
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended March 31, 2021

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 000-56021

ACREAGE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction of incorporation or organization)

98-1463868

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

450 Lexington Avenue, #3308

(Address of Principal Executive Offices)

New York

New York

10163

(Zip Code)

(646) 600-9181

Registrant's telephone number, including area code

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

Securities registered pursuant to section 12(g) of the Act: Class D Subordinate Voting Shares, no par value; Class E Subordinate Voting Shares, no par value.

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, a 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of May 3, 2021, there were 73,494,279 and 32,114,122 Class E subordinate voting shares and Class D subordinate voting shares, as converted, issued and outstanding, respectively.

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Acreage Holdings, Inc.

Form 10-Q

For the Three Months Ended March 31, 2021

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ACREAGE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

PART I

Item 1. Financial Statements and Supplementary Data

(in thousands)	March 31, 2021	December 31, 2020
	(unaudited)	(audited)
ASSETS		
Cash and cash equivalents	\$ 22,844	\$ 32,542
Restricted cash	23,097	22,097
Inventory	25,375	23,715
Notes receivable, current	8,892	2,032
Assets held-for-sale	73,381	62,971
Other current assets	5,748	4,663
Total current assets	159,337	148,020
Long-term investments	33,968	34,126
Notes receivable, non-current	94,392	97,901
Capital assets, net	92,963	89,136
Operating lease right-of-use assets	16,889	17,247
Intangible assets, net	137,624	138,983
Goodwill	31,922	31,922
Other non-current assets	4,271	4,718
Total non-current assets	412,029	414,033
TOTAL ASSETS	\$ 571,366	\$ 562,053
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable and accrued liabilities	\$ 19,123	\$ 18,913
Taxes payable	18,857	14,780
Interest payable	5,688	3,504
Operating lease liability, current	1,285	1,492
Debt, current	47,642	27,139
Non-refundable deposits on sale	6,500	750
Liabilities related to assets held-for-sale	19,167	18,154
Other current liabilities	12,534	13,010
Total current liabilities	130,796	97,742
Debt, non-current	132,870	153,318
Operating lease liability, non-current	16,331	16,609
Deferred tax liability	34,276	34,673
Other liabilities	—	2
Total non-current liabilities	183,477	204,602
TOTAL LIABILITIES	314,273	302,344
Commitments and contingencies		
Common stock, no par value - unlimited authorized, 103,440 and 101,250 issued and outstanding, respectively	—	—
Additional paid-in capital	743,961	737,290
Treasury stock, 842 common stock held in treasury	(21,054)	(21,054)
Accumulated deficit	(483,014)	(475,205)
Total Acreage Shareholders' equity	239,893	241,031
Non-controlling interests	17,200	18,678
TOTAL EQUITY	257,093	259,709
TOTAL LIABILITIES AND EQUITY	\$ 571,366	\$ 562,053

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

ACREAGE HOLDINGS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)	Three Months Ended March 31,	
	2021	2020
REVENUE		
Retail revenue, net	\$ 25,847	\$ 17,573
Wholesale revenue, net	10,016	6,548
Other revenue, net	2,530	104
Total revenues, net	38,393	24,225
Cost of goods sold, retail	(13,082)	(10,889)
Cost of goods sold, wholesale	(4,690)	(3,382)
Total cost of goods sold	(17,772)	(14,271)
Gross profit	20,621	9,954
OPERATING EXPENSES		
General and administrative	9,218	13,032
Compensation expense	10,362	14,477
Equity-based compensation expense	6,042	34,737
Marketing	12	987
Impairments, net	818	187,775
Loss on notes receivable	—	8,161
Recovery of assets held-for-sale	(8,616)	—
Legal settlements, net	10	—
Depreciation and amortization	969	2,067
Total operating expenses	18,815	261,236
Net operating income (loss)	\$ 1,806	\$ (251,282)
(Loss) income from investments, net	(144)	234
Interest income from loans receivable	1,465	1,647
Interest expense	(4,857)	(1,226)
Other loss, net	(1,566)	(174)
Total other (loss) income	(5,102)	481
Loss before income taxes	\$ (3,296)	\$ (250,801)
Income tax (expense) benefit	(5,346)	28,572
Net loss	\$ (8,642)	\$ (222,229)
Less: net loss attributable to non-controlling interests	(833)	(50,275)
Net loss attributable to Acreage Holdings, Inc.	\$ (7,809)	\$ (171,954)
Net loss per share attributable to Acreage Holdings, Inc. - basic and diluted:	\$ (0.07)	\$ (1.85)
Weighted average shares outstanding - basic and diluted	106,204	92,902

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

ACREAGE HOLDINGS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands)	LLC Membership Units	Pubco Shares (as converted)	Attributable to shareholders of the parent				Non- controlling Interests	Total Equity
			Share Capital	Treasury Stock	Accumulated Deficit	Shareholders' Equity		
December 31, 2019	—	90,646	\$ 615,678	\$ (21,054)	\$ (188,617)	\$ 406,007	\$ 88,787	\$ 494,794
Issuances for private placement	—	6,085	27,887	—	—	27,887	—	27,887
NCI adjustments for changes in ownership	—	113	(6,564)	—	—	(6,564)	6,564	—
Capital distributions, net	—	—	—	—	—	—	(18)	(18)
Equity-based compensation expense and related issuances	—	586	34,737	—	—	34,737	—	34,737
Net loss	—	—	—	—	(171,954)	(171,954)	(50,275)	(222,229)
March 31, 2020	—	97,430	\$ 671,738	\$ (21,054)	\$ (360,571)	\$ 290,113	\$ 45,058	\$ 335,171
December 31, 2020	3,861	101,250	\$ 737,290	\$ (21,054)	\$ (475,205)	\$ 241,031	\$ 18,678	\$ 259,709
Purchase of non-controlling interest in subsidiary	—	—	(272)	—	—	(272)	(14)	(286)
NCI adjustments for changes in ownership	—	400	601	—	—	601	(601)	—
Capital distributions, net	—	—	—	—	—	—	(30)	(30)
Other equity transactions	—	97	300	—	—	300	—	300
Equity-based compensation expense and related issuances	—	1,693	6,042	—	—	6,042	—	6,042
Net loss	—	—	—	—	(7,809)	(7,809)	(833)	(8,642)
March 31, 2021	3,861	103,440	\$ 743,961	\$ (21,054)	\$ (483,014)	\$ 239,893	\$ 17,200	\$ 257,093

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

ACREAGE HOLDINGS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Three Months Ended March 31,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (8,642)	\$ (222,229)
Adjustments for:		
Depreciation and amortization	969	2,067
Depreciation and amortization included in COGS	552	156
Equity-based compensation expense	6,042	34,737
Loss on disposal of capital assets	1,592	—
Impairments, net	818	187,775
Loss on notes receivable	—	8,161
Non-cash other revenue	(2,500)	—
Non-cash interest expense	1,119	319
Non-cash operating lease adjustments	(391)	527
Deferred tax benefit	(400)	(31,694)
Non-cash income from investments, net	(157)	(234)
Recovery of assets held-for-sale	(8,616)	—
Change, net of acquisitions in:		
Inventory	(1,736)	(2,530)
Other assets	(1,289)	(835)
Interest receivable	292	882
Accounts payable and accrued liabilities	(1,328)	(5,226)
Taxes payable	4,618	2,729
Interest payable	2,184	29
Other liabilities	5,284	(35)
Net cash used in operating activities	\$ (1,589)	\$ (25,401)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of capital assets	\$ (5,421)	\$ (7,790)
Investments in notes receivable	(1,229)	(11,560)
Collection of notes receivable	86	23
Cash paid for long-term investments	302	—
Proceeds from sale of capital assets	5	—
Business acquisitions, net of cash acquired	(286)	—
Distributions from investments	13	8
Net cash used in investing activities	\$ (6,530)	\$ (19,319)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from related party debt	\$ —	\$ 5,000
Repayment of related party loan	—	(20,000)
Proceeds from debt financing	1,190	21,000
Deferred financing costs paid	—	(1,531)
Proceeds from equity transactions	301	27,887
Collateral received from financing agreement	—	22,000
Repayment of debt	(2,070)	(197)
Net cash (used in) provided by financing activities	\$ (579)	\$ 54,159
Net (decrease) increase in cash, cash equivalents and restricted cash	\$ (8,698)	\$ 9,439
Cash, cash equivalents and restricted cash - Beginning of period	54,639	26,600
Cash, cash equivalents and restricted cash - End of period	\$ 45,941	\$ 36,039

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

ACREAGE HOLDINGS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Three Months Ended March 31,	
	2021	2020
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid - non-lease	\$ 1,555	\$ 2
Income taxes paid	1,044	525
OTHER NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Capital assets not yet paid for	\$ 1,805	\$ 4,377
Exchange of intangible assets to notes receivable (Note 4)	—	18,800
Holdback of Maine HSCP notes receivable (Note 6)	—	917

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

ACREAGE HOLDINGS, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

1. NATURE OF OPERATIONS

Acreage Holdings, Inc. (the “Company”, “Pubco” or “Acreage”) was originally incorporated under the *Business Corporations Act* (Ontario) on July 12, 1989 as Applied Inventions Management Inc. On August 29, 2014, the Company changed its name to Applied Inventions Management Corp. The Company continued into British Columbia and changed its name to “Acreage Holdings, Inc.” on November 9, 2018. The Company’s Class E subordinate voting shares (“Fixed Shares”) and Class D subordinate voting shares (“Floating Shares”) are listed on the Canadian Securities Exchange under the symbols “ACRG.A.U” and “ACRG.B.U”, respectively, quoted on the OTCQX under the symbols “ACRHF” and “ACRDF”, respectively, and traded on the Frankfurt Stock Exchange under the symbols “0VZ1” and “0VZ2”, respectively. The Company indirectly owns, operates and has contractual relationships with cannabis cultivation facilities, dispensaries and other cannabis-related companies in the United States (“U.S.”).

High Street Capital Partners, LLC, a Delaware limited liability company doing business as “Acreage Holdings” (“HSCP”), was formed on April 29, 2014. The Company became the indirect parent of HSCP on November 14, 2018 in connection with the reverse takeover (“RTO”) transaction described below.

The Company’s principal place of business is located at 450 Lexington Avenue, #3308, New York, New York in the U.S. The Company’s registered and records office address is Suite 2800, Park Place, 666 Burrard Street, Vancouver, British Columbia in Canada.

The RTO transaction

On September 21, 2018, the Company, HSCP, HSCP Merger Corp. (a wholly-owned subsidiary of the Company), Acreage Finco B.C. Ltd. (a special purpose corporation) (“Finco”), Acreage Holdings America, Inc. (“USCo”) and Acreage Holdings WC, Inc. (“USCo2”) entered into a business combination agreement (the “Business Combination Agreement”) whereby the parties thereto agreed to combine their respective businesses, which would result in the RTO of Pubco by the security holders of HSCP, which was deemed to be the accounting acquiror. On November 14, 2018, the parties to the Business Combination Agreement completed the RTO.

Canopy Growth Corporation transaction

On June 27, 2019, the Company and Canopy Growth Corporation (“Canopy Growth” or “CGC”) implemented the Prior Plan of Arrangement (as defined in Note 13) contemplated by the Original Arrangement Agreement (as defined in Note 13). Pursuant to the Prior Plan of Arrangement, Canopy Growth was granted an option to acquire all of the issued and outstanding shares of the Company in exchange for the payment of 0.5818 of a common share in the capital of Canopy Growth for each Class A subordinate voting share (each, a “SVS”) held (with the Class B proportionate voting shares (the “PVS”) and Class C multiple voting shares (the “MVS”) being automatically converted to SVS immediately prior to consummation of the Acquisition (as defined in Note 13), which original exchange ratio was subject to adjustment in accordance with the Original Arrangement Agreement. Canopy Growth was required to exercise the option upon a change in federal laws in the United States to permit the general cultivation, distribution and possession of marijuana (as defined in the relevant legislation) or to remove the regulation of such activities from the federal laws of the United States (the “Triggering Event”) and, subject to the satisfaction or waiver of certain closing conditions set out in the Original Arrangement Agreement, Canopy Growth was required to acquire all of the issued and outstanding SVS (following the mandatory conversion of the PVS and MVS into SVS).

On June 24, 2020, Canopy Growth and the Company entered into an agreement to, among other things, amend the terms of the Original Arrangement Agreement and the terms of the Prior Plan of Arrangement (the “Amended Arrangement”). On September 16, 2020, the Company’s shareholders voted in favor of a special resolution authorizing and approving the terms of, among other things, the Amended Arrangement. Subsequently, on September 18, 2020, the Company obtained a final order from the Supreme Court of British Columbia approving the Amended Arrangement, and on September 23, 2020 the Company and Canopy Growth entered into the Amending Agreement (as defined in Note 13) and implemented the Amended Arrangement. Pursuant to the Amended Arrangement, the Company’s articles were amended to create the Fixed Shares, the Floating Shares and the Class F multiple voting shares (the “Fixed Multiple Shares”), and each outstanding SVS was exchanged for 0.7 of a Fixed Share and 0.3 of a Floating Share, each outstanding PVS was exchanged for 28 Fixed Shares and 12 Floating Shares, and each outstanding MVS was exchanged for 0.7 of a Fixed Multiple Share and 0.3 of a Floating Share. Refer to Note 13 for further discussion.

ACREAGE HOLDINGS, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

Pursuant to the implementation of the Amended Agreement, on September 23, 2020, a subsidiary of Canopy Growth advanced gross proceeds of \$50,000 to Universal Hemp, LLC, an affiliate of the Company. The debenture bears interest at a rate of 6.1% per annum. Refer to Note 10 for further discussion.

COVID-19

In December 2019, a novel strain of coronavirus (“COVID-19”) emerged in Wuhan, China. Since then, it has spread to other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic.

In response to the outbreak, governmental authorities in the United States, Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. Management has been closely monitoring the impact of COVID-19, with a focus in the health and safety of the Company’s employees, business continuity and supporting its communities. The Company has implemented various measures to reduce the spread of the virus, including implementing social distancing measures at its cultivation facilities, manufacturing facilities, and dispensaries, enhancing cleaning protocols at such facilities and dispensaries and encouraging employees to adhere to preventative measures recommended by local, state, and federal health officials.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and going concern

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments consisting only of normal recurring adjustments necessary for a fair presentation have been reflected in these unaudited condensed consolidated financial statements. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2021, or any other period.

As reflected in the financial statements, the Company had an accumulated deficit as of March 31, 2021, as well as a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company’s ability to continue as a going concern for at least one year from the issuance of these financial statements.

However, management believes that substantial doubt about the Company’s ability to meet its obligations for the next twelve months from the date these financial statements were issued has been alleviated due to, but not limited to, (i) access to future capital commitments, (ii) continued sales growth from the Company’s consolidated operations, (iii) latitude as to the timing and amount of certain operating expenses as well as capital expenditures, (iv) restructuring plans that have already been put in place to improve the Company’s profitability, (v) the Standby Equity Distribution Agreement (refer to Note 13 and 17 for further discussion) and (vi) the anticipated Non-Core Divestitures (refer to Note 3 for further discussion).

If the Company is unable to raise additional capital whenever necessary, it may be forced to decelerate or curtail its footprint buildout or other operational activities until such time as additional capital becomes available. Such limitation of the Company’s activities would allow it to slow its rate of spending and extend its use of cash until additional capital is raised. However, management cannot provide any assurances that it will be successful in accomplishing any of the Company’s plans. Management also cannot provide any assurance as to unforeseen circumstances that could occur at any time within the next twelve months or thereafter which could increase the Company’s need to raise additional capital on an immediate basis.

These interim unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, dated March 25, 2021, as filed with the Securities and Exchange Commission (the “2020 Form 10-K”).

ACREAGE HOLDINGS, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

Emerging growth company

The Company is an “emerging growth company” as defined in the Jumpstart Our Business Startups Act (the “JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies.

