. A copy of the insider trading policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

The remaining information required by this item is incorporated by reference to our Proxy Statement for our 2025 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2024.

Item 11. Executive Compensation.

The information required by this item is incorporated by reference to our Proxy Statement for our 2025 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2024.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated by reference to our Proxy Statement for our 2025 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2024.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated by reference to our Proxy Statement for our 2025 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2024.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated by reference to our Proxy Statement for our 2025 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2024.

PART IV

Item 15. Exhibits and Financial Statement Schedules

- (a) Documents filed as a part of this Annual Report on Form 10-K:
- (1) Financial Statements — See [Index to Consolidated Financial Statements](#) in Item 8. of this Annual Report on Form 10-K.
 - (2) Financial Statement Schedules — See [Index to Consolidated Financial Statements](#) in Item 8. of this Annual Report on Form 10-K. All other schedules are omitted because they are not applicable or not required.
 - (3) Index to Exhibits.

EXHIBIT INDEX

Exhibit Number	Description
2.1	Merger Agreement, dated September 11, 2018, by and between Schyan Exploration Inc./Exploration Schyan Inc., Schyan Sub, Inc., and Trulieve, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
2.2	Arrangement Agreement, dated May 10, 2021, between Trulieve Cannabis Corp. and Harvest Health & Recreation Inc. (incorporated by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 13, 2021 (File No. 000-56248))
3.1	Articles of Trulieve Cannabis Corp., as amended (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.1	Subordinate Voting Shares Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.7	Trust Indenture, dated June 18, 2019, by and between Trulieve Cannabis Corp. and Odyssey Trust Company (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.8	Warrant Indenture, dated June 18, 2019, by and between Trulieve Cannabis Corp. and Odyssey Trust Company (incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.9	Supplemental Warrant Indenture, dated November 7, 2019, by and between Trulieve Cannabis Corp. and Odyssey Trust Company (incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.10	Supplemental Warrant Indenture, dated December 10, 2020, by and between Trulieve Cannabis Corp. and Odyssey Trust Company (incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-1 filed with the SEC on January 12, 2021 (File No. 333-252052))
4.11	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.11 to the Company's Annual Report on Form 10-K filed with the SEC on March 8, 2023 (File No. 000-56248))
4.12	Supplemental Trust Indenture, dated as of October 6, 2021, between Trulieve Cannabis Corp. and Odyssey Trust Company (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on October 8, 2021 (File No. 000-56248))
4.13	Supplemental Warrant Indenture, dated as of October 1, 2021, between Trulieve Cannabis Corp., Harvest Health & Recreation, Inc. and Odyssey Trust Company (assumed by Trulieve Cannabis Corp. in connection with Harvest acquisition) (incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-1 filed with the SEC on January 21, 2022 (File No. 333-252052))

- 4.14 [Replacement Purchase Warrant to Purchase Subordinate Voting Shares of Trulieve Cannabis Corp., dated October 1, 2021, issued by Trulieve Cannabis Corp. to Russon Holdings Limited \(assumed by Trulieve Cannabis Corp. in connection with Harvest acquisition\) \(incorporated by reference to Exhibit 4.9 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 21, 2022 \(File No. 333-252052\)\)](#)
- 4.15 [Form of Warrant to Purchase Subordinate Voting Shares of Harvest Health & Recreation Inc., dated May 10, 2019, issued to Purchasers of 7% Unsecured Convertible Debentures \(assumed by Trulieve Cannabis Corp. in connection with Harvest acquisition\) \(incorporated by reference to Exhibit 4.10 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 21, 2022 \(File No. 333-252052\)\)](#)
- 4.16 [Warrant dated April 23, 2020 issued by Harvest Health & Recreation, Inc. to Cumberland Property Leasing, LLC \(assumed by Trulieve Cannabis Corp. in connection with Harvest acquisition\) \(incorporated by reference to Exhibit 4.11 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 21, 2022 \(File No. 333-252052\)\)](#)
- 4.17‡ [Restricted Share Unit Award Agreement dated as of September 15, 2021 by and between Trulieve Cannabis Corp. and Jason B. Pernell Family Trust, as the assignee of Jason Pernell \(replaced the Amended and Restated Warrant to Purchase Subordinate Voting Shares of Trulieve Cannabis Corp., dated as of September 21, 2018, by and between Trulieve, Inc. and the Jason B. Pernell Family Trust dated July 31, 2020 \(incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the SEC on September 17, 2021 \(File No. 000-56248\)\)](#)
- 4.18‡ [Restricted Share Unit Award Agreement dated as of September 15, 2021 by and between Trulieve Cannabis Corp. and Kim Rivers \(replaced the Warrant to Purchase Subordinate Voting Shares of Trulieve Cannabis Corp., dated September 21, 2018, by and between Trulieve, Inc. and Kim Rivers\) \(incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 17, 2021 \(File No. 000-56248\)\)](#)
- 10.1‡ [Schyan Exploration Inc. Stock Option Plan \(incorporated by reference to Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.2‡ [Form of Director and Officer Indemnity Agreement, dated September 21, 2018, by and between Trulieve Cannabis Corp. and each of Kim Rivers, Thad Beshears, George Hackney, Richard S. May, Michael J. O’Donnell and Jason Pernell \(incorporated by reference to Exhibit 10.8 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.3‡ [Form of Share Distribution Agreement \(Organized Trade\), dated July 2020, by and between Trulieve Cannabis Corp. and F. Ashley May, Frederick B. May Family Irrevocable Trust – 2018, John B. May Family Irrevocable Trust 2018, Elizabeth Bailey May, Elizabeth S May, Frederick B. May, Peter T. Healy, John B. May Sr., Richard S. May, Susan E Thronson, Jason Pernell, Kim Rivers, Thomas L Millner and Shade Leaf Holdings, LLC \(incorporated by reference to Exhibit 10.9 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.4‡ [Share Distribution Agreement \(Trading Plan\), dated July 2020, by and between Trulieve Cannabis Corp. and Thad Beshears \(incorporated by reference to Exhibit 10.10 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.5 [Lease Agreement between One More Wish, LLC and Trulieve, Inc., dated April 29, 2020 \(incorporated by reference to Exhibit 10.11 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.6 [Lease Agreement between One More Wish II, LLC and Trulieve, Inc., dated August 2018 \(incorporated by reference to Exhibit 10.12 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.7 [Coattail Agreement, dated September 21, 2018, by and among Trulieve Cannabis Corp., Odyssey Trust Company and holders of the Super Voting Shares \(incorporated by reference to Exhibit 10.16 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)
- 10.8 [Share Conversion Agreement by and between Trulieve Cannabis Corp. and Kim Rivers \(incorporated by reference to Exhibit 10.17 to the Company’s Registration Statement on Form S-1 filed with the SEC on January 12, 2021 \(File No. 333-252052\)\)](#)

- 10.9 [Registration Rights Agreement, dated July 7, 2021, by and among Trulieve Cannabis Corp., each of the shareholders set forth therein, and Michael J. Badey, as the representative of each of the shareholders set forth therein \(incorporated by reference to Exhibit 10.28 to the Company's Registration Statement on Form S-1 filed with the SEC on January 21, 2022 \(File No. 333-252052\)\)](#)
- 10.10‡ [Executive Employment Agreement, dated August 1, 2024, by and between Trulieve Cannabis Corp. and Kimberly Rivers \(incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 \(File No. 000-56248\)\).](#)
- 10.11‡ [Executive Employment Agreement, dated August 1, 2024, by and between Trulieve Cannabis Corp. and Eric Powers \(incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 \(File No. 000-56248\)\).](#)
- 10.12‡ [Executive Employment Agreement, dated August 1, 2024, by and between Trulieve Cannabis Corp. and Kyle Landrum \(incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 \(File No. 000-56248\)\).](#)
- 10.13‡ [Executive Employment Agreement, dated August 1, 2024, by and between Trulieve Cannabis Corp. and Tim Morey \(incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 \(File No. 000-56248\)\).](#)
- 10.14‡ [Executive Employment Agreement, dated January 3, 2023, by and between Trulieve Cannabis Corp. and Joy Malivuk \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2023, as filed with the SEC on May 10, 2023 \(File No. 000-56248\)\).](#)
- 10.15‡ [Executive Employment Agreement, dated January 1, 2024, by and between Trulieve Cannabis Corp. and Wes Getman \(incorporated by reference to Exhibit 10.21 of the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2024 \(File No. 000-56248\)\).](#)
- 10.16‡ [Executive Employment Agreement, dated January 29, 2024, by and between Trulieve Cannabis Corp. and Marie Zhang \(incorporated by reference to Exhibit 10.22 of the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2024 \(File No. 000-56248\)\).](#)
- 10.17‡+ [Executive Employment Agreement, dated February 26, 2025, by and between Trulieve Cannabis Corp. and Jason Pernel](#)
- 10.18 [Form of Voting Support and Lock-Up Agreement \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 13, 2021 \(File No. 000-56248\)\)](#)
- 10.19 [Form of Voting Support Agreement \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 13, 2021 \(File No. 000-56248\)\)](#)
- 10.20‡ [Harvest Health and Recreation Inc. 2018 Stock Incentive Plan \(incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 filed with the SEC on October 6, 2021 \(File No. 333-260098\)\)](#)
- 10.21‡ [Harvest Health and Recreation Inc. Non-Employee Director Compensation Policy \(incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 filed with the SEC on October 6, 2021 \(File No. 333-260098\)\)](#)
- 10.22‡ [Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 11, 2021 \(File No. 000-56248\)\)](#)
- 10.23‡ [Second Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 13, 2024 \(File No. 000-56248\)\)](#)
- 10.24 [Loan Agreement dated December 21, 2022 between Trulieve Capps Highway LLC and Valley National Bank, as agent, and the lenders named therein \(incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K filed with the SEC on March 8, 2023 \(File No. 000-56248\)\).](#)

Table of Contents

10.25	<u>First Amendment to Loan Agreement, dated as of May 9, 2023 and effective as of December 21, 2022 (incorporated by reference to Exhibit 10.2 on the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2023, as filed with the SEC on May 10, 2023 (File No. 000-56248)).</u>
10.26	<u>Second Amendment to Loan Agreement, dated as of May 9, 2023 (incorporated by reference to Exhibit 10.3 on the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2023, as filed with the SEC on May 10, 2023 (File No. 000-56248)).</u>
10.27	<u>Loan Agreement dated December 22, 2023 between Trulieve Centaury Way, LLC and First Federal Bank (incorporated by reference to Exhibit 10.32 of the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2024 (File No. 000-56248)).</u>
19.1+	<u>Insider Trading Policy</u>
21.1+	<u>Subsidiaries of the Registrant as of December 31, 2024</u>
23.1+	<u>Consent, WithumSmith+Brown, PC</u>
23.2+	<u>Consent, Marcum LLP</u>
31.1+	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2+	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
99.1+	<u>Appendix A (Licenses and Permits)</u>
101.INS+	Inline XBRL Instance Document
101.SCH+	Inline XBRL Taxonomy Extension Schema Document
101.CAL+	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB+	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE+	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104+	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

+	Filed	herewith.
*	Furnished	herewith.
‡	Management contract or compensatory plan or arrangement.	

Item 16. Form 10-K Summary

None.