Functional and presentation currency

The unaudited condensed consolidated financial statements and the accompanying notes are expressed in U.S. dollars. Financial metrics are presented in thousands. Other metrics, such as shares outstanding, are presented in thousands unless otherwise noted.

Use of estimates

The preparation of the Company’s unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the amounts that are reported in the unaudited condensed consolidated financial statements and accompanying disclosures. Although these estimates are based on management’s best knowledge of current events and actions that the Company may undertake in the future, actual results may differ from those estimates. Significant estimates inherent in the preparation of the accompanying unaudited condensed consolidated financial statements include the fair value of assets acquired and liabilities assumed in business combinations, assumptions relating to equity-based compensation expense, estimated useful lives for property, plant and equipment and intangible assets, the valuation allowance against deferred tax assets and the assessment of potential impairment charges on goodwill, intangible assets and investments in equity and notes receivable.

Basis of consolidation

The unaudited condensed consolidated financial statements include the accounts of Acreage, its subsidiaries and variable interest entities (“VIEs”) where the Company is considered the primary beneficiary, if any, after elimination of intercompany accounts and transactions. Investments in entities in which the Company has significant influence, but less than a controlling financial interest, are accounted for using the equity method. The Company’s proportionate share of net income or loss of the entity is recorded in *Income (loss) from investments, net* in the Consolidated Statements of Operations.

The unaudited and audited consolidated financial statements are referred to as the “Financial Statements” herein. The unaudited condensed consolidated statements of operations are referred to as the “Statements of Operations” herein. The unaudited and audited condensed consolidated statements of financial position are referred to as the “Statements of Financial Position” herein. The unaudited condensed consolidated statements of cash flows are referred to as the “Statements of Cash Flows” herein.

Restricted cash

Restricted cash represents funds contractually held for specific purposes (refer to Note 10) and, as such, not available for general corporate purposes. Cash and restricted cash, as presented on the Statements of Cash Flows, consists of \$22,844 and \$23,097 as of March 31, 2021, respectively, and \$13,944 and \$22,095 as of March 31, 2020, respectively.

Impairment of long-lived assets

Goodwill and indefinite-lived intangible assets are not subject to amortization and are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. Goodwill and indefinite-lived intangible assets are tested at the individual business level. The Company may first assess qualitative factors and, if it determines it is more likely than not that the fair value is less than the carrying value, then proceed to a quantitative test if necessary.

Finite-lived intangible assets and other long-lived assets are tested for impairment based on undiscounted cash flows when events or changes in circumstances indicate that the carrying amount may not be recoverable.

ACREAGE HOLDINGS, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

Accounting for warrants and convertible notes

The Company determines the accounting classification of warrants it issues, as either liability or equity classified, by first assessing whether the warrants meet liability classification in accordance with ASC 480-10, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*, then in accordance with ASC 815-40, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock*. Under ASC 480, warrants are considered liability classified if the warrants are mandatorily redeemable, obligate the Company to settle the warrants or the underlying shares by paying cash or other assets, or warrants that must or may require settlement by issuing a variable number of shares.

If warrants do not meet the liability classification under ASC 480-10, the Company assesses the requirements under ASC 815-40, which states that contracts that require or may require the issuer to settle the contract for cash are liabilities recorded at fair value, irrespective of the likelihood of the transaction occurring that triggers the net cash settlement feature. If the warrants do not require liability classification under ASC 815-40, and in order to conclude equity classification, the Company also assesses whether the warrants are indexed to its common stock and whether the warrants are classified as equity under ASC 815-40 or other applicable GAAP. After all relevant assessments, the Company concludes whether the warrants are classified as liability or equity. Liability classified warrants require fair value accounting at issuance and subsequent to initial issuance with all changes in fair value after the issuance date recorded in the statements of operations. Equity classified warrants only require fair value accounting at issuance with no changes recognized subsequent to the issuance date.

The Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the difference between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. The debt discounts under these arrangements are amortized over the earlier of (i) the term of the related debt using the straight line method which approximates the interest rate method or (ii) redemption of the debt. The amortization of debt discounts is included as a component of *Interest expense* in the accompanying Statements of Operations. Refer to Note 10 for further discussion.

Assets held for sale

The Company classifies long-lived assets or disposal groups as held for sale in the period when the following held for sale criteria are met: (i) the Company commits to a plan to sell; (ii) the long-lived asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such long-lived assets or disposal groups; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale is probable within one year; (v) the asset or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. In accordance with ASC 360-10, *Property, Plant and Equipment*, long-lived assets and disposal groups classified as held for sale are measured at the lower of their carrying amount or fair value less costs to sell.

Net loss per share

Net loss per share represents the net loss attributable to shareholders divided by the weighted average number of shares outstanding during the period on an as converted basis. Basic and diluted loss per share are the same as of March 31, 2021 and 2020 as the issuance of shares upon conversion, exercise or vesting of outstanding units would be anti-dilutive in each period. There were 44,466 and 46,962 potentially dilutive shares outstanding as of March 31, 2021 and 2020, respectively. Refer to Note 16 for further discussion.

Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13 - *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), which was subsequently revised by ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-11, ASU 2020-02 and ASU 2020-03. ASU 2016-13 introduces a new model for assessing impairment on most financial assets. Entities will be required to use a forward-looking expected loss model, which will replace the current incurred loss model, which will result in earlier recognition of allowance for losses. As an emerging growth company, the Company has elected to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Securities and Exchange Act of 1934. Accordingly, ASU 2016-13 will be effective for the Company's first interim period of fiscal 2023, and the Company is currently evaluating the impact of the new standard.

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3. ACQUISITIONS, DIVESTITURES AND ASSETS HELD FOR SALE

Acquisitions

During the three months ended March 31, 2021, a subsidiary of the Company, HSC Solutions, LLC (“HSC Solutions”) entered into an assignment of membership agreement to acquire the remaining non-controlling interests of its subsidiary, NCC Real Estate, LLC (“NCCRE”), based primarily on the fair value of property held by NCCRE estimated in the amount of \$850. The consideration paid to the non-controlling interest sellers of \$286 was recorded in *Additional paid-in capital* and *Non-controlling interests* on the Statements of Financial Position, as of March 31, 2021. Additionally, the Company subsequently repaid the outstanding principal balance of the NCCRE secured loan. Refer to Note 10 for further discussion.

Divestitures

During the three months ended March 31, 2021, and 2020, the Company did not complete any divestitures.

Assets Held for Sale

On June 30, 2020, the Company determined certain businesses and assets met the held-for-sale criteria. The Company has identified the following businesses as their separate disposal groups: Acreage Florida, Inc. (“Acreage Florida”), Kanna, Inc., Maryland Medicinal Research & Caring, LLC (“MMRC”) and certain Oregon entities comprising 22nd & Burn, Inc., The Firestation 23, Inc., East 11th Incorporated and a dispensary in Springfield, Oregon, collectively (“Cannabliss”). As further disposal groups, the Company has identified certain assets owned in HSCP Oregon, LLC (comprising Medford and Powell) and Michigan as held-for-sale.

In accordance with ASC 205-20-45 - *Discontinued Operations*, a disposal of a component of an entity shall be reported in discontinued operations if the divestiture represents a strategic shift that will have a major effect on the entity’s operations and financial results. Management determined that the expected divestitures will not represent a strategic shift that will have a major effect on the Company’s operations and financial results and thus will not report the expected divestitures of these assets as discontinued operations.

Upon classification of the disposal groups as held for sale, the Company tested each disposal group for impairment and recognized charges of \$11,003 for the year ended December 31, 2020 to write the disposal groups down to its fair value less costs to sell. During the three months ended March 31, 2021, the Company recognized a recovery on the Acreage Florida disposal group of \$8,616 within *Recovery of assets held-for-sale* on the Statements of Operations as the estimated fair value less costs to sell increased. Additionally, all assets and liabilities determined within these disposal groups were transferred into *Assets held-for-sale* and *Liabilities related to assets held-for-sale* on the Statements of Financial Position, respectively as of March 31, 2021 from each of their previous respective financial statement captions. Refer to the table below for further details.

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The preliminary fair values of the major classes of assets and liabilities of the businesses and assets classified as held-for-sale on the Statements of Financial Position are presented below and are subject to change based on developments during the sales process.

	March 31, 2021							
	Acreage Florida⁽³⁾	Kanna, Inc.	MMRC⁽¹⁾	Michigan	Cannabliss	OR - Medford⁽²⁾	OR - Powell⁽²⁾	Total
Cash	\$ 212	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 212
Inventory	606	—	—	—	265	100	104	1,075
Notes receivable, current	—	—	—	—	—	62	—	62
Other current assets	169	—	10	—	1	—	—	180
Total current assets classified as held-for-sale	987	—	10	—	266	162	104	1,529
Capital assets, net	10,093	1,156	286	7,469	83	2,252	7	21,346
Operating lease right-of-use assets	16,796	944	362	—	1,354	321	164	19,941
Intangible assets, net	26,190	970	801	—	—	—	—	27,961
Goodwill	—	—	—	—	2,192	—	—	2,192
Other non-current assets	339	—	—	—	23	40	10	412
Total assets classified as held for sale	<u>\$ 54,405</u>	<u>\$ 3,070</u>	<u>\$ 1,459</u>	<u>\$ 7,469</u>	<u>\$ 3,918</u>	<u>\$ 2,775</u>	<u>\$ 285</u>	<u>\$ 73,381</u>
Accounts payable and accrued liabilities	\$ (260)	\$ (127)	\$ (6)	\$ —	\$ (492)	\$ —	\$ (39)	\$ (924)
Taxes payable	—	(15)	—	—	(688)	—	—	(703)
Operating lease liability, current	(509)	(259)	(29)	—	(257)	(136)	(126)	(1,316)
Other current liabilities	(134)	—	—	—	—	—	—	(134)
Total current liabilities classified as held-for-sale	(903)	(401)	(35)	—	(1,437)	(136)	(165)	(3,077)
Operating lease liability, non-current	(13,979)	(542)	(317)	—	(1,004)	(254)	—	(16,096)
Deferred tax liabilities	—	—	—	—	6	—	—	6
Total liabilities classified as held-for-sale	<u>\$ (14,882)</u>	<u>\$ (943)</u>	<u>\$ (352)</u>	<u>\$ —</u>	<u>\$ (2,435)</u>	<u>\$ (390)</u>	<u>\$ (165)</u>	<u>\$ (19,167)</u>

(1) In August 2020, the Company entered into a transaction of sale for MMRC for \$1,500 with a buyer. The Company's applicable subsidiary, when permitted by state law, will transfer all of the issued and outstanding membership interests of MMRC to the buyer. In the interim, and subject to regulatory approval, the buyer and MMRC will enter into a management services agreement for the management and operation of MMRC until such time as the Company can transfer the equity of MMRC to the buyer.

(2) In February 2021, a subsidiary of the Company entered into a definitive agreement and management services agreement to sell an indoor cultivation facility in Medford, Oregon and a retail dispensary in Portland, Oregon, for total consideration of \$3,000, to be paid in a series of tranches based on estimated regulatory approvals expected not to exceed 18 months.

(3) In February 2021, the Company entered into a definitive agreement to sell its ownership interests in Acreage Florida for an aggregate purchase price of \$60,000. Acreage Florida is licensed to operate medical marijuana dispensaries, a processing facility and a cultivation facility in the state of Florida. The agreement also includes the sale of property in Sanderson, Florida. The aggregate purchase price includes an upfront cash payment of \$5,000, an additional \$20,000 in cash, \$7,000 of the buyer's common stock and the issuance of \$28,000 in promissory notes upon the closing. These terms were modified upon the closing of the transaction in April 2021, refer to Note 17 for further discussion.

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4. INTANGIBLE ASSETS AND GOODWILL

Intangible assets

The following table details the intangible asset balances by major asset classes:

Intangibles	March 31, 2021	December 31, 2020
Finite-lived intangible assets:		
Management contracts	\$ 16,467	\$ 19,580
Accumulated amortization on finite-lived intangible assets:		
Management contracts	(3,508)	(5,262)
Finite-lived intangible assets, net	12,959	14,318
Indefinite-lived intangible assets		
Cannabis licenses	124,665	124,665
Total intangibles, net	\$ 137,624	\$ 138,983

The intangible assets balance as of March 31, 2021 excludes intangible assets reclassified to assets held for sale. Refer to Note 3 for further discussion. The average useful life of finite-lived intangible assets ranges from one to five years.

Impairment of intangible assets

In December 2019, a novel strain of coronavirus emerged in Wuhan, China, which since then, has spread worldwide. As a result of the recent global economic impact and uncertainty due to the COVID-19 pandemic, the Company concluded a triggering event had occurred as of March 31, 2020, and accordingly, performed interim impairment testing.

The Company performed a quantitative analysis and concluded certain of the indefinite-lived cannabis licenses had a fair value below the carrying value as of March 31, 2020. Accordingly, during the three months ended March 31, 2020, the Company recognized impairment charges of \$92,798 with respect to its indefinite-lived intangible assets at Acreage Florida, Inc., Form Factory Holdings, LLC (“Form Factory”) and Kanna, Inc. The charge is recognized in *Impairments, net* on the Statements of Operations.

The Company evaluated the recoverability of the related finite-lived intangible assets to be held and used by comparing the carrying amount of the assets to the future net undiscounted cash flows expected to be generated by the assets, or comparable market sales data to determine if the carrying value is recoverable.

During the three months ended March 31, 2021, the Company recognized an impairment charge of \$818, related to its finite-lived intangible asset at Prime Alternative Treatment Center Consulting, LLC (“PATCC”), due to changes in expected cash flows pursuant to a revised consulting services agreement. During the three months ended March 31, 2020, the Company recognized impairment charges of \$8,324, with respect to its finite-lived intangible assets at Form Factory and CWG Botanicals, Inc. (“CWG”). These charges are recognized in *Impairments, net* on the Statements of Operations.

These impairments resulted in the recognition of a tax provision benefit and an associated reversal of deferred tax liabilities of \$205 and \$31,316 during the three months ended March 31, 2021 and 2020, respectively.

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WCM Refinancing

On March 6, 2020, a subsidiary of the Company closed on a refinancing, transaction and conversion related to Northeast Patients Group, operating as Wellness Connection of Maine (“WCM”), a medical cannabis business in Maine, resulting in ownership of WCM by three individuals. In connection with the transaction, WCM converted from a non-profit corporation to a for-profit corporation. Refer to Note 6 for further discussion. Concurrently, a portion of the management contract was converted into a promissory note of \$18,800 in *Notes receivable, non-current* on the Statements of Financial Position in exchange for the previously held management contract. An impairment was determined as the differential between the net carrying value of the previously held management contract and the promissory note received in exchange. This resulted in an impairment loss to finite-lived intangible assets of \$9,395 in *Impairments, net* on the Statements of Operations for the three months ended March 31, 2020.

Amortization expense recorded during the three months ended March 31, 2021 and 2020 was \$541 and \$1,165, respectively.

During the three months ended March 31, 2021, the Company revised its estimated useful life related to its management services agreements with Greenleaf Apothecaries, LLC, Greenleaf Therapeutics, LLC and Greenleaf Gardens, LLC (together “Greenleaf”), due to changes in the expected duration of the agreements.

Expected annual amortization expense for existing intangible assets subject to amortization at March 31, 2021 is as follows for each of the next five fiscal years:

Amortization of Intangibles	2021	2022	2023	2024	2025
Amortization expense	\$ 9,469	\$ 815	\$ 815	\$ 815	\$ 815

Goodwill

The following table details the changes in the carrying amount of goodwill:

Goodwill	Total
December 31, 2020	\$ 31,922
Acquisitions	—
Impairment	—
Less: Goodwill held for sale	—
March 31, 2021	\$ 31,922

Also as a result of the recent global economic impact and uncertainty due to the COVID-19 pandemic, the Company concluded a triggering event had occurred as of March 31, 2020, and accordingly, performed interim impairment testing.