EXECUTIVE EMPLOYMENT AGREEMENT

THIS EXECUTIVE EMPLOYMENT AGREEMENT (this “Agreement”), effective as of February 26, 2025 (the “Effective Date”), is entered into by and between, Trulieve Cannabis Corp. (the “Company”), and Jason Pernell (the “Executive”). (The Company and the Executive are sometimes individually referred to herein as a “Party” and collectively as the “Parties”).

WHEREAS, the Company desires to continue to employ the Executive and the Executive desires to accept continued employment with the Company, subject to the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the foregoing recitals, which are made a part hereof, the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Employment Term. Unless terminated earlier in accordance with Section 4 of this Agreement, the Executive’s employment with the Company pursuant to this Agreement shall be for an initial term of one (1) year commencing on the Effective Date and ending on the first anniversary of the Effective Date (the “Initial Term”). Thereafter, this Agreement shall be automatically renewed for successive one-year terms commencing on the applicable anniversary of the Effective Date (each such successive year being a “Renewal Term,” and, together with the Initial Term, or such lesser period in the event of termination of the Executive’s employment prior to the expiration of the Initial Term or a Renewal Term in accordance with Section 4 of this Agreement, the “Employment Term”), unless either Party gives written notice to the other Party not less than ninety (90) days prior to the end of the Initial Term or a Renewal Term, as the case may be, of such Party’s election not to renew this Agreement (“Notice of Non-Renewal”).

2. Position and Duties; Exclusive Employment; Principal Location; No Conflicts.

(a) Position and Duties. During the Employment Term, the Executive shall serve as President of the Company. The Executive, in carrying out his/her duties under this Agreement, shall report solely and directly to the Chief Executive Officer (“CEO”). The Executive shall have such duties, authority, and responsibility, commensurate with the Executive’s position, as shall be assigned and determined from time to time by the CEO, including serving as a director or officer of current and any future parent, subsidiaries, and affiliates, (the Company and its current and any future parent, subsidiaries, and affiliates are collectively referred to herein as the “Company Group”), without additional compensation or benefits other than as set forth in this Agreement. Upon termination of the Employment Term for any reason Executive will resign from any position then held with the Company Group.

(b) Exclusive Employment. The Executive agrees to devote substantially all of the Executive’s business time and attention to the performance of the Executive’s duties hereunder and in furtherance of the business of the Company Group. The Executive shall (i) perform the Executive’s duties and responsibilities hereunder honestly, in good faith, to the best of the Executive’s abilities, in a diligent manner, and in accordance with the Company Group’s policies and applicable law, provided that if this Agreement conflicts with such policies, this Agreement will control, (ii) use the Executive’s reasonable best efforts to promote the success of the Company Group, and (iii) not be or become an officer, director, manager, employee, advisor, or consultant of any business other than that of the

Company Group, unless the Executive receives advance written approval from the CEO. Notwithstanding the foregoing, the Executive may manage the Executive's personal investments and, on a non-compensated basis and with prior notice to the CEO, engage in civic and not-for-profit activities, as long as such activities do not materially interfere with the Executive's performance of the Executive's duties to the Company Group or the commitments made by the Executive in this Section 2(b).

(c) Principal Location; Travel. During the Employment Term, the Executive shall perform the duties and responsibilities required by this Agreement at such location as agreed upon by the Executive and the CEO, and will be required to travel to other locations, including internationally, as may be necessary to fulfill the Executive's duties and responsibilities hereunder.

(d) No Conflict. The Executive represents and warrants to the Company that the Executive has the capacity to enter into this Agreement, and that the execution, delivery, and performance of this Agreement by the Executive will not violate any agreement, undertaking, or covenant to which the Executive is a party or is otherwise bound, including any obligations with respect to non-competition, non-solicitation, or non-disclosure of proprietary or confidential information of any other person or entity.

3. Compensation; Benefits.

(a) Base Salary. During the Employment Term, the Company shall pay to the Executive an annualized base salary in the gross amount of \$475,000.00 (the "Base Salary"), which shall be payable in regular installments in accordance with the Company's customary payroll practices and procedures, but in no event less frequently than monthly, and prorated for any partial year worked.

(b) Incentive Compensation.

(i) Annual Bonus.

(A) Amount. During the Employment Term, the Executive shall be eligible to receive an annual target performance-based bonus opportunity equal to \$380,000.00. Two-thirds of such an annual target performance-based bonus opportunity shall be payable subject to the achievement of certain identified target performance goals established for the Company and the Executive by the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") for each applicable fiscal year during the Employment Term (the "Annual Performance Bonus"). One-third of such an annual target performance-based bonus opportunity shall be payable subject to the achievement of certain identified target performance goals established for the Executive by the Company (the "Quarterly Performance Bonus"). The Quarterly Performance Bonus shall be payable in quarterly amounts based on the Executive's performance towards such goals during each applicable quarter. The Annual Performance Bonus and the Quarterly Performance Bonus are collectively referred to herein as the "Target Performance Bonus".

(B) Timing of Payment. The Target Performance Bonus shall be paid in accordance with the terms of any plan governing Executive's Target Performance Bonus then in effect, but in all events during the fiscal year following the end of the fiscal year to which the Target Performance Bonus relates.

(C) Conditions to Payment. To be eligible to receive the Quarterly Performance Bonus, the Executive must (I) remain continuously employed with and by the Company (or any member of the Company Group) through the last day of the quarter to which the Quarterly Bonus relates, and (II) be in good standing with the Company (and all members of the Company Group) (i.e., not under any type of performance improvement plan, disciplinary suspension, final warning, or the like) as of the last day of the quarter to which the Quarterly Bonus relates. To be eligible to receive the Annual Performance Bonus, the Executive must (I) remain continuously employed with and by the Company (or any member of the Company Group) through the last day of the fiscal year to which the Annual Performance Bonus relates, and (II) be in good standing with the Company (and all members of the Company Group) (i.e., not under any type of performance improvement plan, disciplinary suspension, final warning, or the like) as of the last day of the fiscal year to which the Annual Performance Bonus relates. Because any Annual Performance Bonus or Quarterly Performance Bonus is assessed based on the totality of satisfying target performance goals for the entire quarter or fiscal year respectively, it cannot be prorated. Therefore, unless otherwise provided in this Agreement, if the Executive's employment terminates prior to the last day of the quarter or fiscal year to which the respective bonus relates, the Executive shall not be entitled to any such bonus.

(ii) Annual Equity Awards. For each fiscal year during the Employment Term, the Executive will be eligible for an annual equity award ("Annual Equity Award") determined under the equity grant policies established by the Compensation Committee, taking into consideration current market practice, affordability, and performance, as well as other factors determined by the Compensation Committee to be relevant, which Annual Equity Award shall be subject to the underlying terms and conditions of the Company's then current equity incentive plan ("Equity Incentive Plan"). The Executive must be employed by the Company at the time the Compensation Committee authorizes Annual Equity Awards during any such fiscal year to be eligible for an Annual Equity Award for such fiscal year. Annual Equity Awards may be in the form of stock options, restricted stock, restricted stock units, performance shares, performance units, or any other equity award that is permitted pursuant to the Equity Incentive Plan. Executive must sign the applicable award agreement to receive the Annual Equity Award.

(c) Benefit Plans. During the Executive's employment with the Company, the Executive shall be eligible for participation in any and all benefit plans of general application to the executives and/or employees of the Company Group (collectively, the "Benefit Plans"), including by way of example only, retirement arrangements, welfare benefit plans, practices, policies, and programs (including, if applicable, medical, dental, disability, employee life, group life, and accidental death insurance plans and programs), and other employee benefits plans, that are maintained by, contributed to, or participated in by the Company, subject in each instance to the underlying terms and conditions (including plan eligibility provisions) of such plans, practices, policies, and programs; provided that the Executive shall not be entitled to participate in any severance program or policy of the Company Group except as specifically set forth herein.

(d) Expenses. Subject to Section 24 below, during the Executive's employment with the Company, the Executive shall be entitled to reimbursement of all documented reasonable business expenses incurred by the Executive in accordance with the policies, practices, and procedures of the Company applicable to employees of the Company, as in effect from time to time.

(e) Fringe Benefits. During the Employment Term, the Executive shall be eligible to receive such fringe benefits and perquisites as are provided by the Company, in its sole discretion, to its executives and/or employees from time to time, in accordance with the policies, practices, and procedures of the Company.

(f) Paid Time Off. During the Employment Term, the Executive shall be entitled to paid time off, to use as needed, in accordance with the plans, policies, programs, and practices of the Company applicable to its executives, and, in each case, subject to the prior written consent of the CEO.

(g) Withholding Taxes. All forms of compensation paid or payable to the Executive from the Company or the Company Group, whether under this Agreement or otherwise, are subject to reduction to reflect applicable withholding and payroll taxes pursuant to any applicable law or regulation.

4. Termination. This Agreement and the Executive's employment with the Company may be terminated in accordance with any of the following provisions.

(a) Non-Renewal by Either Party. This Agreement and the Executive's employment with the Company will terminate upon expiration of the Employment Term following Notice of Non-Renewal provided by either Party to the other Party in accordance with Section 1 hereof. Notice of Non-Renewal given by the Company to the Executive shall constitute a termination of this Agreement by the Company without Cause (as contemplated in Section 4(b)). And any Notice of Non-Renewal given by the Executive to the Company shall constitute a termination by the Executive without Good Reason (as contemplated in Section 4(b)). Upon service of a Notice of Non-Renewal, the Company will have the option of requiring the Executive to immediately vacate the Company's premises and cease performing the Executive's duties hereunder. If the Company so elects this option, then the Company will remain obligated to provide the compensation and benefits hereunder to the Executive through the conclusion of the Employment Term, in addition to any payments or benefits due under Section 5.

(b) Termination by the Company Without Cause or by the Executive Without Good Reason. The Company may terminate this Agreement and the Executive's employment with the Company without Cause (as that term is defined in Section 4(c)), and the Executive may terminate this Agreement and the Executive's employment with the Company without Good Reason (as that term is defined in Section 4(d)), by providing written notice to the other Party at least ninety (90) days prior to the effective date of termination (the "Notice Period"). During the Notice Period, the Executive shall continue to perform the duties of the Executive's position and the Company shall continue to compensate the Executive as set forth herein. However, notwithstanding the foregoing, if either Party provides the other Party with notice of termination pursuant to this Section 4(b), the Company will have the option of requiring the Executive to immediately vacate the Company's premises and cease performing the Executive's duties hereunder. If the Company so elects this option, then the Company will be obligated to provide the compensation and benefits hereunder to the Executive for the duration of the Notice Period, in addition to any payments or benefits due under Section 5.

(c) Termination by the Company for Cause. The Company may immediately terminate this Agreement and the Executive's employment with the Company for Cause, which shall be effective upon delivery by the Company of written notice to the Executive of such termination, subject

to any cure period as required herein. For purposes of this Agreement, “Cause” shall mean as defined in the sole discretion of the Company and, with respect to the Executive, shall include, but is not limited to, one or more of the following: (i) the conviction of the Executive of the commission of a felony (including pleading guilty or no contest to such crime), whether or not such felony was committed in connection with the business of the Company Group; (ii) the commission of any act or omission that constitutes gross negligence, willful misconduct, misappropriation, embezzlement, material dishonesty, or fraud in connection with the performance of the Executive’s duties and responsibilities hereunder; (iii) the willful or negligent failure by the Participant to materially perform his/her duties; or (iv) any material breach of Sections 6 or 7 of this Agreement.

(d) Termination by the Executive for Good Reason. The Executive may terminate this Agreement and the Executive’s employment with the Company for Good Reason. “Good Reason” shall mean the occurrence of any of the following events, without the express written consent of the Executive, unless such events are fully corrected in all material respects by the Company within thirty (30) days following written notification by the Executive to the Company:

- (i) a material diminution in the Executive’s duties/responsibilities; or
- (ii) a material breach of this Agreement by the Company.

The Executive shall provide the Company with a written notice detailing the specific circumstances alleged to constitute Good Reason within ninety (90) days after the Executive first knows of the occurrence of such circumstances, and actually terminate employment within sixty (60) days following the expiration of the Company’s cure period as set forth above. Otherwise, any claim of such circumstances as “Good Reason” shall be deemed irrevocably waived by the Executive.

(e) Termination as a Result of Death or Disability of the Executive. This Agreement and the Executive’s employment with the Company shall terminate automatically upon the date of the Executive’s death without notice by or to either Party. This Agreement and the Executive’s employment with the Company shall be terminated upon thirty (30) days’ written notice by the Company to the Executive that the Company has made a good faith determination that the Executive has a Disability. For purposes of this Agreement, “Disability” means the incapacity or inability of the Executive, whether due to accident, sickness, or otherwise, as confirmed in writing by a medical doctor acceptable to the Executive and the Company, to perform the essential functions of the Executive’s position under this Agreement, with or without reasonable accommodation, for an aggregate of 180 days during any twelve (12) month period of the Executive’s employment with the Company. Upon written request by the Company, the Executive shall, as soon as practicable, provide the Company with medical documentation and other information sufficient to enable the Company to determine whether the Executive has a Disability.

5. Obligations of the Company Upon Termination.

(a) Termination by the Company Without Cause (Including by Reason of Non-Renewal) or by the Executive for Good Reason. If the Company terminates the Executive’s employment and this Agreement without Cause, or the Executive terminates his/her employment and this Agreement for Good Reason:

(i) The Company shall pay the Executive within thirty (30) days after the effective date of termination or by such earlier date if required by applicable law, (A) the aggregate amount of the Executive's earned but unpaid Base Salary then in effect, (B) incurred but unreimbursed documented reasonable reimbursable business expenses through the date of such termination, and (C) any other amounts due under applicable law, in each case earned and owing through the date of termination (the "Accrued Obligations"), and the Executive's rights under the Benefit Plans shall be determined under the provisions of the Benefit Plans (the "Other Benefits").

(ii) In addition to the Accrued Obligations and the Other Benefits, the Company shall pay to the Executive the amount of any Annual Bonus earned, but not yet paid, with respect to the fiscal year prior to the fiscal year in which the date of termination of the Executive's employment with the Company occurs (the "Earned Annual Bonus"), which such payment shall be made to the Executive in accordance with Section 3(b) hereof.

(iii) In addition to the Accrued Obligations, the Other Benefits and the Earned Annual Bonus, subject to (A) Section 5(c) below, (B) the Executive timely signing, delivering, and not revoking the Release (as defined in this Section 5(a)(iii)), and (C) the Executive's compliance with the Executive's post-termination obligations in Sections 6, 7, 9, and 10 hereof following the termination of the Executive's employment with the Company, the Executive shall be entitled to receive the following additional benefits:

1. Severance equal to the sum of: (a) two times the sum of the Base Salary in effect on the date of termination plus the greater of the Target Bonus for the current fiscal year and the actual Annual Bonus paid during the prior fiscal year and (b) a prorated Annual Bonus for the current fiscal year (calculated as the Target Bonus that would have been payable for the entire fiscal year assuming target was met, multiplied by a fraction, the numerator of which is equal to the number of days the Executive worked in the applicable fiscal year, and the denominator of which is equal to the total number of days in such fiscal year) (the "Severance"), which shall be payable in equal installments over a twenty-four (24) month period in accordance with the Company's regular payroll practices and subject to all customary withholding and deductions.

2. If the Executive timely and properly elects continuation coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"), the Company shall pay to the COBRA administrator on the Executive's behalf the full amount of the COBRA premium due for medical, dental, and vision coverage for the Executive and any of the Executive's covered dependents which is equivalent to the coverage the Executive maintained prior to termination of the Executive's employment with the Company (the "COBRA Subsidy") until the earliest of: (i) the twenty-four (24) month anniversary of the Executive's termination date; and (ii) the date on which the Executive either receives or becomes eligible to receive substantially similar coverage from another employer. The Executive shall bear full responsibility for applying for COBRA continuation coverage, and the Company shall have no obligation to provide the Executive such coverage if the Executive fails to elect COBRA benefits in a timely fashion. Notwithstanding the foregoing, if the Company determines in its sole discretion that it can no longer provide the COBRA Subsidy pursuant to the terms of the Company's welfare plan or underlying insurance policies or without causing the Company to incur additional expense as a result of noncompliance with applicable law, the Company instead will pay

Executive a taxable monthly payment in an amount equal to the monthly COBRA premium that Executive would be required to pay to continue the group health coverage in effect on the date of Executive's termination for Executive and Executive's eligible dependents until the earliest of: (i) the twenty-four (24) month anniversary of the Executive's termination date; and (ii) the date on which the Executive either receives or becomes eligible to receive substantially similar coverage from another employer.

3. All issued and unvested Annual Equity Awards shall immediately vest; provided, however, that any Annual Equity Award that is still subject to performance based vesting at the time of such termination shall only vest when and to the extent the Compensation Committee certifies that the performance goals are actually met.

It shall be a condition to the Executive's right to receive the aforementioned additional benefits that the Executive execute and deliver to the Company an effective general release of claims in a form prescribed by the Company, which form shall include, among other customary terms and conditions, the survival of the Executive's post-termination obligations in Sections 6, 7, 9, and 10 of this Agreement following termination of the Executive's employment with the Company, but shall not include any additional obligations upon the Executive beyond those provided for in, or otherwise inconsistent with, this Agreement (the "Release"), within twenty-one (21) days (or, to the extent required by law, forty-five (45) days) following the date of termination of the Executive's employment with the Company, and that the Executive not revoke such Release during any applicable revocation period (the combined review period and revocation period hereinafter referred to as the "Consideration Period"). Subject to Section 5(c) below, upon timely execution, delivery and non-revocation of the Release by the Executive, the installment payments of the Severance shall begin on the first normal payroll date that is after *the later of* (I) the date on which the Executive delivered to the Company the Release signed by the Executive, or (II) the end of any applicable revocation period (unless a longer period is required by law). Notwithstanding the foregoing, if the earliest payment date determined under the preceding sentence is in one taxable year of the Executive and the latest possible payment date is in a second taxable year of the Executive, the first installment payment of Severance shall be made on the first normal payroll date that immediately follows the last date of the Consideration Period.

The Executive acknowledges and agrees that if the Executive is found to have breached Sections 6, 7, 9, or 10 of this Agreement, the Executive shall forfeit any unpaid installments of Severance as well as the right to continue receiving the COBRA Subsidy and outplacement services.

(b) Termination by the Executive Without Good Reason (Including by Reason of Non-Renewal); Termination by the Company For Cause; Termination Due to Death or Disability of the Executive. If the Executive terminates the Executive's employment and this Agreement without Good Reason, the Company terminates the Executive's employment and this Agreement for Cause, or the Executive's employment and this Agreement terminates due to the Executive's death or Disability, then the Company's obligation to compensate the Executive shall in all respects cease as of the date of termination, except that the Company shall provide the Other Benefits and pay to the Executive (or the Executive's estate in the event of death) (i) the Accrued Obligations within thirty (30) days after the effective date of termination (or by such earlier date if required by applicable law), and (ii) the Earned Annual Bonus, if any, in accordance with Section 3(b) hereof.

(c) Termination by the Company Without Cause or by the Executive For Good Reason Within 24 Months Following a Change Control. If the Company terminates the Executive's employment and this Agreement without Cause, or the Executive terminates his/her employment and this Agreement for Good Reason, within twenty-four (24) months following a Change of Control of the Company, then Executive shall receive the payments and grants described in Section 5(a) above, provided, however, that (i) the Severance contemplated in 5(a)(iii)(1) above shall be equal to the sum of (I) two and ½ times the sum of the Base Salary in effect on the date of termination plus the greater of the Target Bonus for the current fiscal year and the actual Annual Bonus paid during the prior fiscal year and (II) a prorated Annual Bonus for the current fiscal year (calculated as the Target Bonus that would have been payable for the entire fiscal year assuming target was met, multiplied by a fraction, the numerator of which is equal to the number of days the Executive worked in the applicable fiscal year, and the denominator of which is equal to the total number of days in such fiscal year), and shall be payable as a lump sum (rather than installments) on the Company's first regular payroll date following the conclusion of the Consideration Period and (ii) the COBRA Subsidy shall be for a period of two and ½ (2.5) years. For purposes of this Agreement, "Change of Control" of the Company is defined as: (i) the date any "person" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended) is or becomes the "beneficial owner" (as defined in Rule 13d-3 under said Act), directly or indirectly, of securities of the Company representing more than 50% of the total voting power represented by the Company's then outstanding voting securities; (ii) the date of the consummation of a merger or consolidation of the Company with any other corporation that has been approved by the stockholders of the Company, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation; or (iii) the date of the consummation of the sale or disposition by the Company of all or substantially all the Company's assets. Notwithstanding the foregoing provisions of this definition, a transaction will not be deemed a Change of Control unless the transaction qualifies as a "change in control event" within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations and guidance promulgated thereunder (collectively "Code Section 409A").

(d) Exclusive Benefits. Notwithstanding anything to the contrary set forth herein, except as expressly provided in this Section 5, the Executive shall not be entitled to any additional payments or benefits upon or in connection with the Executive's termination of employment with the Company.

(e) No Mitigation; No Offset. In the event of any termination of the Executive's employment, the Executive shall be under no obligation to seek other employment and there shall be no offset against amounts due the Executive under this Agreement on account of any compensation attributable to any subsequent employment that the Executive may obtain except as specifically provided in this Section 5.