During the three months ended March 31, 2020, the Company recognized impairment charges of \$65,304, with respect to its goodwill related to Form Factory. The Company applied the discounted cash flow approach to determine the fair value of Form Factory. The charge is recognized in *Impairments, net* on the Statements of Operations.

Pursuant to the WCM refinancing described above, the Company recognized an impairment loss to goodwill of \$11,586 on *Impairments, net* on the Statements of Operations for the three months ended March 31, 2020. This was determined as the differential between the net carrying value of the previously held management contract and the promissory note received in exchange.

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5. INVESTMENTS

The carrying values of the Company’s investments in the Statements of Financial Position as of March 31, 2021 and December 31, 2020 are as follows:

Investments	March 31, 2021	December 31, 2020
Investments held at FV-NI	33,968	34,126
Equity method investments	—	—
Total long-term investments	\$ 33,968	\$ 34,126

(Loss) income from investments, net in the Statements of Operations during the three months ended March 31, 2021 and 2020 is as follows:

Investment (loss) income	Three Months Ended March 31,	
	2021	2020
Investments held at FV-NI	(144)	240
Equity method investments	—	(6)
(Loss) income from investments, net	\$ (144)	\$ 234

Investments held at FV-NI

The Company has investments in equity of several companies that do not result in significant influence or control. These investments are carried at fair value, with gains and losses recognized in the Statements of Operations.

Equity method investments

With a portion of the proceeds for the 6.1% loan received by Universal Hemp, LLC (“**Universal Hemp**”), Acreage engaged an investment advisor (the “**Investment Advisor**”) which, under the Investment Advisor’s sole discretion, invested on behalf of Universal Hemp \$34,019 on September 28, 2020. As a result, Universal Hemp acquired 34,019 class B units, at \$1 par value per unit, which represented 100% financial interest in an Investment Partnership, a Canada-based limited partnership. An affiliate of the Institutional Investor holds Class A units of the Investment Partnership. The general partner of the Investment Partnership is also an affiliate of the Institutional Investor. The Class B units are held by the Investment Advisor as an agent for Universal Hemp. Universal Hemp, through its investment with the Investment Advisor was determined to hold significant influence in the Investment Partnership in accordance with ASC 810 due to 1) the economic financial interest, and 2) the entitlement to matters as they pertain to ‘Extraordinary Resolution’ items as defined within the Investment Partnership Agreement. As a result, the Company accounted for the investment in the Investment Partnership under the equity method until December 2020. Refer to Note 10 for further discussion (“**September 2020 Transactions**”).

In December 2020, as the Company no longer held significant influence due to the removal of the Extraordinary Resolution entitlements and other revisions in the Investment Partnership Agreement, the Company changed its accounting for the Investment Partnership to recognize the investment at fair value, with gains and losses recognized in the Statements of Operations.

6. NOTES RECEIVABLE

Notes receivable as of March 31, 2021 and December 31, 2020 consisted of the following:

	March 31, 2021	December 31, 2020
Notes receivable	\$ 97,817	\$ 94,171
Interest receivable	5,467	5,762
Total notes receivable	\$ 103,284	\$ 99,933
Less: Notes receivable, current	8,892	2,032
Notes receivable, non-current	\$ 94,392	\$ 97,901

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Interest income on notes receivable during the three months ended March 31, 2021 and 2020 totaled \$1,465 and \$1,647, respectively.

On March 6, 2020, a subsidiary of the Company closed on a refinancing transaction and conversion related to Northeast Patients Group, operating as WCM, a medical cannabis business in Maine, resulting in ownership of WCM by three individuals. In connection with the transaction, WCM converted from a non-profit corporation to a for-profit corporation. WCM previously had a series of agreements with Wellness Pain & Management Connection LLC (“WPMC”), which resulted in an outstanding balance of \$18,800 due to WPMC as of closing of this transaction. A restated consulting agreement was put in place, whereby WCM agrees to pay a fixed annual fee of \$120, payable monthly, in exchange for a suite of consulting services. In addition, a promissory note payable to WPMC was signed in the amount of \$18,800 to convert the existing payment due into a fixed, secured debt obligation.

In order to fund the transaction of WCM, a subsidiary of the Company created a new Maine corporation, named Maine HSCP, Inc. (“Maine HSCP”). At closing, a subsidiary of the Company contributed \$5,700 to Maine HSCP, and then sold 900 shares of Maine HSCP, constituting all of the outstanding equity interests of Maine HSCP, to three qualifying individuals in exchange for promissory notes of \$1,900 each. Each note is secured by a pledge of the shares in Maine HSCP, and payment of the note is to be made solely from dividends paid to the shareholder by Maine HSCP, except for amounts to be paid to the shareholder to cover tax obligations. The Company’s relevant subsidiary has the option, exercisable at any time, to buy back the shares, at the higher of fair market value or the remaining balance under the promissory notes. The individuals also have the right at any time to put the shares to the Company’s subsidiary on the same terms. The net equity impact to the Company was nil, and the option described above is only redeemable if permissible pursuant to Maine regulations.

On July 1, 2019, a subsidiary of the Company entered into \$8,000 convertible note receivable with a west coast social equity program. Upon certain conditions related to a subsequent capital raise, the Company’s applicable subsidiary will obtain the right to convert its financing receivable to an ownership interest. The line of credit matures in June 2022 and bears interest at a rate of 8% per annum. During the three months ended March 31, 2020, the Company wrote off the note receivable and the accrued interest of \$8,000 and \$161, respectively, as the Company determined that the note was not collectible and recorded a loss on notes receivable of \$8,161.

The Company provides revolving lines of credit to several entities under management services agreements which are included in notes receivable. The relevant terms and balances are detailed below.

Lines of Credit

Counterparty	Maximum Obligation	Interest Rate	Balance as of	
			March 31, 2021	December 31, 2020
Greenleaf ⁽¹⁾	\$ 31,200	3.25% - 4.75%	\$ 29,422	\$ 29,422
CWG Botanicals Inc. (“CWG”) ⁽²⁾	12,000	8%	9,767	9,767
Compassionate Care Foundation, Inc. (“CCF”) ⁽³⁾	12,500	18%	—	—
Prime Alternative Treatment Center, Inc. (“PATC”) ⁽⁴⁾	7,150	—%	7,150	4,650
Patient Centric of Martha’s Vineyard, Ltd. (“PCMV”) ⁽⁵⁾	9,000	15%	7,161	6,873
Health Circle, Inc. ⁽⁶⁾	8,000	15%	4,331	4,331
Total	\$ 79,850		\$ 57,831	\$ 55,043

(1) During the year ended December 31, 2018, a subsidiary of the Company extended lines of credit to Greenleaf Apothecaries, LLC, Greenleaf Therapeutics, LLC and Greenleaf Gardens, LLC (together, “Greenleaf”), which mature in June 2023.

(2) The revolving line of credit due from CWG matures in December 2021.

(3) In September 2018, a subsidiary of the Company entered into a management agreement to provide certain advisory and consulting services to CCF for a monthly fee based on product sales.

In November 2019, certain changes in New Jersey state laws occurred to allow for-profit entities to hold cannabis licenses and certain regulatory approvals. Accordingly, a subsidiary of the Company entered into a Reorganization Agreement with CCF, whereby the management agreement will terminate and any outstanding obligations on the line of credit will convert to a direct ownership interest in CCF, which will convert to a for-profit entity. In June 2020, the transactions contemplated

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by the Reorganization Agreement closed and the line of credit converted into equity in CCF's successor entity. Refer to Note 3 for further discussion.

(4) PATC is a non-profit license holder in New Hampshire to which the Company's consolidated subsidiary PATCC provides management or other consulting services.

In March 2021, PATC entered into a revised consulting services and line of credit agreement with PATCC, whereby previously unrecognized management fees were settled for \$2,500, which was recognized in *Other revenue, net* during the three months ended March 31, 2021. Pursuant to the revised line of credit agreement, the line of credit is non-interest bearing and will be repaid on a payment schedule with seven payments in the aggregate amount of \$7,150 through June 30, 2023.

(5) In November 2018, a subsidiary of the Company entered into a services agreement with PCMV. The line of credit matures in November 2023. The services agreement was terminated in February 2020.

(6) Health Circle, Inc. is a non-profit license holder in Massachusetts that formerly had a services agreement with the Company's consolidated subsidiary MA RMD SCVS, LLC. The line of credit matures in November 2032. The services agreement was terminated in February 2020.

7. CAPITAL ASSETS, net

Net property and equipment consisted of:

	March 31, 2021	December 31, 2020
Land	\$ 3,811	\$ 3,811
Building	36,756	34,114
Right-of-use asset, finance leases	5,077	5,077
Construction in progress	15,620	13,697
Furniture, fixtures and equipment	17,658	18,062
Leasehold improvements	24,634	23,681
Capital assets, gross	\$ 103,556	\$ 98,442
Less: accumulated depreciation	(10,593)	(9,306)
Capital assets, net	\$ 92,963	\$ 89,136

Depreciation of capital assets for the three months ended March 31, 2021 and 2020, include \$428 and \$902 of depreciation expense, and \$911 and \$600, that was capitalized to inventory, respectively.

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8. LEASES

The Company leases land, buildings, equipment and other capital assets which it plans to use for corporate purposes and the production and sale of cannabis products. Leases with an initial term of 12 months or less are not recorded on the Statements of Financial Position and are expensed in the Statements of Operations on the straight-line basis over the lease term. The Company does not have any material variable lease payments, and accounts for non-lease components separately from leases.

Balance Sheet Information	Classification	March 31, 2021	December 31, 2020
Right-of-use assets			
Operating	Operating lease right-of-use assets	\$ 16,889	\$ 17,247
Finance	Capital assets, net	4,712	4,776
Total right-of-use assets		\$ 21,601	\$ 22,023
Lease liabilities			
Current			
Operating	Operating lease liability, current	\$ 1,285	\$ 1,492
Non-current			
Operating	Operating lease liability, non-current	16,331	16,609
Financing	Debt, non-current	5,190	5,174
Total lease liabilities		\$ 22,806	\$ 23,275

Statement of Operations Information	Classification	Three Months Ended March 31,	
		2021	2020
Short-term lease expense	General and administrative	\$ 88	\$ 317
Operating lease expense	General and administrative	1,046	2,020
Finance lease expense:			
Amortization of right of use asset	Depreciation and amortization	63	95
Interest expense on lease liabilities	Interest expense	184	215
Sublease income	Other loss, net	(3)	(16)
Net lease cost		\$ 1,290	\$ 2,314

Statement of Cash Flows Information	Classification	Three Months Ended March 31,	
		2021	2020
Cash paid for operating leases	Net cash used in operating activities	\$ 1,437	\$ 1,493
Cash paid for finance leases - interest	Net cash used in operating activities	\$ 169	\$ 196

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The following represents the Company's future minimum payments required under existing leases with initial terms of one year or more as of March 31, 2021:

Maturity of lease liabilities	Operating Leases	Finance Leases
2021 ⁽¹⁾	\$ 2,992	\$ 511
2022	2,949	701
2023	2,849	722
2024	2,912	743
2025	2,960	766
Thereafter	14,184	13,276
Total lease payments	\$ 28,846	\$ 16,719
Less: imputed interest	10,920	11,529
Present value of lease liabilities	\$ 17,926	\$ 5,190
Weighted average remaining lease term (years)	8	14
Weighted average discount rate	11%	12%

⁽¹⁾ Includes minimum payments under existing operating leases currently classified as held-for-sale (Refer to Note 3 for discussion).

As of March 31, 2021, there have been no leases entered into that have not yet commenced.

9. INVENTORY

	March 31, 2021	December 31, 2020
Retail inventory	\$ 1,855	\$ 1,803
Wholesale inventory	18,459	18,055
Cultivation inventory	3,444	2,317
Supplies & other	1,617	1,540
Total	\$ 25,375	\$ 23,715

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10. DEBT

The Company's debt balances consist of the following:

Debt balances	March 31, 2021	December 31, 2020
NCCRE loan	\$ —	\$ 470
Seller's notes	2,581	2,581
Financing liability (related party)	15,253	15,253
Finance lease liabilities	5,190	5,174
3.55% Credit facility due 2021	20,215	20,043
3.55% Credit facility collateral (related party)	20,845	22,169
7.5% Loan due 2023 (related party)	32,203	32,124
6.1% Secured debenture due 2030 (related party)	46,185	46,085
Hempco Foros promissory note	2,000	2,000
Senior secured term loan facility	23,200	22,870
Construction financing loan	6,090	4,438
Canwell promissory note	6,750	7,250
Total debt	\$ 180,512	\$ 180,457
Less: current portion of debt	47,642	27,139
Total long-term debt	\$ 132,870	\$ 153,318

The interest expense related to the Company's debt during the three months ended March 31, 2021 and 2020 consists of the following:

Interest Expense	Three Months Ended March 31,	
	2021	2020
NCCRE loan	\$ 4	\$ 5
Seller's notes	78	72
Financing liability (related party)	351	591
Finance lease liabilities	184	215
3.55% Credit facility due 2021	599	89
3.55% Credit facility collateral (related party)	674	254
7.5% Loan due 2023 (related party)	689	—
6.1% Secured debenture due 2030 (related party)	863	—
Hempco Foros promissory note	49	—
Senior secured term loan facility	1,366	—
Total interest expense	\$ 4,857	\$ 1,226

NCC Real Estate, LLC ("NCCRE") loan

NCCRE, which is owned by the Company's consolidated subsidiary HSC Solutions, entered into a \$550 secured loan with a financial institution for the purchase of a building in Rolling Meadows, Illinois. The building is leased to NCC LLC. The secured loan carries a fixed interest rate of 3.7% and is due in December 2021. In connection with the Company acquiring the remaining non-controlling interests in NCCRE, the secured loan was subsequently repaid in March 2021 (refer to Note 3 for further discussion).

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Seller's notes

The Company issued Seller's notes payable in connection with several transactions, bearing interest at rates ranging from 3.5% to 10%.

Related party debt

During the year ended December 31, 2019, Kevin Murphy, the Chairman of the board of directors, made a non-interest bearing loan of \$15,000 to Acreage. In January 2020, Mr. Murphy made an additional non-interest bearing loan of \$5,000 to Acreage. These amounts were subsequently repaid in March 2020.

In October 2020, Mr. Murphy made an interest bearing loan of \$2,100 to the Company, bearing interest at 9.9% per annum. This amount was subsequently repaid in November 2020.

In addition, Mr. Murphy has an interest in the credit facility disclosed below under "3.55% Credit facility and collateral", in connection with which he loaned \$21,000 of the \$22,000 borrowed by the Company to the Lender (as defined below), which amount remains outstanding.

Financing liability (related party)

In connection with the Company's failed sale-leaseback transaction, a financing liability was recognized equal to the cash proceeds received. The Company will recognize the cash payments made on the lease as interest expense, and the principal will be derecognized upon expiration of the lease.

3.55% Credit facility and collateral

In March 2020, the Company borrowed \$21,000 from an institutional lender pursuant to a credit facility. The credit facility permits the Company to borrow up to \$100,000, which may be drawn down by the Company in four tranches, maturing two years from the date of the first draw down. On the first advance of debt with a term of two years, the Company will pay an annual interest rate of 3.55% for the first year and LIBOR+7% after the first year. Pursuant to the terms of the credit facility, any amounts borrowed are required to be fully collateralized by restricted cash of the aggregate principal amount plus \$1,000, which was met as of March 31, 2021. On March 11, 2021, the Company accelerated the maturity date related to this borrowing to June 15, 2021.

Also in March 2020, the Company closed \$22,000 in borrowings pursuant to a loan transaction with IP Investment Company, LLC (the "**Lender**"). The maturity date is 366 days from the closing date of the loan transaction. The Company will pay monthly interest on the collateral in the form of 27 SVS through the maturity date. The Lender may put any unsold interest shares to the Company upon maturity at a price of \$4.50 per share. Mr. Murphy loaned \$21,000 of the \$22,000 borrowed by the Company to the Lender. The loan is secured by the non-U.S. intellectual property assets, a cannabis state license and 12,000 SVS shares of the Company.

Pursuant to the Amended Arrangement, the monthly interest on the collateral payable to Mr. Murphy was modified to cash payments for the remaining duration of the term at an interest rate of 12% per annum, payable upon maturity. The remaining interest will continue to be paid monthly in the form of 2 Fixed Shares and 1 Floating Share through the maturity date.

The Company has determined such equity interest on collateral to be a mandatorily redeemable financial instrument that is recorded as a liability in accordance with ASC 480 - *Distinguishing liabilities from equity* ("ASC 480"). The liability is calculated based upon the share interest multiplied by the maturity price of \$4.50 per share. The equity and cash liability amounted to \$28 and \$621, respectively as of March 31, 2021 and was recorded in *Debt, current* within the Statements of Financial Position.

On March 7, 2021, the Company extended the maturity date related to the \$22,000 in borrowings with the Lender to March 31, 2021. On March 29, 2021, the Company further extended the maturity date of Tranche B of the loan transaction with the Lender, which is \$21,000 of the \$22,000 aggregate amount of the loan transaction, to June 30, 2021. Tranche A of the loan transaction with the Lender, which is \$1,000 of the \$22,000 aggregate amount of the loan transaction, was subsequently repaid in April 2021.

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September 2020 Transactions

On September 23, 2020, pursuant to the implementation of the Amended Arrangement (refer to Note 13), a subsidiary of Canopy Growth advanced gross proceeds of \$50,000 (less transaction costs of approximately \$4,025) to Universal Hemp, an affiliate of the Company, pursuant to the terms of a secured debenture (“**6.1% Loan**”). In accordance with the terms of the debenture, the funds cannot be used, directly or indirectly, in connection with or for any cannabis or cannabis-related operations in the United States, unless and until such operations comply with all applicable laws of the United States. An additional \$50,000 may be advanced pursuant to the debenture subject to the satisfaction of certain conditions by Universal Hemp. The debenture bears interest at a rate of 6.1% per annum, matures 10 years from the date hereof or such earlier date in accordance with the terms of the debenture and all interest payments made pursuant to the debenture are payable in cash by Universal Hemp. The debenture is not convertible and is not guaranteed by Acreage.

With a portion of the proceeds for the 6.1% Loan received by Universal Hemp, Acreage engaged an Investment Advisor which, under the Investment Advisor’s sole discretion, invested on behalf of Universal Hemp \$34,019 on September 28, 2020. As a result, Universal Hemp acquired 34,019 class B units, at \$1.00 par value per unit, which represented 100% financial interest in the Investment Partnership, a Canada-based limited partnership. An affiliate of the Institutional Investor holds class A units of the Investment Partnership. The general partner of the Investment Partnership is also an affiliate of the Institutional Investor. The class B units are held by the Investment Advisor as an agent for Universal Hemp. Upon execution of the limited partnership agreement, \$1,019 was distributed to the class A unit holders of the Investment Partnership.

On September 28, 2020 the Company received gross proceeds of \$33,000 (less transaction costs of approximately \$959) from an affiliate of the Institutional Investor (the “**Lender**”) and used a portion of the proceeds of this loan to retire its short-term \$11,000 convertible note (as described above) and its short-term note aggregating approximately \$18,000 in October 2020, with the remainder being used for working capital purposes. The loan is unsecured, matures in 3 years and bears interest at a 7.5% annual interest rate. The Lender is controlled by the Institutional Investor. The Investment Partnership is the investor in the Lender.

Hempco Foros promissory note

In October 2020, Foros Securities LLC extended a promissory note of \$2,000 to the Company bearing interest at 10% per annum. The promissory note matures at the earlier of July 5, 2021 or the date the principal is repaid in full.

Senior secured term loan facility

In October 2020, the Company’s subsidiary received initial commitments and funding from a syndicate of lenders for gross proceeds of \$28,000 (before origination discounts and issuance costs of approximately \$840 and \$1,136, respectively) pursuant to a senior secured term loan facility at an annual interest rate of 15% with a maturity of 4 years from closing. The total amount available under the senior secured term loan facility is \$70,000. Pursuant to the terms of the senior secured term loan facility, the Company is required to maintain a minimum cash liquidity position, which was met as of March 31, 2021.

In connection with the advance, the Company issued the lenders an aggregate of 1,557 Fixed Share Warrants with each Fixed Share Warrant exercisable for one Fixed Share and 698 Floating Share Warrants with each Floating Share Warrant exercisable for one Floating Share. The exercise price of each Fixed Share Warrant is \$3.15 and the exercise price of each Floating Share Warrant is \$3.01. The warrants are exercisable for a period of 4 years.

Construction financing loan

In November 2020, the Company entered into a loan agreement with a cannabis-focused real estate investment trust for a construction financing loan in the amount of \$13,320 (with transaction costs of approximately \$1,399). The loan agreement provides for an annual interest rate of 16% and a term of 18 months. The loan will be used to complete the expansion of the Company’s cultivation and processing factory in Illinois (the “Illinois Property”). The loan is secured by the Illinois Property and is subject to periodic advances to the Company to fund the completion of improvements or real property collateral or fund other amounts as permitted under the loan agreement.

CanWell promissory note

In November 2020, the Company issued a promissory note to the Canwell LLC (“Canwell”), which is non-interest bearing and payable based on a payment schedule with ten payments in the aggregate amount of \$7,750 through December 31, 2024.

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11. SHAREHOLDERS' EQUITY AND NON-CONTROLLING INTERESTS

The table below details the change in Pubco shares outstanding by class for the three months ended March 31, 2021:

Shareholders' Equity	Fixed Shares	Floating Shares	Fixed Shares Held in Treasury	Floating Shares Held in Treasury	Fixed Multiple Shares	Total Shares Outstanding
December 31, 2020	71,346	30,628	(589)	(253)	118	101,250
Issuances	890	900	—	—	—	1,790
NCI conversions	280	120	—	—	—	400
March 31, 2021	72,516	31,648	(589)	(253)	118	103,440

During the three months ended March 31, 2021, the Company issued 61 Fixed Shares and 28 Floating Shares as compensation for consulting services expense of \$300, recorded in *Other equity transactions* on the Statements of Shareholders' Equity. Additionally, during the three months ended March 31, 2021, the Company issued 5 Fixed Shares and 2 Floating Shares related to the 3.55% Credit facility and collateral borrowings, recorded in *Other equity transactions* on the Statements of Shareholders' Equity.

Pursuant to the Amended Arrangement, on September 23, 2020, Acreage completed a capital reorganization whereby (i) each existing SVS was exchanged for 0.7 of a Fixed Share and 0.3 of a Floating Share; (ii) each existing PVS was exchanged for 28 Fixed Shares and 12 Floating Shares; and (iii) each existing MVS was exchanged for 0.7 of a Fixed Multiple Share and 0.3 of a Floating Share. No fractional Fixed Shares, Fixed Multiple Shares or Floating Shares were issued pursuant to the Capital Reorganization. Refer to Note 13 for further discussion.

The table below details the change in Pubco shares outstanding by class for the three months ended March 31, 2020:

Shareholders' Equity	Subordinate Voting Shares	Subordinate Voting Shares Held in Treasury	Proportionate Voting Shares (as converted)	Multiple Voting Shares	Total Shares Outstanding
December 31, 2019	68,177	(842)	23,143	168	90,646
Issuances	6,671	—	—	—	6,671
NCI conversions	113	—	—	—	113
PVS conversions	294	—	(294)	—	—
March 31, 2020	75,255	(842)	22,849	168	97,430

Warrants

A summary of the warrants activity outstanding is as follows:

Warrants	Three Months Ended March 31, 2021		Three Months Ended March 31, 2020
	Fixed Shares	Floating Shares	SVS
Beginning balance	7,131	3,087	2,040
Granted	—	—	6,085
Expired	—	—	—
Ending balance	7,131	3,087	8,125

On February 10, 2020, the Company raised \$27,887, net of issuance costs, from a private placement of 6,085 special warrants priced at \$4.93 per unit. Each special warrant was automatically exercised on March 2, 2020 for no additional consideration, into one unit comprised of one SVS and one SVS purchase warrant with an exercise price of \$5.80 and a five-year term. Pursuant to the Amended Arrangement, the exercise price was thereafter amended to \$4.00. Refer to Note 13 for further discussion. The Company evaluated the warrants for liability or equity classification in accordance with ASC 480 and determined that equity treatment was appropriate as the warrants only require settlement through the issuance of the Company's common stock, which are not redeemable, and do not represent an obligation to issue a variable number of shares. Accordingly, the warrants were classified as equity and are not subject to remeasurement at each balance sheet date.

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In November 2020, in connection with the senior secured credit term loan facility, the Company issued an aggregate of 1,557 Fixed Share Warrants with each Fixed Share Warrant exercisable for one Fixed Share and 698 Floating Share Warrants with each Floating Share Warrant exercisable for one Floating Share. The exercise price of each Fixed Share Warrant is \$3.15 and the exercise price of each Floating Share Warrant is \$3.01. The warrants are exercisable for a period of 4 years. Refer to Note 10 for further discussion.

Pursuant to the Amended Arrangement, the exercise price of all other warrants outstanding as of March 31, 2021 is \$17.50 and \$7.50 per Fixed Share and Floating Share, respectively. Refer to Note 13 for further discussion.

The weighted-average remaining contractual life of the warrants outstanding is approximately 3 years. The aggregate intrinsic value for Fixed Share Warrants and Floating Share Warrants outstanding as of March 31, 2021 was \$8,886 and nil, respectively.

The exercise price of all warrants outstanding as of March 31, 2020 was \$25 per share and there was no aggregate intrinsic value for warrants outstanding as of March 31, 2020.

Non-controlling interests - convertible units

The Company has NCIs in consolidated subsidiaries USCo2 and HSCP. The non-voting shares of USCo2 and HSCP units make up substantially all of the NCI balance as of March 31, 2021 and are convertible for either 0.7 of a Fixed Share and 0.3 of a Floating Share of Pubco or cash, as determined by the Company. Summarized financial information of HSCP is presented below. USCo2 does not have discrete financial information separate from HSCP.

HSCP net asset reconciliation	March 31, 2021	December 31, 2020
Current assets	\$ 149,321	\$ 144,938
Non-current assets	415,196	410,269
Current liabilities	(109,348)	(80,649)
Non-current liabilities	(150,765)	(171,485)
Other NCI balances	(702)	(742)
Accumulated equity-settled expenses	(212,656)	(206,315)
Net assets	\$ 91,046	\$ 96,016
HSCP/USCo2 ownership % of HSCP	18.12 %	18.68 %
Net assets allocated to USCo2/HSCP	\$ 16,498	\$ 17,936
Net assets attributable to other NCIs	702	742
Total NCI	\$ 17,200	\$ 18,678

HSCP Summarized Statement of Operations	Three Months Ended March 31,	
	2021	2020
Net loss allocable to HSCP/USCo2	(4,549)	(235,203)
HSCP/USCo2 weighted average ownership % of HSCP	18.40 %	21.15 %
Net loss allocated to HSCP/USCo2	(837)	(49,745)
Net loss allocated to other NCIs	4	(530)
Net loss attributable to NCIs	(833)	(50,275)

As of March 31, 2021, USCo2's non-voting shares owned approximately 0.53% of HSCP units. USCo2's capital structure is comprised of voting shares (approximately 71%), all of which are held by the Company, and of non-voting shares (approximately 29%) held by certain former HSCP members. Certain executive employees and profits interests holders own approximately 17.59% of HSCP units. The remaining 81.88% interest in HSCP is held by USCo and represents the members' equity attributable to shareholders of the parent.

During the three months ended March 31, 2021 and 2020, the Company had several transactions with HSCP and USCo2 that changed its ownership interest in the subsidiaries but did not result in loss of control. These transactions included the

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redemption of HSCP and USCo2 convertible units for Pubco shares (as shown in the table below), and resulted in a \$(601) and \$6,564 allocation from NCI to shareholders' equity for the three months ended March 31, 2021 and 2020, respectively.

During the year ended December 31, 2020, Pubco, by way of Acreage CCF New Jersey, LLC, acquired 100% of the operations of CCF for total consideration of \$20,087. Pubco subsequently transferred the ownership of Acreage CCF New Jersey, LLC to HSCP by way of issuance of \$10,000 HSCP units at closing price.

A reconciliation of the beginning and ending amounts of convertible units is as follows:

Convertible Units	Three Months Ended March 31,	
	2021	2020
Beginning balance	24,142	25,035
Vested LLC C-1s canceled	—	(1,310)
LLC C-1s vested	—	1,000
NCI units converted to Pubco	(400)	(113)
Ending balance	23,742	24,612

12. EQUITY-BASED COMPENSATION EXPENSE

Equity-based compensation expense recognized in the Statements of Operations for the periods presented is as follows:

Equity-based compensation expense	Three Months Ended March 31,	
	2021	2020
Equity-based compensation - Plan	\$ 3,684	\$ 19,290
Equity-based compensation - Plan (Plan of Arrangement Awards) ⁽¹⁾	2,358	—
Equity-based compensation - other	—	15,447
Total equity-based compensation expense	\$ 6,042	\$ 34,737

⁽¹⁾ In accordance with the Prior Plan of Arrangement (as defined in Note 13) with Canopy Growth, awards were granted in July 2019, and amortized based on the vesting schedule set forth herein.

Amended Arrangement with Canopy Growth

On September 23, 2020, the Company announced the implementation of the Amended Arrangement (as defined in Note 13). Pursuant to the Amended Arrangement, the Company's articles have been amended to create new Fixed Shares, Floating Shares and Fixed Multiple Shares. Consequently, the Company's equity-based compensation was modified into new equity awards of the Company. Refer to Note 13 for further discussion.

Equity-based compensation - Plan (Acreage Holdings, Inc. Omnibus Incentive Plan)

In connection with the RTO transaction, the Company's Board of Directors adopted an Omnibus Incentive Plan, as amended May 7, 2019 and June 19, 2019 and September 23, 2020 (the "Plan"), which permits the issuance of stock options, stock appreciation rights, stock awards, share units, performance shares, performance units and other stock-based awards up to an amount equal to 15% of the issued and outstanding Subordinate Voting Shares of the Company.

Pursuant to the Amended Arrangement, the Company retained the Plan described above, the upper limit of issuances being up to an amount equal to 15% of the issued and outstanding Fixed Shares and Floating Shares of the Company.

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Restricted Share Units ("RSUs")

	Three Months Ended March 31, 2021			
	Fixed Shares		Floating Shares	
	RSUs	Weighted Average Grant Date Fair Value	RSUs	Weighted Average Grant Date Fair Value
Restricted Share Units (Fair value information expressed in whole dollars)				
Unvested, beginning of the period ⁽¹⁾	5,119	\$ 9.24	2,688	\$ 7.83
Granted	147	\$ 5.34	182	\$ 3.03
Forfeited	(211)	\$ 3.68	(92)	\$ 3.60
Vested	(706)	\$ 4.85	(387)	\$ 4.46
Unvested, end of period	4,349	\$ 10.09	2,391	\$ 8.17
Vested and unreleased	92	\$ 14.22	40	\$ 14.22
Outstanding, end of period	4,441	\$ 10.17	2,431	\$ 8.27

RSUs of the Company generally vest over a period of three years and RSUs granted to certain executives vest based on achievement of specific performance conditions. The fair value for RSUs are based on the Company's share price on the date of the grant. The Company recorded \$5,024 as compensation expense during the three months ended March 31, 2021. The fair value of RSUs vested during the three months ended March 31, 2021 was \$5,667.

The total weighted average remaining contractual life and aggregate intrinsic value of unvested RSUs at March 31, 2021 was approximately 2 years and \$29,888, respectively. Unrecognized compensation expense related to these awards at March 31, 2021 was \$78,501 and is expected to be recognized over a weighted average period of approximately 2 years.

There were 92 Fixed RSUs and 40 Floating RSUs that were pending delivery or deferred as of March 31, 2021.