6. Non-Disclosure of Confidential Information.

(a) Confidential Information. The Executive acknowledges that in the course of the Executive's employment with the Company, the Executive previously was provided with, had access to,

accessed, and used Confidential Information (as defined herein) of the Company Group. The Executive further acknowledges that in the course of the Executive's continuing employment with the Company, the Executive will use, have access to, and develop Confidential Information (as defined herein) of the Company Group. For purposes of this Agreement, "Confidential Information" shall mean and include all information, whether written or oral, tangible or intangible (in any form or format), of a private, secret, proprietary, or confidential nature, of or concerning the Company Group or the business or operations of the Company Group, that (i) is disclosed to the Executive or of which the Executive becomes aware as a consequence of his/her employment with the Company; (ii) has value to the Company Group; and (iii) is not generally known outside of the Company Group. "Confidential Information" shall include, without limitation, the following types of information regarding the Company Group: any trade secrets or other confidential or proprietary information which is not publicly known or generally known in the industry; the identity, background, and preferences of any current, former, or prospective clients, suppliers, vendors, referral sources, and business affiliates; pricing and financial information; current and prospective client, supplier, or vendor lists and leads; proposals with prospective clients, suppliers, vendors, or business affiliates; contracts with clients, suppliers, vendors, or business affiliates; marketing plans; brand standards guidelines; proprietary computer software and systems; marketing materials and information; information regarding corporate opportunities; operating and business plans and strategies; research and development; policies and manuals; personnel information of employees that is private and confidential; any information related to the compensation of employees, consultants, agents, or representatives of the Company Group; sales and financial reports and forecasts; any information concerning any product, technology, or procedure employed by the Company Group but not generally known to its current or prospective clients, suppliers, vendors, or competitors, or under development by or being tested by the Company Group; any inventions, innovations, or improvements covered by Section 9 hereof; and information concerning planned or pending acquisitions or divestitures. "Confidential Information" also includes any and all data and information relating to or concerning a third party that otherwise meets the definition set forth above, that was provided or made available to the Company Group by such third party, and that the Company Group has a duty or obligation to keep confidential. Notwithstanding any of the foregoing, the term Confidential Information shall not include information which (A) becomes available to the Executive from a source other than the Company Group or from third parties with whom the Company Group is not bound by a duty of confidentiality, or (B) becomes generally available or known in the industry other than as a result of its disclosure by the Executive.

(i) During the course of the Executive's employment with the Company, the Executive agrees to use the Executive's reasonable best efforts to maintain the confidentiality of the Confidential Information, including adopting and implementing all reasonable procedures prescribed by the Company Group to prevent unauthorized use of Confidential Information or disclosure of Confidential Information to any unauthorized person.

(ii) Other than as contemplated in Section 6(a)(iii) below, in the event that the Executive becomes legally obligated to disclose any Confidential Information to anyone other than to the Company Group, the Executive will provide the Company with prompt written notice thereof so that the Company may seek a protective order or other appropriate remedy and the Executive will cooperate with and assist the Company in securing such protective order or other remedy. In the event that such protective order is not obtained, or that the Company waives compliance with the provisions of this

Section 6(a)(ii) to permit a particular disclosure, the Executive will furnish only that portion of the Confidential Information which the Executive is legally required to disclose.

(iii) Nothing in this Agreement or any other agreement with the Company containing confidentiality provisions shall be construed to prohibit the Executive from: filing a charge with, participating in any investigation or proceeding conducted by, or cooperating with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state, or local government agency charged with enforcement of any law, rule, or regulation (“Government Agencies”); reporting possible violations of any law, rule, or regulation to any Government Agencies; making other disclosures that are protected under whistleblower provisions of any law, rule, or regulation; or receiving an award for information provided to any Government Agencies. The Executive acknowledges that an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (A) is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and made solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. The Executive further acknowledges that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual: (1) files any document containing the trade secret under seal; and (2) does not disclose the trade secret, except pursuant to court order.

(b) Restrictions On Use and Disclosure Of Confidential Information. At all times during the Executive’s employment with the Company and after the Executive’s employment with Company terminates, regardless of the reason for termination, the Executive agrees: (i) not to use or permit use of any Confidential Information on the Executive’s own behalf or on behalf of any person other than the Company Group, and (ii) not to discuss, disclose, transfer, or disseminate any Confidential Information in any manner with or to any person not authorized by the Company to receive such Confidential Information, except as necessary in the performance of the Executive’s duties for the Company Group and for the Company Group’s benefit.

(c) Return of Confidential Information and Property. Upon termination of the Executive’s employment with the Company, notwithstanding the reason or cause of termination, and at any other time upon written request by the Company, the Executive shall promptly return to the Company all originals, copies, or duplicates, in any form or format (whether paper, electronic, or other storage media), of the Confidential Information, as well as any and all equipment, and property of the Company Group (including, but not limited to, cell phones, credit cards, and laptop computers if they have been provided to the Executive). The Executive further agrees that after termination of the Executive’s employment with the Company, the Executive shall not retain any copies, notes, or abstracts in any form or format (whether paper, electronic, or other storage media) of the Confidential Information. Any Confidential Information retained in violation of this Agreement remains subject to the restrictions herein, and such restrictions shall survive any termination or expiration of this Agreement.

7. Non-Competition; Non-Solicitation.

(a) Non-Competition. The Executive acknowledges the highly competitive nature of Company Group's business and, in consideration of the Executive's employment and continued employment with the Company, access to the Confidential Information, and the payment of the Base Salary and certain benefits by the Company to the Executive pursuant to the terms hereof (which the Executive acknowledges is sufficient to justify the restrictions contained herein), the Executive agrees that during the Executive's employment with the Company and for a period of **two (2) years** from the date of termination of the Executive's employment with the Company for any reason whatsoever (and whether upon notice of the Company or the Executive), the Executive will not engage, directly or indirectly, as a principal, officer, agent, employee, director, member, partner, stockholder (other than via investment in a mutual fund or exchange traded fund, or as the passive holder of less than 2% of the outstanding stock of a publicly-traded corporation), independent contractor, consultant, or advisor, whether with or without compensation or other remuneration, in the Restricted Business (as hereinafter defined) anywhere within the Restricted Area (as hereinafter defined), except on behalf of the Company Group or with the prior written consent of the Company. For purposes of this Agreement, the "Restricted Area" includes any country, state, province, county, or city in which the Company Group (i) conducts business as of the date of termination of the Executive's employment with the Company or (ii) conducted business within the one-year period prior to the date of termination of the Executive's employment with the Company. For purposes of this Agreement, "Restricted Business" shall mean the business of manufacturing or selling low THC/CBD cannabinoid products for medicinal or recreational purposes, or the business of providing any other products or services provided by the Company Group as of the date that the Executive's employment terminates.

(b) Non-Solicitation of Employees, Consultants, and Independent Contractors. The Executive agrees that during the Executive's employment and for a period of **two (2) years** from the date of termination of the Executive's employment with the Company for any reason whatsoever (and whether upon notice of the Company or the Executive), the Executive shall not, directly or indirectly (in any capacity, on the Executive's own behalf or on behalf of any other person or entity): (i) solicit, request, induce, or encourage any employees, consultants, vendors, suppliers or independent contractors of the Company Group to terminate their employment, to cease to be engaged by the Company Group, and/or to terminate or reduce their business relationship with the Company Group, or (ii) solicit, request, or attempt to recruit any employee, consultant or independent contractor of the Company Group to enter into employment or a consulting or independent contractor engagement with any other company.

(c) Reasonableness of Restrictive Covenants. The Executive agrees and acknowledges that to assure the Company that the Company Group will retain the value of its operations, it is necessary that the Executive abide by the restrictions set forth in this Agreement. The Executive further agrees that the promises made in this Agreement are reasonable and necessary for protection of the Company Group's legitimate business interests including, but not limited to, protection of: the Confidential Information; client good will associated with the specific marketing and trade area in which the Company Group conducts its business; the Company Group's substantial relationships with prospective and existing clients, suppliers, vendors, and referral sources; and a productive and competent and undisrupted workforce. The Executive agrees that the restrictive covenants in this

Agreement will not prevent the Executive from earning a livelihood in the Executive's chosen business, they do not impose an undue hardship on the Executive, and that they will not injure the public.

(d) Tolling of Restrictive Period. The time period during which the Executive is to refrain from the activities described in Section 7 of this Agreement will be extended by any length of time during which the Executive is in breach of Section 7 of this Agreement. The Executive acknowledges that the purposes and intended effects of the restrictive covenants would be frustrated by measuring the period of the restriction from the date of termination the Executive's employment where the Executive failed to honor the restrictive covenant until required to do so by court order.

8. Non-Disparagement. The Executive agrees that at all times during and after the Employment Term, the Executive will not make any statements (orally or in writing, including, without limitation, whether in fiction or nonfiction) or take any actions which in any way disparage or defame the Company Group, any of the directors or officers of the Company Group, or the Company Group's operations, financial condition, prospects, products, or services, or in any way, directly or indirectly, cause or encourage the making of such statements, or the taking of such actions by anyone else. Similarly, the Company agrees that at all times during and after the Employment Term it will not, and, for so long as they remain employed by or associated with the Company Group, any director or officer of the Company Group will not, make any statements (orally or in writing, including, without limitation, whether in fiction or nonfiction) or take any actions which in any way disparage or defame the Executive, or in any way, directly or indirectly, cause or encourage the making of such statements, or the taking of such actions by anyone else. However, nothing in this Agreement shall prohibit the Executive or any director or officer of the Company Group from: exercising protected rights under Section 7 of the National Labor Relations Act; filing a charge with, participating in any investigation or proceeding conducted by, or cooperating with any Government Agencies; testifying truthfully in any forum or before any Government Agencies; reporting possible violations of any law, rule, or regulation to any Government Agencies; or making other disclosures that are protected under whistleblower provisions of any law, rule, or regulation.

9. Intellectual Property.

(a) Work Product Owned by the Company. The Executive agrees that the Company or the applicable member of the Company Group (each individually the "Assigned Party") is and will be the sole and exclusive owner of all ideas, inventions, discoveries, improvements, designs, plans, methods, works of authorship, deliverables, writings, brochures, manuals, know-how, methods of conducting business, policies, procedures, products, processes, software, or any enhancements, or documentation of or to the same, and any other work product in any form or media that the Executive made or makes, conceives, or reduces to practice, individually or jointly with others, in the course of performing the Executive's duties for the Assigned Party during any past, current, and future employment with the Assigned Party, that is related or pertaining to or connected with the present or anticipated business, products, or services of the Assigned Party (collectively, "Work Products").

(b) Intellectual Property. "Intellectual Property" means any and all (i) copyrights and other rights associated with works of authorship; (ii) trade secrets; (iii) patents, patent disclosures, and all rights in inventions (whether patentable or not); (iv) trademarks, trade names, Internet domain names, and registrations and applications for the registration thereof together with all of the goodwill associated therewith; (v) all other intellectual and industrial property rights of every kind and nature throughout the world and however designated, whether arising by operation of law, contract, license, or otherwise; and

(vi) all registrations, applications, renewals, extensions, continuations, divisions, or reissues thereof now or hereafter in effect.

(c) Assignment. The Executive acknowledges the Executive's work and services provided for the Assigned Party and all results and proceeds thereof, including the Work Products, are works done under the Company Group's direction and control and have been specially ordered or commissioned by the Company Group. To the extent the Work Products are copyrightable subject matter, they shall constitute "works made for hire" for the Company Group within the meaning of the Copyright Act of 1976, as amended, and shall be the exclusive property of the Assigned Party. Should any Work Product be held by a court of competent jurisdiction to not be a "work made for hire," and for any other rights, the Executive hereby assigns and transfers to the Assigned Party, to the fullest extent permitted by applicable law, all right, title, and interest in and to the Work Products, including but not limited to all Intellectual Property pertaining thereto, and in and to all works based upon, derived from, or incorporating such Work Products, and in and to all income, royalties, damages, claims, and payments now or hereafter due or payable with respect thereto, and in and to all causes of action, either in law or in equity, for past, present, or future infringement. The Executive hereby waives and further agrees not to assert the Executive's rights known in various jurisdictions as moral rights and grants the Company Group the right to make changes, as the Company Group deems necessary, in the Work Products.