(1) Equity-based compensation - Plan (Plan of Arrangement Awards)

Included within the RSUs during the three months ended March 31, 2021 are "Plan of Arrangement Awards" issued in connection with the RSUs which were granted in June and July 2019:

On June 27, 2019, pursuant to the Original Arrangement Agreement (as defined in Note 13), 4,909 RSUs were awarded in total to five executive employees under the Plan. These awards vest as follows: 25% in June 2020, 25% in June 2021 and 50% three months following the Acquisition (as defined in Note 13). The Company recorded \$1,908 as compensation during the three months ended March 31, 2021 in connection with these awards. A discount for lack of marketability was applied that correlates to the period of time certain of these shares are subject to restriction.

On July 31, 2019, the Company issued 1,778 RSUs to employees with unvested RSUs and stock options ("make-whole awards") as at the date of the Option Premium payment (as defined in Note 13). The RSUs were issued to provide additional incentive for employees that were not eligible to receive the full Option Premium and were subject to the same vesting terms as the unvested options and RSUs held as of the grant date. The Company recorded \$450 as compensation expense during the three months ended March 31, 2021 in connection with these awards.

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Stock options

Stock Options (Exercise price expressed in whole dollars)	Three Months Ended March 31, 2021			
	Fixed Shares		Floating Shares	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Options outstanding, beginning of period	1,556	\$ 11.18	1,818	\$ 3.12
Granted	24	7.22	334	3.35
Forfeited	(69)	9.64	(29)	4.13
Exercised	—	—	—	—
Options outstanding, end of period	1,511	\$ 11.19	2,123	\$ 3.14
Options exercisable, end of period	881	\$ 15.01	1,346	\$ 3.28

Stock options of the Company generally vest over a period of three years and options granted to certain executives vest based on achievement of specific performance conditions. Stock options of the Company have an expiration period of 5 years or 10 years from the date of grant. The weighted average contractual life remaining for options outstanding and exercisable as of March 31, 2021 was approximately 6 years. The Company recorded \$1,017 as compensation expense during the three months ended March 31, 2021 in connection with these awards. As of March 31, 2021, unamortized expense related to stock options totaled \$4,021 and is expected to be recognized over a weighted-average period of approximately 1 year. As of March 31, 2021, the aggregate intrinsic value for unvested options was \$2,034.

Equity-based compensation - other

HSCP C-1 Profits Interests Units (“Profits Interests”)

These membership units qualify as profits interests for U.S. federal income tax purposes and were accounted for in accordance with ASC 718, Compensation - Stock Compensation. HSCP amortizes awards over the related service periods and until awards are fully vested.

The Company recorded \$70 as compensation expense in connection with these awards during the three months ended March 31, 2020. The fair value of Profits Interests vested during the three months ended March 31, 2020 was \$1,239.

As of March 31, 2020, all Profits Interests were fully vested.

Restricted Shares (“RSs”)

In connection with the Company’s acquisition of Form Factory during 2019, 1,369 restricted shares with a grant date fair value of \$20.45 were issued to former employees of Form Factory subject to future service conditions, which fully vest 24 months from the acquisition date. The fair value for RSs is based on the Company’s share price on the date of the grant. The Company recorded compensation expense of \$15,377 during the three months ended March 31, 2020, in connection with these awards.

As of December 31, 2020, all RSs were fully vested.

13. COMMITMENTS AND CONTINGENCIES

Commitments

The Company provides revolving lines of credit to several of its portfolio companies. Refer to Note 6 for further discussion.

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Prior Plan of Arrangement with Canopy Growth

On June 19, 2019, the shareholders of the Company and of Canopy Growth separately approved the proposed plan of arrangement (the “Prior Plan of Arrangement”) involving the two companies, and on June 21, 2019, the Supreme Court of British Columbia granted a final order approving the Prior Plan of Arrangement. Effective June 27, 2019, the articles of the Company were amended pursuant to the Prior Plan of Arrangement to provide that, upon the occurrence (or waiver by Canopy Growth) of the Triggering Event, subject to the satisfaction of the conditions set out in the arrangement agreement entered into between Acreage and Canopy Growth on April 18, 2019, as amended on May 15, 2019 (the “Original Arrangement Agreement”), Canopy Growth will acquire (the “Acquisition”) all of the issued and outstanding shares in the capital of the Company (each, an “Acreage Share”). Under the terms of the Original Arrangement Agreement, holders of Acreage Shares and certain securities convertible or exchangeable into SVS as of the close of business on June 26, 2019, received approximately \$2.63, being their pro rata portion (on an as converted to SVS basis) of \$300,000 (the “Option Premium”) paid by Canopy Growth.

HSCP unit holders are required to convert their units within three years following the closing of the Acquisition as will holders of non-voting shares of USCo2.

Second Amendment to the Arrangement Agreement with Canopy Growth

On June 24, 2020, Acreage and Canopy Growth entered into a proposal agreement (the “Proposal Agreement”) which set out, among other things, the terms and conditions upon which the parties were proposing to enter into an amending agreement (the “Amending Agreement”) to amend the Original Arrangement Agreement, amend and restate the Prior Plan of Arrangement (the “Amended Plan of Arrangement”) and implement the Amended Plan of Arrangement pursuant to the Business Corporations Act (British Columbia). The effectiveness of the amendment to the Original Arrangement Agreement and the implementation of the Amended Plan of Arrangement was subject to the conditions set out in the Proposal Agreement, which included, among others, approval by (i) the Supreme Court of British Columbia at a hearing upon the procedural and substantive fairness of the terms and conditions of the Amended Arrangement; and (ii) the shareholders of Acreage as required by applicable corporate and securities laws.

Following the satisfaction of various conditions set forth in the Proposal Agreement, on September 23, 2020, Acreage and Canopy Growth entered into the Amending Agreement (and together with the Original Arrangement Agreement, the “Arrangement Agreement”) and implemented the Amended Arrangement effective at 12:01 a.m. (Vancouver time) (the “Amendment Time”) on September 23, 2020 (the “Amendment Date”). Pursuant to the Amended Plan of Arrangement, Canopy Growth made a cash payment of \$37,500 which was delivered to Acreage’s shareholders and certain holders of securities convertible or exchangeable into shares of Acreage. Acreage also completed a capital reorganization (the “Capital Reorganization”) effective as of the Amendment Time whereby: (i) each existing SVS was exchanged for 0.7 of a Fixed Share and 0.3 of a Floating Share; (ii) each issued and outstanding PVS was exchanged for 28 Fixed Shares and 12 Floating Shares; and (iii) each issued and outstanding MVS was exchanged for 0.7 of a Fixed Multiple Share and 0.3 of a Floating Share.

At the Amendment Time, on the terms and subject to the conditions of the Amended Plan of Arrangement, each option, restricted share unit, compensation option and warrant to acquire existing SVS that was outstanding immediately prior to the Amendment Time, was exchanged for a replacement option, restricted stock unit, compensation option or warrant, as applicable, to acquire Fixed Shares (a “Fixed Share Replacement Security”) and a replacement option, restricted stock unit, compensation option or warrant, as applicable, to acquire Floating Shares (a “Floating Share Replacement Security”) in order to account for the Capital Reorganization.

Pursuant to the Amended Plan of Arrangement, upon the occurrence or waiver (at the discretion of Canopy Growth) of the Triggering Event (the “Triggering Event Date”), Canopy Growth will, subject to the satisfaction or waiver of certain closing conditions set out in the Arrangement Agreement: (i) acquire all of the issued and outstanding Fixed Shares (following the mandatory conversion of the Fixed Multiple Shares into Fixed Shares) on the basis of 0.3048 of a common share of Canopy Growth (each whole common share, a “Canopy Growth Share”) for each Fixed Share held (the “Fixed Exchange Ratio”) at the time of the acquisition of the Fixed Shares (the “Acquisition Time”), subject to adjustment in accordance with the terms of the Amended Plan of Arrangement (the “Canopy Call Option”); and (ii) have the right (but not the obligation) (the “Floating Call Option”), exercisable for a period of 30 days following the Triggering Event Date to acquire all of the issued and outstanding Floating Shares at a price to be determined based upon the 30 day volume-weighted average trading price of the Floating Shares, subject to a minimum price of \$6.41, as may be adjusted in accordance with the terms of the Amended Plan of Arrangement, to be payable, at the option of Canopy Growth, in cash, Canopy Growth Shares or a combination thereof. If any portion is paid in Canopy Growth Shares, the number of Canopy Growth Shares to be exchanged for each Floating Share shall

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be determined on the basis of a 30 day volume-weighted average calculation using the Floating Shares (the “Floating Ratio”). The closing of the acquisition of the Floating Shares pursuant to the Floating Call Option, if exercised, will take place concurrently with the closing of the acquisition of the Fixed Shares pursuant to the Canopy Call Option, if exercised. The Canopy Call Option and the Floating Call Option will expire 10 years from the Amendment Time.

At the Acquisition Time, on the terms and subject to the conditions of the Amended Plan of Arrangement, each Fixed Share Replacement Security will be exchanged for a replacement option, restricted stock unit, compensation option or warrant, as applicable, to acquire from Canopy Growth such number of Canopy Growth Shares as is equal to: (i) the number of Fixed Shares that were issuable upon exercise of such Fixed Share Replacement Security immediately prior to the Acquisition Time, multiplied by (ii) the Fixed Exchange Ratio in effect immediately prior to the Acquisition Time (provided that if the foregoing would result in the issuance of a fraction of a Canopy Growth Share, then the number of Canopy Growth Shares to be issued will be rounded down to the nearest whole number).

In the event that the Floating Call Option is exercised and Canopy Growth acquires the Floating Shares at the Acquisition Time, on the terms and subject to the conditions of the Amended Plan of Arrangement, each Floating Share Replacement Security will be exchanged for a replacement option, restricted stock unit, compensation option or warrant, as applicable, to acquire from Canopy Growth such number of Canopy Growth Shares as is equal to: (i) the number of Floating Shares that were issuable upon exercise of such Floating Share Replacement Security immediately prior to the Acquisition Time, multiplied by (ii) the Floating Ratio (provided that if the foregoing would result in the issuance of a fraction of a Canopy Growth Share, then the number of Canopy Growth Shares to be issued will be rounded down to the nearest whole number).

In the event that the Floating Call Option is exercised and Canopy Growth acquires the Floating Shares at the Acquisition Time, Acreage will be a wholly-owned subsidiary of Canopy Growth.

The Amending Agreement also provides for, among other things, amendments to the definition of Purchaser Approved Share Threshold (as defined in the Arrangement Agreement) to change the number of shares of Acreage available to be issued by Acreage without an adjustment in the Fixed Exchange Ratio such that Acreage may issue a maximum of 32,700 shares (or convertible securities in proportion to the foregoing), which will include (i) 3,700 Floating Shares which are to be issued solely in connection with the exercise of stock options granted to Acreage management (the “Option Shares”); (ii) 8,700 Floating Shares other than the Option Shares; and (iii) 20,300 Fixed Shares. Notwithstanding the foregoing, the Amending Agreement provides that Acreage may not issue any equity securities, without Canopy Growth’s prior consent, other than: (i) upon the exercise or conversion of convertible securities outstanding as of the Amendment Date; (ii) contractual commitments existing as of the Amendment Date; (iii) the Option Shares; (iv) the issuance of up to \$3,000 worth of Fixed Shares pursuant to an at-the-market offering to be completed no more than four times during any one-year period; (v) the issuance of up to 500 Fixed Shares in connection with debt financing transactions that are otherwise in compliance with the terms of the Arrangement Agreement, as amended by the Amending Agreement; or (vi) pursuant to one private placement or public offering of securities during any one-year period for aggregate gross proceeds of up to \$20,000, subject to specific limitations as set out in the Amending Agreement.

In addition, the Amending Agreement provides for, among other things: (i) various Canopy Growth rights that extend beyond the Acquisition Date and continue until Canopy Growth ceases to hold at least 35% of the issued and outstanding Acreage shares (such date being the “End Date”), including, among others, rights to nominate a majority of Acreage’s Board of Directors (the “Acreage Board”) following the Acquisition Time, restrictions on Acreage’s ability to incur certain indebtedness without Canopy Growth’s consent; (ii) restrictive covenants in respect of the business conduct in favor of Canopy Growth; (iii) termination of non-competition and exclusivity rights granted to Acreage by Canopy Growth in the Arrangement Agreement in the event that Acreage does not meet certain specified financial targets on an annual basis during the term of the Canopy Call Option as further described below; (iv) implementation of further restrictions on Acreage’s ability to operate its business, including its ability to hire certain employees or make certain payments or incur any non-trade-payable debt without Canopy Growth’s consent in the event that Acreage does not meet certain specified financial targets on a quarterly basis during the term of the Canopy Call Option as further described below; and (v) termination of the Arrangement Agreement and Canopy Growth’s obligation to complete the acquisition of the Fixed Shares pursuant to the Canopy Call Option in the event that Acreage does not meet certain specified financial targets in the trailing 12 month period as further described below. Each of the financial targets referred to above is specified in the Amending Agreement and related to the performance of Acreage relative to a business plan for Acreage for each fiscal year ended December 31, 2020 through December 31, 2029 set forth in the Proposal Agreement (the “Initial Business Plan”).

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The Amending Agreement precludes Acreage from entering into any contract in respect of Company Debt (as defined in the Arrangement Agreement) if, among other restrictions: (i) such contract would be materially inconsistent with market standards for companies operating in the United States cannabis industry; (ii) such contract prohibits a prepayment of the principal amount of such Company Debt, requires a make-whole payment for the interest owing during the remainder of the term of such contract or charges a prepayment fee in an amount greater than 3.0% of the principal amount to be repaid; (iii) such contract would provide for interest payments to be paid through the issuance of securities as opposed to cash; or (iv) such contract has a principal amount of more than \$10,000 or a Cost of Capital (as defined in the Amending Agreement) that is greater than 30.0% per annum; provided that, if such Company Debt is fully secured by cash in a blocked account, the Cost of Capital may not be greater than 3.0% per annum. Notwithstanding the foregoing, Canopy Growth's consent will not be required for Acreage or any of its subsidiaries to enter into a maximum of two transactions for Company Debt that would require consent based on the foregoing during any one-year period, in accordance with the following terms: (i) the principal amount of the Company Debt per transaction may not exceed \$10,000, (ii) the Company Debt is not convertible into any securities; and (iii) the contract does not provide for the issuance of more than 500 Acreage shares (or securities convertible into or exchangeable for 500 Acreage shares).

The Amending Agreement also provides for certain financial reporting obligations and that Acreage may not nominate or appoint any new director or appoint any new officer that does not meet certain specified criteria. The Amending Agreement also requires Acreage to submit a business plan to Canopy Growth on a quarterly basis that complies with certain specified criteria, including the Initial Business Plan. In the event that Acreage has not satisfied: (i) 90% of the minimum revenue and earnings targets set forth in the Initial Business Plan measured on a quarterly basis, certain additional restrictive covenants will become operative as austerity measures for Acreage's business; (ii) 80% of the minimum revenue and earnings targets set forth in the Initial Business Plan, as determined on an annual basis, certain restrictive covenants applicable to Canopy Growth under the Arrangement Agreement will cease to apply in order to permit Canopy Growth to acquire, or conditionally acquire, a competitor of Acreage in the United States should it wish to do so; and (iii) 60% of the minimum revenue and earnings targets set forth in the Initial Business Plan for the trailing 12 month period ending on the date that is 30 days prior to the proposed Acquisition Time, a material adverse impact will be deemed to have occurred for purposes of Section 6.2(2)(h) of the Arrangement Agreement and Canopy Growth will not be required to complete the acquisition of the Fixed Shares pursuant to the Canopy Call Option.

The Amending Agreement also requires Acreage to limit its operations to the Identified States (as defined in the Amending Agreement). In connection with the execution of the Proposal Agreement, Acreage was provided with consent from Canopy Growth to divest of all assets outside of the Identified States (the "Non-Core Divestitures").