(d) License of Intellectual Property Not Assigned. Notwithstanding the above, should the Executive be deemed to own or have any Intellectual Property that is used, embodied, or reflected in the Work Products, the Executive hereby grants to the Company Group, its successors and assigns, the non-exclusive, irrevocable, perpetual, worldwide, fully-paid, and royalty-free license, with rights to sublicense through multiple levels of sublicenses, to use, reproduce, publish, create derivative works of, market, advertise, distribute, sell, publicly perform, and publicly display and otherwise exploit by all means now known or later developed the Work Products and Intellectual Property.

(e) Maintenance; Disclosure; Execution; Attorney-In-Fact. The Executive will, at the request and cost of the Assigned Party, sign, execute, make, and do all such deeds, documents, acts, and things as the Assigned Party and their duly authorized agents may reasonably require to apply for, obtain, and vest in the name of the Assigned Party alone (unless the Assigned Party otherwise directs) letters patent, copyrights, or other analogous protection in any country throughout the world and when so obtained or vested to renew and restore the same. In the event the Assigned Party is unable, after reasonable effort, to secure the Executive's signature on any letters patent, copyright, or other analogous protection relating to a Work Product, whether because of the Executive's physical or mental incapacity or for any other reason whatsoever, the Executive hereby irrevocably designates and appoints the Assigned Party and their duly authorized officers and agents as the Executive's agent and attorney-in-fact (which designation and appointment shall be (i) deemed coupled with an interest and (ii) irrevocable, and shall survive the Executive's death or incapacity), to act for and in the Executive's behalf and stead to execute and file any such application or applications and to do all other lawfully permitted acts to further the prosecution and issuance of letters patent, copyright, or other analogous protection thereon with the same legal force and effect as if executed by the Executive.

(f) The Executive's Representations Regarding Work Products. The Executive represents and warrants that, to the Executive's knowledge, all Work Products that the Executive makes, conceives, or reduces to practice, individually or jointly with others, in the course of performing the Executive's duties for Assigned Party under this Agreement are (i) original or an improvement of the Assigned Party's prior Work Products and (ii) do not include, copy, use, or infringe any Intellectual Property rights of a third party.

10. Cooperation.

(a) Disputes/Investigations. The Executive agrees that at all times during the Executive's employment with the Company and at all times thereafter (including following the termination of the Executive's employment for any reason), the Executive will cooperate with all reasonable requests by the Company Group for assistance in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, involving the Company Group that relates to events or occurrences that transpired while the Executive was employed by the Company, including by providing truthful testimony in person in any such action, suit, or proceeding, and by providing information and meeting and consulting with the Company or its representatives or counsel, or representatives of or counsel to the Company Group, at mutually convenient times and as reasonably requested; provided, however, that the foregoing shall not apply to any action, suit, or proceeding involving disputes between the Executive and the Company Group arising under this Agreement or any other agreement. The Company shall reimburse the Executive for any reasonable fees and reasonable out-of-pocket expenses incurred in connection with the Executive's performance of obligations pursuant to this Section 10, and such cooperation shall be at reasonable times and upon reasonable advance notice.

11. Indemnification. During and after the Employment Term, the Executive shall be entitled to all rights to indemnification available under the by-laws, certificate of incorporation and any director and officer insurance policies of the Company and any indemnification agreement entered into between the Executive and the Company or any member of the Company Group.

12. Severability; Independent Covenants. If any term or provision of this Agreement shall be determined by a court of competent jurisdiction to be illegal, invalid, or unenforceable for any reason, the remaining provisions of this Agreement shall remain enforceable and the invalid, illegal, or unenforceable provisions shall be modified so as to be valid and enforceable and shall be enforced as modified. If, moreover, any part of this Agreement is for any reason held too excessively broad as to time, duration, geographic scope, activity, or subject, it is the intent of the Parties that this Agreement shall be judicially modified by limiting or reducing it so as to be enforceable to the extent compatible with the applicable law. The existence of any claim or cause of action of the Executive against the Company Group (or against any member, shareholder, director, officer, or employee thereof), whether arising out of the Agreement or otherwise, shall not constitute a defense to: (i) the enforcement by the Company Group of any of the restrictive covenants set forth in this Agreement; or (ii) the Company Group's entitlement to any remedies hereunder. The Executive's obligations under this Agreement are independent of any of the Company Group's obligations to the Executive.

13. Remedies for Breach. The Executive acknowledges and agrees that it would be difficult to measure the damages to the Company Group from any breach or threatened breach by the Executive of this Agreement, including but not limited to Sections 6, 7, 9, and 10 hereof; that injury to the Company Group from any such breach would be irreparable; and that money damages would therefore be an

inadequate remedy for any such breach. Accordingly, the Executive agrees that if the Executive breaches or threatens to breach any of the promises contained in this Agreement, the Company Group shall, in addition to all other remedies it may have (including monetary remedies), be entitled to seek an injunction and/or equitable relief, on a temporary or permanent basis, to restrain any such breach or threatened breach without showing or proving any actual damage to the Company Group. Nothing herein shall be construed as a waiver of any right the Company Group may have or hereafter acquire to pursue any other remedies available to it for such breach or threatened breach, including recovery of damages from the Executive.

14. Assignment; Third-Party Beneficiaries. This Agreement shall be binding upon and inure to the benefit of any successor or assigns of Company by way of merger, consolidation or sale. The Executive may not assign this Agreement without the written consent of the Company. The Executive agrees that each member of the Company Group is an express third-party beneficiary of this Agreement, and this Agreement, including the restrictive covenants and other obligations set forth in Sections 6, 7, 9, and 10 hereof, are for each such member's benefit. The Executive expressly agrees and consents to the enforcement of this Agreement, including but not limited to the restrictive covenants and other obligations in Sections 6, 7, 9, and 10 hereof, by any member of the Company Group as well as by the Company Group's future affiliates, successors, and/or assigns.

15. Attorneys' Fees and Costs. In any action brought to enforce or otherwise interpret any provision of this Agreement, the prevailing Party shall be entitled to recover reasonable attorneys' fees and costs from the non-prevailing Party to the action or proceeding, including through settlement, judgment, and/or appeal.

16. Governing Law; Arbitration.

(a) Governing Law. This Agreement shall be governed by the laws of the State of Florida, without regard to its choice of law principles, except where federal law applies.

(b) Arbitration. The Parties agree that any dispute, controversy, or claim arising out of or related to this Agreement, to the maximum extent allowed by applicable law, shall be submitted to final and binding arbitration administered by JAMS, Inc. ("JAMS") in accordance with the Federal Arbitration Act and the JAMS Employment Arbitration Rules and Procedures (the "Rules") then in effect, and conducted in Tallahassee, Florida by a single neutral arbitrator selected in accordance with the Rules. The Rules can be found at www.jamsadr.com/rules-employment-arbitration/. In arbitration, the Parties have the right to be represented by legal counsel; the arbitrator shall permit adequate discovery sufficient to allow the Parties to vindicate their claims and may not limit the Parties' rights to reasonable discovery; the Parties shall have the right to subpoena witnesses, to compel their attendance at hearings, and to cross-examine witnesses; and the arbitrator's decision shall be in writing and shall contain essential findings of fact and conclusions of law on which the award is based. The arbitrator shall have the power to resolve all disputes and award any type of legal or equitable relief, to the extent such relief is available under applicable law. Further, in any such arbitration proceeding, the prevailing Party shall be entitled to an award of that Party's reasonable costs and attorney's fees, unless otherwise prohibited by applicable law. Any award by the arbitrator may be entered as a judgment in any court having jurisdiction in an action to confirm or enforce the arbitration award. Except as necessary to confirm or enforce an award, the Parties agree to keep all arbitration proceedings completely confidential. Notwithstanding the foregoing, either Party may seek preliminary injunctive and/or other equitable relief from a court of competent jurisdiction in support of claims to be prosecuted in arbitration. In the event a dispute, controversy, or claim arising out of or related to this Agreement is found to fall outside of the arbitration provision in this Section 16(b), the Parties agree to submit to the

exclusive jurisdiction and venue of the state and federal courts in Leon County, Florida for the resolution of such dispute, controversy, or claim.

17. **Mutual Waiver of Jury Trial in Court Proceedings.** EACH PARTY HERETO IRREVOCABLY WAIVES ANY AND ALL RIGHTS IT MAY HAVE TO DEMAND A TRIAL BY JURY FOR ANY CAUSE OF ACTION, CLAIM, RIGHT, ACTION, PROCEEDING, OR COUNTERCLAIM ARISING OUT OF OR IN ANY WAY RELATED TO THIS AGREEMENT OR THE RELATIONSHIP OF THE PARTIES. THIS WAIVER EXTENDS TO ANY AND ALL RIGHTS TO DEMAND A TRIAL BY JURY ARISING FROM ANY SOURCE, INCLUDING, BUT NOT LIMITED TO, THE CONSTITUTION OF THE UNITED STATES, THE CONSTITUTION OF ANY STATE, COMMON LAW OR ANY APPLICABLE STATUTE OR REGULATION. EACH PARTY HEREBY ACKNOWLEDGES THAT IT IS KNOWINGLY AND VOLUNTARILY WAIVING THE RIGHT TO DEMAND TRIAL BY JURY.

18. **Waiver.** No waiver of any breach or other rights under this Agreement shall be deemed a waiver unless the acknowledgment of the waiver is in writing executed by the Party committing the waiver. No waiver shall be deemed to be a waiver of any subsequent breach or rights. All rights are cumulative under this Agreement. The failure or delay of the Company at any time or times to require performance of, or to exercise any of its powers, rights, or remedies with respect to any term or provision of this Agreement or any other aspect of the Executive's conduct or employment in no manner (except as otherwise expressly provided herein) shall affect the Company's right at a later time to enforce any such term or provision.

19. **Survival.** The Executive's post-termination rights and obligations and the Company Group's post-termination rights and obligations under Sections 4 through 26 of this Agreement shall survive the termination of this Agreement and the termination of the Executive's employment with the Company regardless of the reason for termination; shall continue in full force and effect in accordance with their terms; and shall continue to be binding on the Parties.

20. **Independent Advice.** The Executive acknowledges that the Company has provided the Executive with a reasonable opportunity to obtain independent legal advice with respect to this Agreement, and that either: (a) the Executive has had such independent legal advice prior to executing this Agreement; or (b) the Executive has willingly chosen not to obtain such advice and to execute this Agreement without having obtained such advice.

21. **Entire Agreement.** This Agreement constitutes the entire understanding of the Parties relating to the subject matter hereof and supersedes all prior agreements, understandings, arrangements, promises, and commitments, whether written or oral, express or implied, relating to the subject matter hereof, and all such prior agreements, understandings, arrangements, promises, and commitments are hereby canceled and terminated.

22. **Amendment.** This Agreement may not be amended, supplemented, or modified in whole or in part except by an instrument in writing signed by the Party or Parties against whom enforcement of such amendment, supplement, or modification is sought.

23. **Notices.** Any notice, request, or other document required or permitted to be given under this Agreement shall be in writing and shall be deemed given: (a) upon delivery, if delivered by hand; (b) three (3) days after the date of deposit in the mail, postage prepaid, if mailed by certified U.S. mail; or (c) on the next business day, if sent by prepaid overnight courier service. If not personally delivered by hand, notice shall be sent using the addresses set forth below or to such other address as either Party may designate by written notice to the other:

If to the Executive: at the Executive's most recent address on file with the Company.

If to the Company, to:

Attn: Chief Legal Officer

Trulieve Cannabis Corp.
3494 Martin Hurst Rd.
Tallahassee, FL 32312

24. Code Section 409A Compliance. The intent of the Parties is that payments and benefits under this Agreement comply with, or be exempt from, Code Section 409A and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted and administered accordingly. A termination of employment shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits upon or following a termination of employment that are considered “nonqualified deferred compensation” under Code Section 409A unless such termination is also a “separation from service” within the meaning of Code Section 409A and, for purposes of any such provision of this Agreement, as it relates to “nonqualified deferred compensation,” references to a “termination,” “termination of employment,” or like terms shall mean “separation from service.” With respect to any reimbursement of expenses of, or any provision of in-kind benefits to, the Executive, as specified under this Agreement, such reimbursement of expenses or provision of in-kind benefits shall be subject to the following conditions: (1) the expenses eligible for reimbursement or the amount of in-kind benefits provided in one taxable year shall not affect the expenses eligible for reimbursement or the amount of in-kind benefits provided in any other taxable year, except for any medical reimbursement arrangement providing for the reimbursement of expenses referred to in Section 105(b) of the Code; (2) the reimbursement of an eligible expense shall be made no later than the end of the year after the year in which such expense was incurred; and (3) the right to reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit. For purposes of Code Section 409A, Executive’s right to receive any installment payments pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments. Whenever a payment under this Agreement specifies a payment period with reference to a number of days (e.g., “within sixty (60) days following the date of termination”), the actual date of payment within the specified period shall be within the sole discretion of the Company. If Executive is a specified employee within the meaning of Code Section 409A(a)(2)(B)(i) and would receive any payment of “nonqualified deferred compensation,” as a result of the Executive’s separation from service, sooner than six (6) months after Executive’s “separation from service” that, absent the application of this Section 24, would be subject to additional tax imposed pursuant to Code Section 409A as a result of such status as a specified employee, then such payment shall instead be payable on the date that is the earliest of (i) six (6) months after Executive’s “separation from service,” or (ii) Executive’s death.

25. Code Section 280G. In the event that any payments, distributions, benefits, or entitlements of any type payable to Executive (the “Total Payments”) would (i) constitute “parachute payments” within the meaning of Section 280G of the Code (which will not include any portion of payments allocated to the restrictive covenant provisions of Section 7 hereof that are classified as payments of reasonable compensation for purposes of Section 280G of the Code), and (ii) but for this paragraph would be subject to the excise tax imposed by Section 4999 of the Code (the “Excise Tax”), then the Total Payments shall be either: (a) provided in full, or (b) provided as to such lesser extent as would result in no portion of such Total Payments being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state, and local income taxes and the Excise Tax, results in Executive’s receipt on an after-tax basis of the greatest amount of the Total Payments, notwithstanding that all or some portion of the Total Payments may be subject to the Excise Tax. Unless the Company and Executive otherwise agree in writing, any determination required under this Section 25 shall be made in writing in good faith based on the advice of a nationally recognized accounting firm selected by the Company (with approval of Executive) (the “Accountants”). In the event of a reduction of benefits hereunder, benefits shall be reduced by first reducing or eliminating the portion of the Total Payments that are payable in cash under Section 5 and then by reducing or eliminating any

amounts that are payable with respect to long-term incentives including any equity-based or equity-related awards (whether payable in cash or in kind). For purposes of making the calculations required by this Section 25, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of the Code, and other applicable legal authority. The Company and Executive shall furnish to the Accountants such information and documents as the Accountants may reasonably require to make a determination under this Section 25, and the Company shall bear the cost of all fees the Accountants charge in connection with any calculations contemplated by this Section 25.

26. Counterparts; Electronic Transmission; Headings. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, including an electronic copy or facsimile, but all of which taken together shall constitute one and the same instrument. The headings used herein are for ease of reference only and shall not define or limit the provisions hereof.

[Remainder of this page intentionally left blank; signatures follow.]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first above written.

COMPANY

TRULIEVE CANNABIS CORP.

By: /s/ Eric Powers

Name: Eric Powers

Title: CLO

EXECUTIVE

/s/ Jason Pernell

Jason Pernell

TRULIEVE CANNABIS CORP.
INSIDER TRADING COMPLIANCE POLICY

Adopted October 12, 2022

CONTENTS

	Page
II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING	1
III. EXPLANATION OF INSIDER TRADING	2
IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING	6
V. ADDITIONAL PROHIBITED TRANSACTIONS	9
VI. RULE 10b5-1 TRADING PLANS, SECTION 16 AND RULE 144	11
VII. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE	17
 SCHEDULE I - INDIVIDUALS SUBJECT TO QUARTERLY TRADING BLACK-OUTS AND PRE-CLEARANCE REQUIREMENT	
 ATTACHMENT A - SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST	
 ATTACHMENT B - CERTIFICATION OF COMPLIANCE	

TRULIEVE CANNABIS CORP.
INSIDER TRADING COMPLIANCE POLICY

I. SUMMARY

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of Trulieve Cannabis Corp. (together with its subsidiaries, the “Company”) as well as that of all persons affiliated with the Company. “Insider trading” occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, “inside information” is information that is both “material” and “non-public.” Insider trading is a crime. The penalties for violating insider trading laws include imprisonment, disgorgement of profits, civil fines, and criminal fines of up to \$5 million for individuals and \$25 million for corporations. Insider trading is also prohibited by this Insider Trading Compliance Policy (this “Policy”), and violation of this Policy may result in Company-imposed sanctions, including removal or dismissal for cause.

This Policy applies to all officers, directors and employees of the Company. Individuals subject to this Policy are responsible for ensuring that members of their family also comply with this Policy. For purposes of this Policy “family” means any child, stepchild, parent, stepparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, officer or employee.

This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual’s own account. This Policy extends to all activities within and outside an individual’s Company duties. Every officer, director and employee must review this Policy. Questions regarding the Policy should be directed to the Company’s Chief Legal Officer.

II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

No officer, director or employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company.

Additionally, no officer, director or employee listed on Schedule I (as amended from time to time) shall purchase or sell any security of the Company during the period beginning on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the first full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company. For the purposes of this Policy, a “trading day” is a day on which national stock exchanges are open for trading.

These prohibitions do not apply to:

- purchases of the Company’s securities from the Company or sales of the Company’s securities to the Company;

- exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, that in each case do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- *bona fide* gifts of the Company's securities; or
- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1 ("Rule 10b5-1") promulgated under the Securities Exchange Act of 1934, as amended (the "1934 Act"), (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy. For more information about Rule 10b5-1 trading plans, see Section VI below.

No officer, director or employee shall directly or indirectly communicate (or "tip") material, non-public information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

III. EXPLANATION OF INSIDER TRADING

"*Insider trading*" refers to the purchase or sale of a security while in possession of "material," "non-public" information relating to the security.

"*Securities*" includes stocks, bonds, notes, debentures, options, warrants and other convertible securities, as well as derivative instruments.

"*Purchase*" and "*sale*" are defined broadly under the federal securities law. "*Purchase*" includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. "*Sale*" includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, and acquisitions and exercises of warrants or puts, calls or other derivative securities.

It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information, if the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; and

- Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security, or if the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information about dividends; corporate earnings or earnings forecasts; possible mergers, acquisitions, tender offers or dispositions; major new service offerings; important business developments such as major contracts or cancellation of major contracts; management or control changes; significant borrowing or financing developments including pending public sales or offerings of debt or equity securities; defaults on borrowings; bankruptcies; and significant litigation or regulatory actions. Moreover, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: When in doubt, do not trade.

B. What is Non-public?

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Business Wire, Reuters, The Wall Street Journal, Associated Press, or United Press International, a broadcast on widely available radio or television programs, publication in a widely available newspaper, magazine or news web site, a Regulation FD-compliant conference call, or public disclosure documents filed with the SEC that are available on the SEC’s web site.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow one full trading day following publication as a reasonable waiting period before such information is deemed to be public.

C. Who is an Insider?

“Insiders” include officers, directors and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its shareholders not to trade on material, non-public information relating to the company’s securities. All officers, directors and employees of the Company should consider themselves insiders with respect to material, non-public information about the Company’s

business, activities and securities. Officers, directors and employees may not trade in the Company's securities while in possession of material, non-public information relating to the Company, nor may they tip such information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Individuals subject to this Policy are responsible for ensuring that members of their family also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The Securities and Exchange Commission ("SEC") and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;

- Civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1,425,000 or three times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to \$5,000,000 (\$25,000,000 for an entity); and
- Jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), also may be violated in connection with insider trading.

F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance. Brokers or dealers are required by law to inform the SEC of any possible violations by people who may have material, non-public information. The SEC aggressively investigates even small insider trading violations.

G. Examples of Insider Trading

Examples of insider trading cases include actions brought against corporate officers, directors, and employees who traded in a company's securities after learning of significant confidential corporate developments; friends, business associates, family members and other tippees of such officers, directors, and employees who traded in the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the Company or any other entity.

Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to \$5,000,000 in additional fines

and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits, and each is liable for all civil penalties of up to three times the amount of the friend's profits. The officer and his friend are also subject to criminal prosecution and other remedies and sanctions, as described above.

H. Prohibition of Records Falsification and False Statements

Section 13(b)(2) of the 1934 Act requires companies subject to the Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.

A. Pre-Clearance of All Trades by All Officers, Directors and Certain Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, all transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company stock, the exercise of stock options and the sale of Company stock issued upon exercise of stock options) by officers and directors (each, a "Pre-Clearance Person") must be pre-cleared by the Company's Chief Legal Officer. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules.

A request for pre-clearance may be oral or in writing (including by e-mail), should be made at least two business days in advance of the proposed transaction and should include the identity of the Pre-Clearance Person, the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, etc.), the proposed date of the transaction and the number of shares or other securities to be involved. The Chief Legal Officer shall have sole discretion to decide whether to clear any contemplated transaction. (The Chief

Financial Officer shall have sole discretion to decide whether to clear transactions by the Chief Legal Officer or persons or entities subject to this policy as a result of their relationship with the Chief Legal Officer.) All trades that are pre-cleared must be effected within five business days of receipt of the pre-clearance unless a specific exception has been granted by the Chief Legal Officer or the Chief Financial Officer, as applicable. A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the five business day period must be pre-cleared again prior to execution. Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material non-public information or becomes subject to a black-out period before the transaction is effected, the transaction may not be completed.

None of the Company, the Chief Legal Officer, the Chief Financial Officer or the Company's other employees will have any liability for any delay in reviewing, or refusal of, a request for pre-clearance submitted pursuant to this Section IV.A. Notwithstanding any pre-clearance of a transaction pursuant to this Section IV.A, none of the Company, the Chief Legal Officer, the Chief Financial Officer or the Company's other employees assumes any liability for the legality or consequences of such transaction to the person engaging in such transaction.

B. Black-Out Periods

Additionally, no officer, director or employee listed on Schedule I (as amended from time to time) shall purchase or sell any security of the Company during the period beginning on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the first full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, except for:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- *bona fide* gifts of the Company's securities; and
- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1, (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy.

Exceptions to the black-out period policy may be approved only by the Company's Chief Legal Officer or, in the case of exceptions for directors, the Board of Directors or Audit Committee of the Board of Directors.