In addition, the Amending Agreement includes certain covenants that will apply following the Acquisition Time until the earlier of the date on which the Floating Shares are acquired by Canopy Growth or the End Date. Such covenants include, among others, pre-emptive rights and top-up rights in favor of Canopy Growth, restrictions on M&A activities, approval rights for Acreage's quarterly business plan, nomination rights for a majority of the directors on the Acreage Board and certain audit and inspection rights.

Debenture

In connection with the implementation of the Amended Arrangement, pursuant to a secured debenture dated September 23, 2020 (the "Debenture") issued by Universal Hemp, LLC, an affiliate of Acreage that operates solely in the hemp industry in full compliance with all applicable laws (the "Borrower"), to 11065220 Canada Inc., an affiliate of Canopy Growth (the "Lender"), the Lender agreed to provide a loan of up to \$100,000 (the "Loan"), \$50,000 of which was advanced on the Amendment Date (the "Initial Advance"), and \$50,000 of the Loan will be advanced in the event that the following conditions, among others, are satisfied: (a) the Borrower's EBITDA (as defined in the Debenture) for any 90 day period is greater than or equal to 2.0 times the interest costs associated with the Initial Advance; and (b) the Borrower's business plan for the 12 months following the applicable 90 day period supports an Interest Coverage Ratio (as defined in the Debenture) of at least 2.00:1.

The principal amount of the Loan will bear interest from the date of advance, compounded annually, and be payable on each anniversary of the date of the Debenture in cash in U.S. dollars at a rate of 6.1% per annum. The Loan will mature 10 years from the date of the Initial Advance.

The Loan must be used exclusively for U.S. hemp-related operations and on the express condition that such amount will not be used, directly or indirectly, in connection with or for the operation or benefit of any of the Borrower's affiliates other than subsidiaries of the Borrower exclusively engaged in U.S. hemp-related operations and not directly or indirectly, towards the

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operation or funding of any activities that are not permissible under applicable law. The Loan proceeds must be segregated in a distinct bank account and detailed records of debits to such distinct bank account will be maintained by the Borrower.

No payment due and payable to the Lender by the Borrower pursuant to the Debenture may be made using funds directly or indirectly derived from any cannabis or cannabis-related operations in the United States, unless and until the Triggering Event Date.

The Debenture includes usual and typical events of default for a financing of this nature, including, without limitation, if: (i) Acreage is in breach or default of any representation or warranty in any material respect pursuant to the Arrangement Agreement; (ii) the Non-Core Divestitures are not completed within 18 months from the Amendment Date; and (iii) Acreage fails to perform or comply with any covenant or obligation in the Arrangement Agreement which is not remedied within 30 days after written notice is given to the Borrower by the Lender. The Debenture also includes customary representations and warranties, positive covenants and negative covenants of the Borrower.

Surety bonds

The Company has indemnification obligations with respect to surety bonds primarily used as security against non-performance in the amount of \$5,000 as of March 31, 2021, for which no liabilities are recorded on the Statements of Financial Position.

The Company is subject to other capital commitments and similar obligations. As of March 31, 2021 and 2020, such amounts were not material.

Contingencies

As of March 31, 2021, the Company had consulting fees payable in Fixed Shares and Floating Shares which are contingent upon successful acquisition of certain state cannabis licenses. The Company had maximum obligations of \$8,750 and 238 Fixed Shares and 102 Floating Shares. No reserve for the contingencies has been recorded as of March 31, 2021.

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company's applicable subsidiaries ceasing operations. While management of the Company believes that the Company's subsidiaries are in compliance with applicable local and state regulations as of March 31, 2021, cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company's subsidiaries may be subject to regulatory fines, penalties, or restrictions in the future.

The Company and its subsidiaries may be, from time to time, subject to various administrative, regulatory and other legal proceedings arising in the ordinary course of business. Contingent liabilities associated with legal proceedings are recorded when a liability is probable, and the contingent liability can be reasonably estimated.

Standby Equity Distribution Definitive Agreement

On May 29, 2020, the Company entered into an agreement with an institutional lender for \$50,000 of financing commitments under a Standby Equity Distribution Agreement ("SEDA"). The investor may, at its discretion, purchase, and the Company may, at its discretion, periodically sell to the investor, up to \$50,000 of subordinate voting shares of the Company at a purchase price of 95% of the market price over the course of 24 months from the effective date. Pursuant to the SEDA, investor may, at its discretion, purchase, and the Company may, at its discretion, periodically sell to the investor, up to \$35,000 and \$15,000 of the Company's Fixed Shares and Floating Shares, respectively. In consideration for entering the SEDA, the Company issued the investor 200 SVS as commitment shares. Pursuant to the Amended Arrangement, these SVS shares have since been exchanged for 140 Fixed Shares and 60 Floating Shares.

On each of September 28, 2020 and January 25, 2021, the Company entered into letter agreements (the "Letter Agreements") with the institutional investor extending the termination deadline of the SEDA to the earliest of November 30, 2020 and June 30, 2021, respectively, and the date that the Company has obtained both a receipt from the Ontario Securities Commission for a short-form final base shelf prospectus and a declaration from the United States Securities and Exchange Commission that its registration statement is effective, in each case qualifying an At-The-Market equity offering program. On March 11, 2021, the SEDA termination deadline was further extended to April 15, 2022.

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New York outstanding litigation

On November 2, 2018, EPMMNY LLC (“EPMMNY”) filed a complaint in the Supreme Court of the State of New York, County of New York, asserting claims against 16 defendants, including NYCANNA, Impire State Holdings LLC, NY Medicinal Research & Caring, LLC (each, a wholly-owned subsidiary of High Street) and High Street. The Index Number for the action is 655480/2018. EPMMNY alleges that it was wrongfully deprived of a minority equity interest and management role in NYCANNA by its former partner, New Amsterdam Distributors, LLC, which attempted to directly or indirectly sell or transfer EPMMNY’s alleged interest in NYCANNA to other entities in 2016 and 2017, including Impire, NYMRC and High Street. EPMMNY alleges that it is entitled to the value of its alleged minority interest in NYCANNA or minority ownership in NYCANNA. EPMMNY also alleges that certain defendants misused its alleged intellectual property and/or services, improperly solicited its employees, and aided and abetted or participated in the transfer of equity and/or business opportunities from EPMMNY. High Street intends to vigorously defend this action, which the Company firmly believes is without merit. EPMMNY alleges that it was improperly deprived of its equity stake in NYCANNA before NYCANNA was acquired by High Street. High Street is also entitled to full indemnity from the claims asserted against it by EPMMNY pursuant to the purchase agreement pertaining to its acquisition of NYCANNA and personal guarantee by the largest shareholders of the seller. The defendants filed a motion to dismiss on April 1, 2019. The motion was fully briefed and submitted to the Court on July 18, 2019, and oral argument was heard on September 6, 2019. The motion remains pending before the Court. A Special Referee hearing relating to the motion to dismiss has been scheduled for September 2021. The plaintiff also filed a motion seeking a preliminary injunction of any transfer of the Company’s assets. This motion was fully briefed and the Company is awaiting the Court’s decision.

CanWell Dispute

The CanWell dispute is comprised of five separate proceedings:

- i. CanWell's petition filed in Rhode Island Superior Court (C.A. KM-2019-0948) to compel arbitration of claims arising out of WPMC withdrawal as a member of the CanWell entities as well as other disputes, including issues relating to termination of the Alternative Dosage Agreement (“ADA”) (relating to the Maine dispensary).
- ii. CanWell's petition filed in Rhode Island Superior Court (C.A. No. KM-2019-1047) to compel arbitration of WPMC's redemption of the CanWell entity's interest in WPMC, including issues relating to termination of the ADA.
- iii. An arbitration proceeding relating to WPMC's withdrawal from the CanWell entities. A procedural meeting with the arbitrator took place on November 5, 2019.
- iv. An arbitration that will soon be underway with the American Arbitration Association on the issue of whether WPMC had the right to redeem CanWell's interest in WPMC.
- v. A civil action pending in Maine (Docket No. CUMSC-CV-19-0357) which was filed by Northeast Patients Group d/b/a Wellness Connection of Maine against CanWell, LLC and CanWell Processing (Maine), LLC, relating to the termination of the ADA. While no Acreage affiliate is currently a party to this action, the issue being litigated relates to the termination of the ADA, which is one of the issues that CanWell is attempting to arbitrate in Rhode Island.
- vi. A declaratory judgment action pending in Delaware, High Street Capital Partners, LLC v. CanWell, LLC, CanWell Processing (Maine), LLC, and CanWell Processing (Rhode Island), LLC (Court of Chancery, No. 2019-0957-MTZ) seeking a declaratory judgment that, as a matter of law, High Street is not subject to any non-compete provision with regard to the agreements detailed above. This case remains in the preliminary stages of litigation.

The Court issued an order on January 29, 2020 that determined that the arbitrability of the ADA Disputes is to be decided by an arbitrator, not the Court.

Following the parties’ entering into a Memorandum of Understanding (MOU) on proposed settlement terms that would settle each of the matters listed above, the parties have now reached a final confidential settlement agreement. As part of that agreement, the Company has accrued for \$7,750 in *Legal settlements, net* on the Statements of Operations for the year ended December 31, 2020. In connection with this settlement agreement, the Company issued a promissory note in the amount of \$7,750 to CanWell, which is non-interest bearing and is payable in periodic payments through December 31, 2024, of which the first and second payments of \$500 were made in November 2020 and February 2021, respectively.

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Lease Dispute

On or around December 2019, it is alleged that a wholly-owned subsidiary of HSCP entered into three five-year leases to occupy approximately 70 square feet of commercial space on a cannabis cultivation campus in California. As of November 24, 2020, HSCP and its wholly-owned subsidiary entered into a confidential settlement and release agreement with the commercial landlord, pursuant to which HSCP will make six payments to the commercial landlord totaling \$6,336, which the Company has accrued for in *Legal settlements, net* on the Statements of Operations for the year ended December 31, 2020. The first and second payments of \$1,000 were made in November 2020 and December 2020, respectively. The third payment of \$1,084 was made in March 2021 and the remaining payments will become due through the year ended December 31, 2021.

Compass Neuroceuticals Litigation

In February 2021, a JAMS arbitration was initiated in Atlanta by Acreage Georgia LLC (“Acreage Georgia”) against its former consultant, Compass Neuroceuticals, Inc. (“Compass”), stemming from Compass’ breach of the consulting agreement entered into between the parties in June 2019, related to the preparation of an application for a Class 1 cultivation license in Georgia. Acreage Georgia is alleging damages, including lost profits, of approximately \$9,000. Compass filed counterclaims for breach, also in the \$9,000 range. A final arbitration hearing is currently scheduled for August 2021. The matter is in its early stages; therefore, it is too early to ascertain the materiality of any potential settlement or judgment, but the Company plans to defend itself vigorously in this matter.

14. RELATED PARTY TRANSACTIONS

Transactions with related parties are entered into in the normal course of business and are measured at the amount established and agreed to by the parties.

Related party notes receivable

Acreage has certain outstanding notes receivable with related parties. Refer to Note 6 for further discussion.

September 2020 Transactions

As disclosed in Note 10 to the unaudited condensed consolidated financial statements, “September 2020 Transactions”, on September 23, 2020, pursuant to the implementation of the Amended Arrangement, a subsidiary of Canopy Growth advanced gross proceeds of \$50,000 (less transaction costs of approximately \$4,025) to Universal Hemp, an affiliate of the Company, pursuant to the terms of a secured debenture. In accordance with the terms of the debenture, the funds cannot be used, directly or indirectly, in connection with or for any cannabis or cannabis-related operations in the United States, unless and until such operations comply with all applicable laws of the United States. Acreage then engaged an investment advisor (the “Investment Advisor”) which, under the Investment Advisor’s sole discretion, invested on behalf of Universal Hemp, \$34,019 of the proceeds on September 28, 2020.

As a result, Universal Hemp, a subsidiary of the Company, acquired 34,019 class B units, at \$1 par value per unit, which represented 100% financial interest in an Investment Partnership, a Canada-based limited partnership. An affiliate of the Institutional Investor holds Class A Units of the Investment Partnership. The general partner of the Investment Partnership is also an affiliate of the Institutional Investor. The class B units are held by the Institutional Investor as agent for Universal Hemp. On September 28, 2020, the Company received gross proceeds of \$33,000 (less transaction costs of approximately \$959) from an affiliate of the Institutional Lender (the “**Lender**”) and used a portion of the proceeds of this loan to retire its short-term \$11,000 convertible note and its short-term note aggregating approximately \$18,000 in October 2020, with the remainder being used for working capital purposes. The Lender is controlled by the Institutional Lender. The Investment Partnership is the investor in the Lender.

Related party debt

In December 2019, Kevin Murphy, the Chairman of the board of directors, loaned \$15,000 to the Company. In January 2020, he made an additional loan of \$5,000 to Acreage. These amounts were subsequently repaid in March 2020.

In October 2020, Mr. Murphy made an interest bearing loan of \$2,100 to the Company, bearing interest at 9.9% per annum. This amount was subsequently repaid in November 2020.

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Credit agreement collateral

On March 11, 2020, the Company closed \$22,000 in borrowings pursuant to a loan transaction with the Lender. The maturity date is 366 days from the closing date of the loan transaction. The Company will pay monthly interest on the collateral in the form of 27 SVS through the maturity date. The Lender may put any unsold interest shares to the Company upon maturity at a price of \$4.50 per share. Mr. Murphy loaned \$21,000 of the \$22,000 borrowed by the Company to the Lender. The loan is secured by the non-U.S. intellectual property assets, a cannabis state license and 12,000 SVS shares of the Company. Refer to Note 10 for further discussion.

Pursuant to the Amended Arrangement, the monthly interest on the collateral payable to Mr. Murphy was modified to cash payments for the remaining duration of the term at an interest rate of 12% per annum, payable upon maturity. The remaining interest will continue to be paid monthly in the form of 2 Fixed Shares and 1 Floating Share through the maturity date.

On March 7, 2021, the Company extended the maturity date related to the \$22,000 in borrowings with the Lender to March 31, 2021. On March 29, 2021, the Company further extended the maturity date of Mr. Murphy's tranche of the loan transaction, which is \$21,000 of the \$22,000 aggregate amount of the loan transaction, to June 30, 2021.

Michigan consulting agreement

Pursuant to the Consulting Services Agreement by and between Kevin Michigan, LLC and High Street (the "Michigan Consulting Agreement"), High Street provides certain consulting services to Kevin Michigan, LLC, which includes, but is not limited to, services related to application support, provisioning center administration and operation, local and state regulatory filings, human resource matters, and marketing matters. The Michigan Consulting Agreement explicitly states that High Street is not able to direct or control the business of Kevin Michigan, LLC. Additionally, there are certain leases held by and between Kevin Michigan, LLC, as lessee and certain wholly owned subsidiaries of High Street, as lessors. As of March 31, 2021, Kevin Michigan, LLC is not operational, and no consulting fees or rents has been paid to High Street or its wholly owned subsidiaries. Kevin Michigan, LLC is owned and controlled by the Company's Chairman, Kevin Murphy.

15. REPORTABLE SEGMENTS

The Company prepares its segment reporting on the same basis that its Chief Operating Decision Maker manages the business and makes operating decisions. The Company operates under one operating segment, which is its only reportable segment: the production and sale of cannabis products. The Company's measure of segment performance is net income, and derives its revenue primarily from the sale of cannabis products, as well as related management or consulting services. All of the Company's operations are located in the United States.

16. EARNINGS PER SHARE

Basic earnings per share are computed by dividing net loss attributable to common shareholders of the Company by the weighted average number of outstanding shares for the period. Diluted earnings per share are calculated based on the weighted number of outstanding common shares plus the dilutive effect of stock options and warrants, as if they were exercised, and restricted stock units and profits interests, as if they vested and NCI convertible units, as if they converted.