From time to time, the Company, through the Board of Directors, the Company's Chief Legal Officer or Chief Financial Officer may recommend that officers, directors, employees or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in our securities while the suspension is in effect, and should not disclose to others that we have suspended trading.

C. Post-Termination Transactions

In the event that a person covered by this Insider Trading Policy leaves the Company for any reason, this Insider Trading Policy, including, if applicable, the trading procedures contained herein, will continue to apply to such person (and members of such person's family and entities controlled by such person) until the later of: (1) the first trading day following the public release of earnings for the fiscal quarter in which such person leaves the Company or (2) the first trading day after any material nonpublic information known to such person has become public or is no longer material.

D. Information Relating to the Company

1. Access to Information

Access to material, non-public information about the Company, including the Company's business, earnings or prospects, should be limited to officers, directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on an other than need-to-know basis.

In communicating material, non-public information to employees of the Company, all officers, directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. Inquiries From Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Financial Officer or the Chief Legal Officer at (850) 480-7955; or to their attention at:

Trulieve Cannabis Corp.
3494 Martin Hurst Rd.
Tallahassee, FL 32312

E. Limitations on Access to Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

All officers, directors and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

- Maintaining the confidentiality of Company-related transactions;
- Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
- Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
- Restricting access to areas likely to contain confidential documents or material, non-public information;
- Safeguarding laptop computers, tablets, memory sticks, CDs and other items that contain confidential information; and
- Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

V. ADDITIONAL PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors and employees shall comply with the following policies with respect to certain transactions in the Company securities:

A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy. In addition, as noted below, Section 16(c) of

the 1934 Act absolutely prohibits Section 16 reporting persons from making short sales of the Company's equity securities, *i.e.*, sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale.

B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director or employee is trading based on inside information. Transactions in options also may focus an officer's, director's or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an officer, director or employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the officer, director or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer, director or employee may no longer have the same objectives as the Company's other shareholders. Therefore, such transactions involving the Company's equity securities are prohibited by this Policy.

D. Purchases of the Company's Securities on Margin

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

E. Director and Executive Officer Cashless Exercises

The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price and (iii) the director or officer uses a "T+2" cashless exercise arrangement, in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles. Under a T+2 cashless exercise, a broker, the issuer, and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a

personal loan to the director or executive officer. Questions about cashless exercises should be directed to the Chief Legal Officer.

F. Partnership Distributions

Nothing in this Policy is intended to limit the ability of a venture capital partnership or other similar entity with which a director is affiliated to distribute Company securities to its partners, members or other similar persons. It is the responsibility of each affected director and the affiliated entity, in consultation with their own counsel (as appropriate), to determine the timing of any distributions, based on all relevant facts and circumstances and applicable securities laws.

VI. RULE 10b5-1 TRADING PLANS, SECTION 16 AND RULE 144

A. Rule 10b5-1 Trading Plans

1. Overview

Rule 10b5-1 will protect directors, officers and employees from insider trading liability under Rule 10b5-1 for transactions under a previously established contract, plan or instruction to trade in the Company's stock (a "Trading Plan") entered into in good faith and in accordance with the terms of Rule 10b5-1 and all applicable state laws and will be exempt from the trading restrictions set forth in this Policy. The initiation of, and any modification to, any such Trading Plan will be deemed to be a transaction in the Company's securities, and such initiation or modification is subject to all limitations and prohibitions relating to transactions in the Company's securities. Each such Trading Plan, and any modification thereof, must be submitted to and pre-approved by the Company's Chief Legal Officer, or such other person as the Board of Directors may designate from time to time (the "Authorizing Officer"), who may impose such conditions on the implementation and operation of the Trading Plan as the Authorizing Officer deems necessary or advisable. However, compliance of the Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, not the Company or the Authorizing Officer.

Trading Plans do not exempt individuals from complying with Section 16 short-swing profit rules or liability.

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company stock without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Company's stock. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

A director, officer or employee may enter into a Trading Plan only when he or she is not in possession of material, non-public information, and only during a trading window period outside of the trading black-out period. Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity

and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Company's Chief Legal Officer to assist in the preparation and filing of a required Form 4.

The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities, even pursuant to a previously approved Trading Plan, if the Authorizing Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section VI and result in a loss of the exemption set forth herein.

Officers, directors and employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Company's stock, including the exercise of options. Trades pursuant to a Trading Plan generally may occur at any time. However, the Company requires a cooling-off period of 30 days between the establishment of a Trading Plan and commencement of any transactions under such plan. An individual may adopt more than one Trading Plan. Please review the following description of how a Trading Plan works.

Pursuant to Rule 10b5-1, an individual's purchase or sale of securities will not be "on the basis of" material, non-public information if:

- First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan).
- Second, the Trading Plan must either:
 - specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold; or
 - include a written formula or computer program for determining the amount, price and date of the transactions; and
 - prohibit the individual from exercising any subsequent influence over the purchase or sale of the Company's stock under the Trading Plan in question.
- Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.

2. Revocation of and Amendments to Trading Plans

Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and

approval of the Authorizing Officer. Once a Trading Plan has been revoked, the participant should wait at least 30 days before trading outside of a Trading Plan and 180 days before establishing a new Trading Plan. You should note that revocation of a Trading Plan can result in the loss of an affirmative defense for past or future transactions under a Trading Plan. You should consult with your own legal counsel before deciding to revoke a Trading Plan. In any event, you should not assume that compliance with the 180-day bar will protect you from possible adverse legal consequences of a Trading Plan revocation.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information. Plan amendments must not take effect for at least 30 days after the plan amendments are made.

Under certain circumstances, a Trading Plan *must* be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Authorizing Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.

3. Discretionary Plans

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Authorizing Officer.

The Authorizing Officer must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's stock or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers, or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Trading Plan or other arrangement has been pre-approved.

4. Reporting (if Required)

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires ____." For Section 16 reporting persons, Form 4s should be filed before the end of the second business day following the date that the broker, dealer or plan administrator informs the individual that a transaction was executed, provided that the date of such notification is not later than the third business day following the trade date. A similar footnote should be placed at the bottom of the Form 4 as outlined above.

5. Options

Exercises of options for cash may be executed at any time. "Cashless exercise" option exercises are subject to trading windows. However, the Company will permit same day sales

under Trading Plans. If a broker is required to execute a cashless exercise in accordance with a Trading Plan, then the Company must have exercise forms attached to the Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Trading Plan, the broker will notify the Company in writing and the administrator of the Company's stock plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

6. Trades Outside of a Trading Plan

During an open trading window, trades differing from Trading Plan instructions that are already in place are allowed as long as the Trading Plan continues to be followed.

7. Public Announcements

The Company may make a public announcement that Trading Plans are being implemented in accordance with Rule 10b5-1. It will consider in each case whether a public announcement of a particular Trading Plan should be made. It may also make public announcements or respond to inquiries from the media as transactions are made under a Trading Plan.

8. Prohibited Transactions

The transactions prohibited under Section V of this Policy, including among others short sales and hedging transactions, may not be carried out through a Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

9. No Section 16 Protection

The use of Trading Plans does not exempt participants from complying with the Section 16 reporting rules or liability for short-swing trades.

10. Limitation on Liability

None of the Company, the Authorizing Officer or the Company's other employees will have any liability for any delay in reviewing, or refusal of, a Trading Plan submitted pursuant to this Section VI.A. Notwithstanding any review of a Trading Plan pursuant to this Section VI.A, none of the Company, the Authorizing Officer or the Company's other employees assumes any liability for the legality or consequences relating to such Trading Plan to the person adopting such Trading Plan.

B. Section 16: Insider Reporting Requirements, Short-Swing Profits and Short Sales (Applicable to Officers, Directors and 10% Shareholders)

1. Reporting Obligations Under Section 16(a): SEC Forms 3, 4 and 5

Section 16(a) of the 1934 Act generally requires all officers, directors and 10% stockholders (“insiders”), within 10 days after the insider becomes an officer, director, or 10% shareholder, to file with the SEC an “Initial Statement of Beneficial Ownership of Securities” on SEC Form 3 listing the amount of the Company’s stock, options and warrants which the insider beneficially owns. Following the initial filing on SEC Form 3, changes in beneficial ownership of the Company’s stock, options and warrants must be reported on SEC Form 4, generally within two days after the date on which such change occurs, or in certain cases on Form 5, within 45 days after fiscal year end. The two-day Form 4 deadline begins to run from the trade date rather than the settlement date. A Form 4 must be filed even if, as a result of balancing transactions, there has been no net change in holdings. In certain situations, purchases or sales of Company stock made within six months *prior* to the filing of a Form 3 must be reported on Form 4. Similarly, certain purchases or sales of Company stock made within six months *after* an officer or director ceases to be an insider must be reported on Form 4.

2. Recovery of Profits Under Section 16(b)

For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% shareholder from any “purchase” and “sale” of Company stock during a six-month period, so called “short-swing profits,” may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of an insider under Section 16(b) of the 1934 Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company shareholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company’s annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of shareholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company’s proxy statement.

Officers and directors should consult the attached “Short-Swing Profit Rule Section 16(b) Checklist” attached hereto as “Attachment A” in addition to consulting the Chief Legal Officer prior to engaging in any transactions involving the Company’s securities, including without limitation, the Company’s stock, options or warrants.

3. Short Sales Prohibited Under Section 16(c)

Section 16(c) of the 1934 Act prohibits insiders absolutely from making short sales of the Company's equity securities. Short sales include sales of stock which the insider does not own at the time of sale, or sales of stock against which the insider does not deliver the shares within 20 days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability.

The Chief Legal Officer should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.

C. Rule 144 (Applicable to Officers, Directors and 10% Shareholders)

Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of "restricted securities" and "control securities." "Restricted securities" are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. "Control securities" are *any* securities owned by directors, executive officers or other "affiliates" of the issuer, including stock purchased in the open market and stock received upon exercise of stock options. The requirements applicable to sales of Company securities by affiliates (generally, directors, officers and 10% shareholders of the Company) under Rule 144 are summarized below. Because the Company was a "shell company" prior to the closing of the business combination, Rule 144 will be unavailable for approximately one year following the date the Company became subject to reporting requirement under the 1934 Act. Please contact the Company's Chief Legal Officer for additional information.

- ***Current Public Information.*** The Company must have filed all SEC-required reports during the last 12 months.
- ***Volume Limitations.*** Total sales of Company shares by a covered individual for any three-month period may not exceed the *greater* of: (i) 1% of the total number of outstanding shares, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.
- ***Method of Sale.*** The shares must be sold either in a "broker's transaction" or in a transaction directly with a "market maker." A "broker's transaction" is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A "market maker" includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company shares for his own account on a regular and continuous basis.
- ***Notice of Proposed Sale.*** A notice of the sale (a Form 144) must be filed with the SEC at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144.

If you are selling shares in compliance with Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firm's Rule 144 compliance procedures in connection with all trades. *As noted above, because the Company was a "shell company" prior to the closing of the business combination, Rule 144 will be unavailable for approximately one year following the date the Company became subject to reporting requirement under the 1934 Act. Please contact the Company's Chief Legal Officer for additional information.*

VII. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this Policy, all officers, directors and employees should execute and return to the Company's Chief Legal Officer the Certification of Compliance form attached hereto as "Attachment B."

SCHEDULE I

INDIVIDUALS SUBJECT TO QUARTERLY TRADING BLACK-OUTS AND PRE-CLEARANCE REQUIREMENT

All employees

ATTACHMENT A

SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six months of each other by an officer, director or 10% shareholder (or any family member or certain affiliated entities) results in a violation of Section 16(b), and the “profit” must be recovered by Trulieve Cannabis Corp. (the “Company”). It makes no difference how long the shares being sold have been held or, for officers and directors, that you were an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six-month period.

Sales

If a sale is to be made by an officer, director or 10% shareholder (or any family member or certain affiliated entities):

1. Have there been any purchases by the insider (or family members or certain affiliated entities) within the past six months?
2. Have there been any option grants or exercises not exempt under Rule 16b-3 within the past six months?
3. Are any purchases (or non-exempt option exercises) anticipated or required within the next six months?
4. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

Purchases And Option Exercises

If a purchase or option exercise for Company stock is to be made:

1. Have there been any sales by the insider (or family members or certain affiliated entities) within the past six months?
2. Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

Before proceeding with a purchase or sale, consider whether you are aware of material inside information which could affect the price of the Company stock. All transactions in the

Company's securities by officers and directors must be pre-cleared by contacting the Company's Chief Legal Officer.

ATTACHMENT B

CERTIFICATION OF COMPLIANCE

RETURN BY []

TO: Eric Powers, Chief Legal Officer

FROM:

RE: INSIDER TRADING COMPLIANCE POLICY OF TRULIEVE CANNABIS
CORP.

I have received, reviewed and understand the above-referenced Insider Trading Compliance Policy and undertake, as a condition to my present and continued employment (or, if I am not an employee, affiliation with) Trulieve Cannabis Corp., to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, 20[___], I have complied fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Policy.

SIGNATURE

DATE

TITLE

SUBSIDIARIES OF TRULIEVE CANNABIS CORP.

Entity:	Jurisdiction of Formation/Organization:
485 Bishop St, LLC	Alabama
Trulieve AL, Inc.	Alabama
1633 S HWY 92, LLC	Arizona
9275 W. Peoria Ave., LLC	Arizona
938 Juanita, LLC	Arizona
Abedon Saiz, L.L.C.	Arizona
AD LLC	Arizona
Banyan Acquisition Corp.	Arizona
Banyan Cultivation Management, LLC	Arizona
Banyan Farms, LLC	Arizona
Banyan IP, LLC	Arizona
Banyan Management Holdings, LLC	Arizona
BRLS Properties AZ-Apache Junction, LLC	Arizona
BRLS Properties AZ-Casa Grande, LLC	Arizona
BRLS Properties AZ-Flagstaff, LLC	Arizona
BRLS Properties AZ-Glendale, LLC	Arizona
BRLS Properties AZ-Litchfield, LLC	Arizona
BRLS Properties AZ-Mesa, LLC	Arizona
BRLS Properties AZ-Phoenix I, LLC	Arizona
BRLS Properties AZ-Phoenix II, LLC	Arizona
BRLS Properties AZ-Tucson I, LLC	Arizona
BRLS Properties AZ-Tucson II, LLC	Arizona
BRLS Properties I LLC	Arizona
BRLS Properties Tenant AZ-Tatum, LLC	Arizona
BRLS Properties Tenant Maricopa, LLC	Arizona
Byers Dispensary, Inc.	Arizona
Cochise County Wellness, LLC	Arizona
Formula 420 Cannabis LLC	Arizona
Fort Mountain Consulting, LLC	Arizona
Green Desert Patient Center Of Peoria, Inc.	Arizona
Green Sky Patient Center Of Scottsdale North, Inc.	Arizona
Harvest Dispensaries, Cultivations & Production Facilities LLC	Arizona
Harvest Ip Holdings, LLC	Arizona
Harvest Mass Holding I, LLC	Arizona
Harvest RE Holdings Of AZ, LLC	Arizona
High Desert Healing, L.L.C.	Arizona
Jessco White Consulting LLC	Arizona
Kwerles, Inc.	Arizona
Leaf Holdings, LLC	Arizona

Entity:	Jurisdiction of Formation/Organization:
Magnolia Farms, LLC	Arizona
Medical Marijuana Research Institute, LLC	Arizona
Medical Pain Relief, Inc.	Arizona
MMXVI Allocation, LLC	Arizona
Mohave Valley Consulting, LLC	Arizona
Nature Med, Inc.	Arizona
Pahana, Inc.	Arizona
Patient Care Center 301, Inc.	Arizona
Purple Harvest, LLC	Arizona
Purplemed, Inc.	Arizona
Randy Taylor Consulting LLC	Arizona
Sherrri Dunn, L.L.C.	Arizona
Svaccha LLC	Arizona
Sweet 5, LLC	Arizona
The Giving Tree Wellness Center Of Mesa, Inc.	Arizona
Warehouse 13, LLC	Arizona
Harvest Health & Recreation Inc.	British Columbia, Canada
Harvest Of California LLC	California
Harvest Of Chula Vista, LLC	California
Leef Industries, LLC	California
CBX Enterprises LLC	Colorado
CBX Sciences LLC	Colorado
Harvest DCP Of Colorado, LLC	Colorado
Harvest of Colorado, LLC	Colorado
Trulieve Bristol, Inc.	Connecticut
Trulieve CT, Inc.	Connecticut
Trulieve East Main LLC	Connecticut
Agrimed Industries Of PA, LLC	Delaware
BRDE5, LLC	Delaware
BRLS Properties AR-Little Rock LLC	Delaware
BRLS Properties PA-SE LLC	Delaware
Cardinal Calculations, LLC	Delaware
Harvest Enterprises, Inc.	Delaware
Harvest HAH WA, Inc.	Delaware
Harvest Of Towson, LLC	Delaware
Maryland Licensing, LLC	Delaware
TBC Big Bend, Inc.	Delaware
TLHC Holdings, Inc.	Delaware
Trulieve Holdings, Inc.	Delaware
Trulieve IP Holdings, Inc.	Delaware
Harvest DCP Of Florida, LLC	Florida
San Felasco Nurseries, Inc.	Florida

Entity:	Jurisdiction of Formation/Organization:
Telogia Creek 1, LLC	Florida
Telogia Creek 2, LLC	Florida
Trulieve Capps Highway LLC	Florida
Trulieve Centaury Way, LLC	Florida
Trulieve Henry Avenue, LLC	Florida
Trulieve Suwannee, LLC	Florida
Trulieve, Inc.	Florida
181 S Cook Industrial Parkway, LLC	Georgia
Trulieve GA, Inc.	Georgia
Trulieve KY, Inc.	Kentucky
BRLS Properties MD-Hancock I, LLC	Maryland
BRLS Properties MD-Hancock II, LLC	Maryland
BRLS Properties MD-Lutherville, LLC	Maryland
Brls Tenant Md-Halethorpe, LLC	Maryland
Harvest DCP Of Maryland, LLC	Maryland
Harvest Maryland Holding, LLC	Maryland
Trulieve MD Cultivation, LLC	Maryland
Trulieve MD Dispensary 1, LLC	Maryland
Trulieve MD Dispensary 2, LLC	Maryland
Trulieve MD Dispensary 3, LLC	Maryland
Trulieve MD Processing, LLC	Maryland
Trulieve MD, Inc.	Maryland
GOGRIZ, LLC	Massachusetts
Life Essence, Inc.	Massachusetts
Trulieve Holyoke Holdings LLC	Massachusetts
Trulieve MS, Inc.	Mississippi
CBx Essentials, LLC	Nevada
Greenmart of Nevada LLC	Nevada
Harvest Cheyenne Holdings, LLC	Nevada
Harvest DCP of Nevada, LLC	Nevada
Trulieve NY, Inc.	New York
Trulieve NC, Inc.	North Carolina
Harvest DCP of Ohio, LLC	Ohio
Harvest Grows Properties, LLC	Ohio
Harvest of Ohio, LLC	Ohio
Trulieve OH, Inc.	Ohio
450 Industry Road LLC	Pennsylvania
451 Industry Road LLC	Pennsylvania
BRLS Properties PA-Bethlehem, LLC	Pennsylvania
BRLS Properties PA-Reading II, LLC	Pennsylvania
Chamounix Ventures, LLC	Pennsylvania
FL Holding Company, LLC	Pennsylvania

Entity:**Jurisdiction of Formation/Organization:**

Franklin Labs, LLC	Pennsylvania
Harvest DCP Of Pennsylvania, LLC	Pennsylvania
Harvest of Northeast PA, LLC	Pennsylvania
Harvest of South Central Pa, LLC	Pennsylvania
Harvest of Southeast Pa, LLC	Pennsylvania
Harvest of Southwest Pa, LLC	Pennsylvania
Harvest RE Holdings Of PA, LLC	Pennsylvania
Keystone Relief Centers, LLC	Pennsylvania
Pioneer Leasing & Consulting LLC	Pennsylvania
Purepenn LLC	Pennsylvania
SMPB Retail LLC	Pennsylvania
Trulieve PA LLC	Pennsylvania
Trulieve PA Merger Sub 3, LLC	Pennsylvania
Trulieve SC, Inc.	South Carolina
Trulieve TX, Inc.	Texas
Trulieve VA, Inc.	Virginia
Greenhouse Wellness WV Dispensaries LLC	West Virginia
Mountaineer Holding LLC	West Virginia
Solevo Wellness West Virginia, LLC	West Virginia
Trulieve Huntington LLC	West Virginia
Trulieve WV, Inc.	West Virginia

CONSENT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 No. 333-266059 and Form S-8 Nos. 333-272967, 333-260098, 333-259175, and 333-280401 of Trulieve Cannabis Corp. of our report dated February 27, 2025, relating to the consolidated financial statements as of and for the year ended December 31, 2024, and the effectiveness of Trulieve Cannabis Corp's internal control over financial reporting as of December 31, 2024, which appear in this Form 10-K.

/s/ WithumSmith+Brown, PC

New York, New York

February 27, 2025

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Trulieve Cannabis Corp. on Form S-3 (File No. 333-266059) and Form S-8 (File Nos. 333-272967, 333-260098, 333-259175, and 333-280401) of our report dated February 29, 2024, except for Segment Reporting & Reporting Units in Note 3, as to which date is February 27, 2025, with respect to our audit of the consolidated financial statements of Trulieve Cannabis Corp. as of December 31, 2023 and for each of the two years in the period ended December 31, 2023 appearing in the Annual Report on Form 10-K of Trulieve Cannabis Corp. for the year ended December 31, 2024. We were dismissed as auditors on March 25, 2024 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Registration Statement for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP
West Palm Beach, FL
February 27, 2025

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kim Rivers, certify that:

1. I have reviewed this Annual Report on Form 10-K of Trulieve Cannabis Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: February 27, 2025

/s/ Kim Rivers

Kim Rivers
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Wes Getman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Trulieve Cannabis Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: February 27, 2025

/s/ Wes Getman
Wes Getman
Chief Financial Officer
(Principal Financial Officer)

Certification of Periodic Financial Report

Pursuant to 18 U.S.C. Section 1350

as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Each of the undersigned officers of Trulieve Cannabis Corp. (the "Company") certifies, to his or her knowledge and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 27, 2025

/s/ Kim Rivers

Kim Rivers

Chief Executive Officer

Dated: February 27, 2025

/s/ Wes Getman

Wes Getman

Chief Financial Officer