Basic and diluted loss per share is as follows:

	Three Months Ended March 31,	
	2021	2020
Net loss attributable to common shareholders of the Company	\$ (7,809)	\$ (171,954)
Weighted average shares outstanding - basic	106,204	92,902
Effect of dilutive securities	—	—
Weighted average shares - diluted	106,204	92,902
Net loss per share attributable to common shareholders of the Company - basic	\$ (0.07)	\$ (1.85)
Net loss per share attributable to common shareholders of the Company - diluted	\$ (0.07)	\$ (1.85)

During the three months ended March 31, 2021, 7,131 Fixed warrants, 3,087 Floating warrants, 4,441 Fixed Share RSUs, 2,431 Floating Share RSUs, 1,511 Fixed Share stock options, 2,123 Floating Share stock options and 23,742 NCI convertible units were excluded from the calculation of net loss per share attributable to common shareholders of the Company - diluted, as they

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were anti-dilutive. During the three months ended March 31, 2020, 8,125 SVS warrants, 9,158 SVS restricted share units, 5,067 SVS stock options, 24,612 NCI convertible units were excluded from the calculation of net loss per share attributable to common share attributable to common shareholders of the Company - diluted as they were anti-dilutive.

17. SUBSEQUENT EVENTS

Sale of Acreage Florida

In February 2021, the Company entered into a definitive agreement to sell its ownership interests in Acreage Florida, Inc. ("Acreage Florida") for an aggregate purchase price of \$60,000, which included an upfront cash payment of \$5,000. Acreage Florida is licensed to operate medical marijuana dispensaries, a processing facility and a cultivation facility in the state of Florida. On April 27, 2021, the definitive agreement was amended resulting in an aggregate remaining purchase price of approximately \$16,500 in cash, \$7,000 of the buyer's common stock, and the issuance of secured promissory notes totaling \$31,500 and the sale transaction was consummated.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) is intended to assist in the understanding and assessing the trends and significant changes in the Company’s results of operations and financial condition. Historical results may not be indicative of future performance. This discussion includes forward-looking statements that reflect the Company’s plans, estimates and beliefs. Such statements involve risks and uncertainties. The Company’s actual results may differ materially from those contemplated by these forward-looking statements as a result of various factors, including those set forth in “Risk Factors” in Item 1A of the Annual Report on Form 10-K for the year ended December 31, 2020 (the “2020 Form 10-K”), and “Cautionary Statement Regarding Forward-Looking Statements” set forth below.

This MD&A should be read in conjunction with the Company’s unaudited condensed consolidated financial statements for the three month period ended March 31, 2021 and related notes appearing elsewhere in this Quarterly Report on Form 10-Q (this “Quarterly Report” or “Form 10-Q”) and the 2020 Form 10-K. Financial information presented in this MD&A is presented in thousands of U.S. dollars, unless otherwise indicated.

Cautionary Statement Regarding Forward Looking-Statements

This Quarterly Report of the Company contains statements that include forward-looking information and are forward-looking statements within the meaning of applicable Canadian and United States securities legislation (“forward-looking statements”), including the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. All statements, other than statements of historical fact, included herein are forward-looking statements, including, for greater certainty, the on-going implications of the novel coronavirus (“COVID-19”) and statements regarding the proposed transaction with Canopy Growth Corporation (“Canopy Growth”), including the anticipated benefits and likelihood of completion thereof.

Generally, forward-looking statements may be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “proposed”, “is expected”, “budgets”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. There can be no assurance that such forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such forward-looking statements. Forward-looking statements reflect Acreage’s current beliefs and are based on information currently available to Acreage and on assumptions Acreage believes are reasonable. Forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Acreage to be materially different from those expressed or implied by such forward-looking statements. Such risks and other factors may include, but are not limited to:

- the future implications to the business, financial results and performance of the Company arising, directly or indirectly, from COVID-19;
- the anticipated benefits of the Amended Arrangement;
- the occurrence or waiver of the Triggering Event (as described in Note 13 of the unaudited condensed consolidated financial statements);
- the ability of Acreage to satisfy the conditions to closing of the Acquisition;
- the ability of Acreage to meet its performance targets and financial thresholds agreed upon with Canopy Growth as part of the Amended Arrangement, including those that are conditions to closing the Acquisition;
- the likelihood of the Triggering Event being satisfied or waived by the outside date;
- the likelihood of Canopy Growth completing the acquisition of the Fixed Shares and/or Floating Shares;
- risks related to the ability to financing Acreage’s business and fund its obligations;
- other expectations and assumptions concerning the transactions contemplated between Canopy Growth and Acreage;
- the available funds of Acreage and the anticipated use of such funds;
- the availability of financing opportunities for Acreage and the risks associated with the completion thereof;
- regulatory and licensing risks;
- changes in general economic, business and political conditions, including changes in the financial and stock markets;

- risks related to infectious diseases, including the impacts of the novel coronavirus;
- legal and regulatory risks inherent in the cannabis industry;
- risks associated with economic conditions, dependence on management and currency risk;
- risks relating to U.S. regulatory landscape and enforcement related to cannabis, including political risks;
- risks relating to anti-money laundering laws and regulation;
- other governmental and environmental regulation;
- public opinion and perception of the cannabis industry;
- risks related to contracts with third-party service providers;
- risks related to the enforceability of contracts and lack of access to U.S. bankruptcy protections;
- reliance on the expertise and judgment of senior management of Acreage;
- risks related to proprietary intellectual property and potential infringement by third parties;
- the concentrated voting control of Acreage’s founder and the unpredictability caused by Acreage’s capital structure;
- risks relating to the management of growth;
- increasing competition in the industry;
- risks inherent in an agricultural business;
- risks relating to energy costs;
- risks associated to cannabis products manufactured for human consumption including potential product recalls;
- reliance on key inputs, suppliers and skilled labor;
- cybersecurity risks;
- ability and constraints on marketing products;
- fraudulent activity by employees, contractors and consultants;
- tax and insurance related risks;
- risks related to the economy generally;
- risk of litigation;
- conflicts of interest;
- risks relating to certain remedies being limited and the difficulty of enforcement judgments and effecting service outside of Canada;
- risks related to future acquisitions or dispositions;
- sales by existing shareholders; and
- limited research and data relating to cannabis.

A description of additional assumptions used to develop such forward-looking statements and a description of additional risk factors that may cause actual results to differ materially from forward-looking statements can be found in Part I, Item 1A of the Company’s Annual Report on Form 10-K, under the heading “Risk Factors”, dated March 25, 2021, as filed with the Securities and Exchange Commission. Although Acreage has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or

expectations upon which they are placed will occur. Forward-looking statements contained in this Form 10-Q are expressly qualified by this cautionary statement. The forward-looking statements contained in this Form 10-Q represent the expectations of Acreage as of the date of this Form 10-Q and, accordingly, are subject to change after such date. However, Acreage expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

Management's discussion and analysis of financial condition and results of operations is intended to help provide an understanding of the Company's financial condition, changes in financial condition and results of operations. This discussion is organized as follows:

- **Overview**—This section provides a general description of the Company's businesses, as well as developments that occurred during the three months ended March 31, 2021 and 2020 that the Company believes are important in understanding its results of operations and financial condition or to disclose known trends.
- **Results of Operations**—This section provides an analysis of the Company's results of operations for the three months ended March 31, 2021 and 2020. This analysis is presented on a consolidated basis. In addition, a brief description is provided of significant transactions and events that impact the comparability of the results being analyzed.
- **Liquidity and Capital Resources**—This section provides an analysis of the Company's cash flows for the three months ended March 31, 2021 and 2020, as well as a discussion on the Company's outstanding debt and commitments that existed as of March 31, 2021. Included in the discussion of outstanding debt is a discussion of the amount of financial capacity available to fund the Company's future commitments and obligations, as well as a discussion of other financing arrangements.

Overview

Acreage, a vertically integrated, multi-state operator of cannabis licenses and assets in the U.S, was continued into the Province of British Columbia under the *Business Corporations Act* (British Columbia). Acreage Fixed Shares and Floating Shares (as such terms are defined at Note 13 of the unaudited condensed consolidated financial statements) are each listed on the Canadian Securities Exchange under the symbols "ACRG.A.U" and "ACRG.B.U", respectively, and are quoted on the OTCQX® Best Market by OTC Markets Group under the symbols "ACRHF" and "ACRDF", respectively and on the Open Market of the Frankfurt Stock Exchange under the symbols "0VZ1" and "0VZ2", respectively. Acreage operates through its consolidated subsidiary High Street Capital Partners, LLC ("**HSCP**"), a Delaware limited liability company. HSCP, which does business as "Acreage Holdings", was formed on April 29, 2014. The Company became an indirect parent of HSCP on November 14, 2018 in connection with a reverse takeover ("**RTO**") transaction. The Company's operations include (i) cultivating cannabis plants, (ii) manufacturing branded consumer products, (iii) distributing cannabis flower and manufactured products, and (iv) retailing high-quality, effective and dosable cannabis products to consumers. The Company appeals to medical and adult-use customers through brand strategies intended to build trust and loyalty.

Highlights from the three months ended March 31, 2021

- The Company achieved total consolidated revenue growth of 58% as compared with the three months ended March 31, 2020.
- The Company opened a third The Botanist dispensary in Williamstown, New Jersey.
- The Company entered into an agreement to sell its operations in Florida, which is consistent with its overall strategy to focus on its core states.
- The Company extended the maturity date related to \$21,000 of the \$22,000 3.55% Credit facility collateral loan.

Operational and Regulation Overview

The Company believes its operations are in material compliance with all applicable state and local laws, regulations and licensing requirements in the states in which it operates. However, cannabis is illegal under U.S. federal law. Substantially all of the Company's revenue is derived from U.S. cannabis operations. For information about risks related to U.S. cannabis operations, please refer to Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

Results of Operations

The following table presents selected financial data derived from the unaudited condensed consolidated financial statements of the Company for the three months ended March 31, 2021 and 2020. The selected financial information set out below may not be indicative of the Company's future performance.

Summary Results of Operations in thousands, except per share amounts	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
Revenues, net	\$ 38,393	\$ 24,225	\$ 14,168	58 %
Operating income (loss)	1,806	(251,282)	253,088	n/m
Net loss attributable to Acreage	(7,809)	(171,954)	164,145	95 %
Basic and diluted loss per share attributable to Acreage	\$ (0.07)	\$ (1.85)	\$ 1.78	96 %

Revenues, net, cost of goods sold and gross margin

The Company derives its revenues from sales of cannabis and cannabis-infused products through retail dispensary, wholesale and manufacturing and cultivation businesses, as well as from management or consulting fees from entities for whom the Company provides management or consulting services. As of March 31, 2021, Acreage owned and operated five dispensaries in Oregon (three in Portland, one in Eugene and one in Springfield), four in New York (Buffalo, Farmingdale, Middletown, and Queens), three in New Jersey (Atlantic City, Egg Harbor and Williamstown), three in Connecticut (Bethel, South Windsor and Uncasville), two in Massachusetts (Worcester and Shrewsbury), two in Illinois (Chicago and Rolling Meadows), one in Maine (South Portland) and one in Florida (Spring Hill). As of March 31, 2021, Acreage had cultivation facilities in Sinking Spring, Pennsylvania, Sterling, Massachusetts, Syracuse, New York, Freeport, Illinois, Sanderson, Florida and Egg Harbor, New Jersey. Acreage also collected management services revenues, substantially all in Maine and New Hampshire.

Gross profit is revenue less cost of goods sold. Cost of goods sold includes costs directly attributable to inventory sold such as direct material, labor, and overhead, including depreciation. Such costs are further affected by various state regulations that limit the sourcing and procurement of cannabis and cannabis-related products, which may create fluctuations in gross profit over comparative periods as the regulatory environment changes.

Gross profit in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
Retail revenue, net	\$ 25,847	\$ 17,573	\$ 8,274	47 %
Wholesale revenue, net	10,016	6,548	3,468	53 %
Other revenue, net	2,530	104	2,426	n/m
Total revenues, net	\$ 38,393	\$ 24,225	\$ 14,168	58 %
Cost of goods sold, retail	(13,082)	(10,889)	(2,193)	(20)%
Cost of goods sold, wholesale	(4,690)	(3,382)	(1,308)	(39)%
Total cost of goods sold	\$ (17,772)	\$ (14,271)	\$ (3,501)	(25)%
Gross profit	\$ 20,621	\$ 9,954	\$ 10,667	107 %
Gross margin	54 %	41 %		13 %

Total revenue increased by \$14,168 or 58% for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020. Excluding the increase in other revenues, net, which was driven by increased management services revenue, total revenue increased 49% for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020.

Retail revenue saw an increase of 47% for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020. The increase in retail revenue, net of \$8,274 for the three months ended March 31, 2021, was primarily driven by increased demand and production across various states of \$5,344 (primarily Illinois, Massachusetts, New York, Maine, Connecticut and Florida), along with CCF (\$4,363) driven by its acquisition in June 2020. Specific drivers of increased demand included, i) the opening of another adult-use dispensary in Illinois, ii) the launching of new The Botanist branded products into

the retail channel in Ohio and New York, iii) the opening of new stores in New York and iv) increased business in Massachusetts and Connecticut. These increases were partially offset by the net impact of the divestitures and decreased demand and production in non core states.

Wholesale revenue increased 53% for the three months ended March 31, 2021, as compared to the corresponding periods of fiscal 2020. The increases in wholesale revenue for the three months ended March 31, 2021 were primarily due to increased capacity, coupled with maturing operations at the Company’s Pennsylvania, Massachusetts, and Illinois cultivation facilities. This resulted in higher yields and product mix in each of the respective markets.

Other revenue increased for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, primarily due to the recognition of previously unrecognized management fees in New Hampshire, some of which relates to prior periods.

While total revenues increased 58%, total costs of goods sold only increased 25% for the three months ended March 31, 2021, as compared with the corresponding periods of fiscal 2020.

Retail cost of goods sold increased 20% for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, and below the 47% increase in retail revenue. While retail cost of goods sold increased due to the volume increase associated with the retail revenue growth, the rate of growth was lower primarily as a result of the Company’s vertically integrated sales and distribution channels.

Wholesale cost of goods sold increased 39% for the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, and below the 53% increase in wholesale revenue. While wholesale cost of goods sold increased due to the volume increase associated with the wholesale revenue growth, the rate of growth was lower as a result of production efficiencies being achieved. In addition, wholesale cost of goods sold for the comparative period were driven by the initial set up costs and consequential expansion impact of various cultivation facilities that did not occur in the current period. Finally, the suspension of operations at Form Factory Holdings, LLC (“Form Factory”), a manufacturer and distributor of cannabis-based edibles and beverages, since March 2020 partially offset the increase in costs of wholesale goods sold in the current period, as a result of consequential inventory write-offs that were recognized in the comparable period.

Gross margin for the three months ended March 31, 2021 was 53.7%, compared to 41.1% for the three months ended March 31, 2020. The increase in gross margin was driven by the factors discussed above.

Revenue by geography

While the Company operates under one operating segment, the production and sale of cannabis products, the below revenue breakout by geography is included as management believes it provides relevant and useful information to investors.

Revenue by region in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
New England	\$ 18,056	\$ 11,323	\$ 6,733	59 %
Mid-Atlantic	12,135	7,086	5,049	71 %
Midwest	5,872	2,943	2,929	100 %
West	1,859	2,803	(944)	(34)%
South	471	70	401	573 %
Total revenues, net	\$ 38,393	\$ 24,225	\$ 14,168	58 %

n/m - Not Meaningful

Total operating expenses

Total operating expenses consist primarily of compensation expense at the Company’s corporate offices as well as operating subsidiaries, impairment losses, professional fees, which includes, but is not limited to, legal and accounting services, depreciation and other general and administrative expenses.

Operating expenses in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
	General and administrative	\$ 9,218	\$ 13,032	\$ 3,814
Compensation expense	10,362	14,477	4,115	28 %
Equity-based compensation expense	6,042	34,737	28,695	83 %
Marketing	12	987	975	99 %
Impairments, net	818	187,775	186,957	100 %
Loss on notes receivable	—	8,161	8,161	n/m
Recovery of assets held-for-sale	(8,616)	—	8,616	n/m
Legal settlements, net	10	—	(10)	n/m
Depreciation and amortization	969	2,067	1,098	53 %
Total operating expenses	\$ 18,815	\$ 261,236	\$ 242,421	93 %

n/m - Not Meaningful

Total operating expenses for the three months ended March 31, 2021 were \$18,815, a decrease of \$242,421 or 93% from the corresponding period of fiscal 2020. The primary drivers of the decrease in operating expenses were as follows:

- General and administrative expenses decreased during the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, primarily due to a reduction of legal fees and rental and lease expenses incurred.
- Compensation expense decreased during the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, primarily due to a reduction in costs related to reorganization efforts undertaken in the previous period.
- Equity-based compensation expense decreased during the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, primarily due to costs related to the reorganization efforts undertaken in the previous period, resulting in the acceleration of restricted share vesting for Form Factory employees and previously issued awards becoming fully vested and cancelled in the prior period.
- Marketing expenses decreased during the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, primarily due to significantly reduced marketing activities in the current period.
- Impairment expenses, net for the corresponding three months ended March 31, 2020 included impairment charges related interim intangible and goodwill impairment testing undertaken in the prior period due to the triggering event caused by the COVID-19 pandemic, as further discussed in Note 4 in the unaudited condensed consolidated financial statements. No such impairment charge was required in the three months ended March 31, 2021.
- Loss on notes receivable decreased during the three months ended March 31, 2021, as compared to the corresponding period of fiscal 2020, as there were no similar write-offs of notes receivable in the current period.
- During the year ended December 31, 2020, the Company determined certain businesses and assets met the held-for-sale criteria. In accordance with ASC 360-10, *Property, Plant and Equipment*, the assessed disposal groups for such assets held-for-sale were written down to fair value less costs to sell, resulting in the recognition of write down charges. During the three months ended March 31, 2021, the Company entered in a definitive agreement to sell its Acreage Florida disposal group at a purchase price in excess of the previously estimated fair value less costs to sell. Accordingly, the Company recognized a recovery of assets held-for-sale related to its Acreage Florida disposal group related to the previously recognized write-down of assets held-for-sale. Refer to Notes 3 and 17 in the unaudited condensed consolidated financial statements for further discussion.
- Depreciation and amortization expenses decreased during the three months ended March 31, 2021, compared to the corresponding period of fiscal 2020, due a lower net carrying value of certain fixed assets and intangible assets on which depreciation and amortization expense is determined as a result of prior period impairment charges.

Total other (loss) income

Other (loss) income in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
	(Loss) income from investments, net	\$ (144)	\$ 234	\$ (378)
Interest income from loans receivable	1,465	1,647	(182)	(11)%
Interest expense	(4,857)	(1,226)	(3,631)	(296)%
Other loss, net	(1,566)	(174)	(1,392)	(800)%
Total other (loss) income	\$ (5,102)	\$ 481	\$ (5,583)	n/m

n/m - Not Meaningful

Interest expense, net increased during the three months ended March 31, 2021, compared to the corresponding period of fiscal 2020, due to the Company's increased debt financing transactions primarily undertaken subsequent to the three months ended March 31, 2020. The increase in *Other loss, net* was primarily related to higher losses on the disposal of capital assets related to Form Factory incurred during the three months ended March 31, 2021.

Net loss

Net loss in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
	Net loss	\$ (8,642)	\$ (222,229)	\$ 213,587
Less: net loss attributable to non-controlling interests	(833)	(50,275)	49,442	98 %
Net loss attributable to Acreage Holdings, Inc.	\$ (7,809)	\$ (171,954)	\$ 164,145	95 %

The increases in net loss are driven by the factors discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Sources and uses of cash

The Company's primary uses of capital include operating expenses, capital expenditures and the servicing of outstanding debt. The Company's primary sources of capital include funds generated by cannabis sales as well as financing activities. Through March 31, 2021, the Company had primarily used private financing as a source of liquidity for short-term working capital needs and general corporate purposes.

In March 2021, the Company extended the maturity date related to \$21,000 of the \$22,000 aggregate amount of the loan transaction to June 30, 2021, as described in Note 10 to the unaudited condensed consolidated financial statements.

The Company's ability to fund its operations, capital expenditures, acquisitions, and other obligations depends on its future operating performance and ability to obtain financing, which are subject to prevailing economic conditions, as well as financial, business and other factors, some of which are beyond the Company's control.

The Company expects that its cash on hand and cash flows from operations, along with its ability to obtain private and/or public financing, will be adequate to support the capital needs of the existing operations as well as expansion plans for the next 12 months. While the Company's liquidity risk has increased since its RTO transaction as a result of the Company's rapid growth and continued expansion, which resulted in negative operating cash flow for the year ended December 31, 2020, the Company believes it has alleviated the risk. Please see the disclosures under "*Basis of presentation and going concern*" in Note 2 to the unaudited condensed consolidated financial statements.

Cash flows

Cash and cash equivalents and restricted cash were \$45,941 as of March 31, 2021, an increase of \$9,902 from March 31, 2020. The following table summarizes the change in cash, cash equivalents and restricted cash for the three months ended March 31, 2021 and 2020.

Cash flows in thousands	Three Months Ended March 31,		Better/(Worse) 2021 vs. 2020	
	2021	2020	\$	%
Net cash used in operating activities	\$ (1,589)	\$ (25,401)	\$ 23,812	94 %
Net cash used in investing activities	(6,530)	(19,319)	12,789	66
Net cash (used in) provided by financing activities	(579)	54,159	(54,738)	n/m
Net (decrease) increase in cash, cash equivalents and restricted cash	\$ (8,698)	\$ 9,439	\$ (18,137)	n/m
n/m - Not Meaningful				

Net cash used in operating activities

The decrease in cash used in operating activities was primarily driven by the improvement in the net operating income (loss) for the three months ended March 31, 2021 as compared to the corresponding period of fiscal 2020. Excluding non-cash items such as impairments, write-offs and depreciation and amortization in the net operating income (loss), this improved operating income was a result of revenue increases exceeding increases in costs of goods sold and a decrease in compensation, marketing and general and administrative expenses. Additionally, improvements in working capital help to drive the decrease in cash used in operating activities.

Net cash used in investing activities

Cash used in investing activities during the three months ended March 31, 2021, was primarily driven by \$5,421 spent on capital expenditures to build out the Company's owned operations and \$1,143 advanced to entities, net of collections, with which the Company has a management or consulting services arrangement.

Cash used in investing activities during the three months ended March 31, 2020, was primarily driven by \$7,790 spent on capital expenditures to build out the Company's owned operations and \$11,560 advanced to entities, net of collections, with which the Company has a management or consulting services arrangement.

Net cash (used in) provided by financing activities

Cash used in financing activities during the three months ended March 31, 2021 was primarily driven by the repayment of debt of \$2,070, partially offset by \$1,190 related to financing proceeds.

Cash provided by financing activities during the three months ended March 31, 2020 was primarily driven by proceeds from raising \$27,887 through the issuance of warrants, \$19,438 related to a draw down associated with a credit facility, as well as \$22,000 related to the collateral received pursuant to the draw down. This was partially offset by the repayment of short-term related party debt of \$15,000.

Capital Resources

Capital structure and debt

The Company's debt outstanding as of March 31, 2021 was as follows:

Debt balances	March 31, 2021
Seller's notes	2,581
Financing liability (related party)	15,253
Finance lease liabilities	5,190
3.55% Credit facility due 2021	20,215
3.55% Credit facility collateral (related party)	20,845
7.5% Loan due 2023 (related party)	32,203
6.1% Secured debenture due 2030 (related party)	46,185
Hempco Foros promissory note	2,000
Senior secured term loan facility	23,200
Construction financing loan	6,090
Canwell promissory note	6,750
Total debt	\$ 180,512
Less: current portion of debt	47,642
Total long-term debt	\$ 132,870

Commitments and contingencies

Refer to Note 13 of the unaudited condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company has exposure to the following risks from its use of financial instruments and other risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include market, credit, liquidity, asset forfeiture, banking and interest rate risk.

Market risk

Strategic and operational risks arise if the Company fails 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

The Company's exposure to non-payment or non-performance by its counterparties is a credit risk. The maximum credit exposure as of March 31, 2021, is the carrying amount of cash and cash equivalents, restricted cash, and accounts, notes and other receivables. The Company does not have significant credit risk with respect to customers. The Company mitigates its credit risk on its notes and other receivables by securing collateral, such as capital assets, and by its review of the counterparties and their businesses. The Company considers a variety of factors when determining interest rates for notes receivable, including the creditworthiness of the counterparty, market interest rates prevailing at the note's origination, and duration and terms of the note. The Company determined expected credit losses to be immaterial due to collateral held. Analysis of collateral held and future expected cash flows within the cannabis industry were considered in its expected credit loss assessment.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company endeavors to ensure that there is sufficient liquidity in order to meet short-term business requirements, after taking into account the Company's cash holdings. As of March 31, 2021, the Company's financial liabilities consist of accounts payable and accrued liabilities, lease liabilities and long-term debt. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis.

As reflected in the unaudited condensed consolidated financial statements, the Company had an accumulated deficit as of March 31, 2021, as well as a net loss and negative cash flow from operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern for at least one year from the issuance of these financial statements.

However, management believes that substantial doubt of the Company's ability to meet its obligations for the next twelve months from the date these financial statements were first made available has been alleviated due to, but not limited to, (i) access to future capital commitments, (ii) continued sales growth from the Company's consolidated operations, (iii) latitude as to the timing and amount of certain operating expenses as well as capital expenditures, (iv) restructuring plans that have already been put in place to improve the Company's profitability, (v) the Standby Equity Distribution Agreement (refer to Note 13 of the unaudited condensed consolidated financial statements for further discussion) and (vi) the anticipated Non-Core Divestitures (refer to Note 3 of the unaudited condensed consolidated financial statements for further discussion).

If the Company is unable to raise additional capital whenever necessary, it may be forced to decelerate or curtail its footprint buildout or other operational activities until such time as additional capital becomes available. Such limitation of the Company's activities would allow it to slow its rate of spending and extend its use of cash until additional capital is raised. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. Management also cannot provide any assurance as to unforeseen circumstances that could occur at any time within the next twelve months or thereafter which could increase the Company's need to raise additional capital on an immediate basis.

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.

Banking risk

Notwithstanding that a majority of states have legalized medical marijuana, 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 marijuana 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 marijuana industry. Consequently, businesses involved in the marijuana 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 the businesses of the Company, its subsidiaries and investee companies, and leaves their cash holdings vulnerable. The Company has banking relationships in all jurisdictions in which it operates.

In addition, the Company maintains cash with various U.S. banks and credit unions with balances in excess of the Federal Deposit Insurance Corporation and National Credit Union Share Insurance Fund limits, respectively. The failure of a bank or credit union where the Company has significant deposits could result in a loss of a portion of such cash balances in excess of the insured limit, which could materially and adversely affect the Company's business, financial condition, results of operations and the market price of the Company's Subordinate Voting Shares.

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. The Company's interest-bearing loans and borrowings are all at fixed interest rates. The Company considers cash flow interest rate risk to be immaterial.

Capital risk management

The Company considers its capital structure to include contributed capital, accumulated deficit, non-controlling interests and any other component of equity. The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it as appropriate given changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its

capital structure, the Company may issue new shares, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As reflected in the unaudited condensed consolidated financial statements, the Company had an accumulated deficit as of March 31, 2021, as well as a net loss and negative cash flow from operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern for at least one year from the issuance of these financial statements.

However, management believes that substantial doubt of the Company's ability to meet its obligations for the next twelve months from the date these financial statements were first made available has been alleviated due to, but not limited to, (i) access to future capital commitments, (ii) continued sales growth from the Company's consolidated operations, (iii) latitude as to the timing and amount of certain operating expenses as well as capital expenditures, (iv) restructuring plans that have already been put in place to improve the Company's profitability, (v) the Standby Equity Distribution Agreement (refer to Note 13 of the unaudited condensed consolidated financial statements for further discussion) and (vi) the anticipated Non-Core Divestitures (refer to Note 3 of the unaudited condensed consolidated financial statements for further discussion).

If the Company is unable to raise additional capital whenever necessary, it may be forced to decelerate or curtail its footprint buildout or other operational activities until such time as additional capital becomes available. Such limitation of the Company's activities would allow it to slow its rate of spending and extend its use of cash until additional capital is raised. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. Management also cannot provide any assurance as to unforeseen circumstances that could occur at any time within the next twelve months or thereafter which could increase the Company's need to raise additional capital on an immediate basis.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective for the period ending March 31, 2021 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Inherent Limitations Over Internal Controls

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In accordance with guidance issued by the SEC, companies are permitted to exclude acquisitions from their final assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Management, including the Chief Executive Officer and Chief Financial Officer, has limited the evaluation of the Company's internal controls over financial reporting to exclude controls, policies and procedures and internal controls over financial reporting of the recently acquired operations of:

- Compassionate Care Foundation, Inc. ("CCF") (acquired June 26, 2020)

The operations of CCF represents approximately 5% of the Company's total assets as of March 31, 2021 and 12% of the Company's gross revenue for the three months ended March 31, 2021.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the first quarter of 2021, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

Item 1. Legal Proceedings

For information on legal proceedings, refer to Note 13 to the condensed consolidated financial statements included this report.

Item 1A. Risk Factors

There have been no material changes to the risk factors described in the section titled “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits.

Exhibit No.	Description of Document	Schedule Form	Incorporated by Reference			Filed or Furnished Herewith
			File Number	Exhibit	Filing Date	
10.1	Letter amending the Standby Equity Distribution Agreement by and between the Institutional Investor and Acreage Holdings, Inc., dated January 25, 2021	8-K	000-56021	10.2	1/28/21	
10.2	Letter amending the Standby Equity Distribution Agreement by and between the Institutional Investor and Acreage Holdings, Inc., dated March 11, 2021	10-K	000-56021	10.31	3/25/21	
10.2	Stock Purchase Agreement by and among RWB Florida LLC, Red, White & Bloom Inc., High Street Capital Partners, LLC and Acreage Florida, Inc. dated February 24, 2021	10-K	000-56021	10.28	3/25/21	
10.3	Amendment No. 3 to Credit Agreement by and among Acreage Finance Delaware, LLC, Acreage IP Holdings, LLC and IP Investment Company, LLC, originally dated as of March 11, 2020.	8-K	000-56021	10.2	3/11/21	
10.4	Amendment to Stock Purchase Agreement dated as of April 27, 2021 by and among High Street Capital Partners, LLC, RWB Florida LLC and Red White & Bloom Brands Inc.					X
10.8	Separation Agreement between Tyson Macdonald and Acreage Holdings, Inc., effective March 9, 2020	S-1	333-252828	10.22	2/8/21	
10.10	Offer of Employment Letter, dated February 15, 2021, by and between Acreage Holdings, Inc. and Steve Goertz	8-K	000-56021	10.1	2/26/21	
10.11	Amendment No. 2 to Credit Agreement by and among Acreage Finance Delaware, LLC, Acreage IP Holdings, LLC and IP Investment Company, LLC, originally dated as of March 11, 2020.	8-K	000-56021	10.1	3/11/21	
31.1	Certification of Periodic Report by Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Periodic Report by Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*					X
101	Attached as Exhibit 101 to this report are the following documents formatted in iXBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Financial Position as of March 31, 2021 (unaudited) and December 31, 2020 (audited), (ii) Unaudited Condensed Consolidated Statements of Operations for the three months ended March 31, 2021 and March 31, 2020, (iii) Unaudited Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2021 and March 31, 2020, (iv) Unaudited Condensed Consolidated Statements of Shareholders' Equity for the three months ended March 31, 2021 and March 31, 2020 and (v) Notes to Unaudited Condensed Consolidated Financial Statements.					X

