

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 our results of operations and financial condition. Historical results may not be indicative of future performance. This discussion includes forward-looking statements that reflect our plans, estimates and beliefs. Such statements involve risks and uncertainties. Our 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 Part I, Item 1A of the Annual Report on Form 10-K for the year ended December 31, 2022 (the “2022 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 and for the three month period ended March 31, 2023 and related notes appearing elsewhere in this Quarterly Report on Form 10-Q (this “Quarterly Report” or “Form 10-Q) and the 2022 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, statements regarding the proposed transactions with Canopy Growth Corporation (“Canopy Growth or “Canopy”), 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 are 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 US Federal Illegality of the Company’s Business Activities
- the anticipated benefits of the Floating Share Arrangement with Canopy Growth;
- the likelihood of Canopy Growth completing the acquisition of the Fixed Shares and/or Floating Shares;
- risks related to the ability to finance Acreage’s business and fund its obligations;
- other expectations and assumptions concerning the transactions contemplated between Canopy Growth and Acreage;
- in the event that the Floating Share Arrangement is completed, the likelihood of Canopy completing the Acquisition in accordance with the Existing Arrangement Agreement;
- the risk of a change of control of either Canopy or Canopy USA;
- the impact of material non-recurring expenses in connection with the Floating Share Arrangement on Acreage’s future results of operations, cash flows and financial condition;
- the ability of Canopy, Canopy USA and Acreage to leverage each other’s respective capabilities and resources;
- 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;
- 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;

- the dual structure of the Fixed and Floating Shares
- 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 with 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 May 1, 2023, 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, its strategic objectives, as well as developments that occurred during the three months ended March 31, 2023 and 2022 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, 2023 and 2022. 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, 2023 and 2022, as well as a discussion on the Company's outstanding debt and commitments that existed as of March 31, 2023. 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.

As of March 31, 2023, Acreage owned and operated a total of twenty-three dispensaries - four in New York, three in New Jersey, three in Connecticut, two in Massachusetts, two in Illinois, five in Ohio, and four in Maine. As of March 31, 2023, Acreage owned and operated a total of nine cultivation and processing facilities, one each in California, Illinois, Maine, New Jersey, New York, Ohio and Pennsylvania, respectively, and two in Massachusetts.

Strategic Priorities

The Company believes its focused strategy is the key to continued improvements in its financial results and shareholder value. For the past few years, the Company was focused on three key strategic objectives - accelerating growth in its core markets, driving profitability, and strengthening the balance sheet. For 2023 and onwards, the Company has modified its strategic objectives in response to Company and industry developments - focus on cash, accelerate growth in core markets with core brands and prepare for Canopy USA.

Focus on Cash: A combination of economic conditions, lack of regulatory change and industry competition impacting pricing has negatively impacted the Company’s ability to generate cash flow to support operational requirements and capital activities. Additionally, these factors have likely limited the additional capital that might be available to the Company. While these factors continue, the Company will focus on maximizing the cash flow generated by operating activities and limit capital expenditures to only those projects that can be funded from existing resources and are expected to generate near-term returns.

Accelerating Growth in Core Markets with Core Brands: Through prior acquisitions and capital expenditures, management believes Acreage is well positioned for future success in several key markets as regulations regarding the use of cannabis continue to evolve. The Company will continue to focus its growth on its core markets where it can take advantage of and expand on the presence already established. Additionally, the Company has developed a portfolio of core brands that resonate with its customers. The Company will focus on ensuring that these core brands feature prominently in the markets where they are available.

Prepare for Canopy USA: During the fourth quarter of 2022, the Company entered into a new strategic arrangement with Canopy Growth that, would allow Canopy Growth to acquire 100% of Acreage by (i) waiving its existing Floating Share option and entering into a new Floating Share acquisition agreement; and (ii) committing to exercise its Fixed Share option, all subject to required approvals and terms of the related agreements. Throughout 2023, the Company will take all steps necessary to prepare for the eventual closing of this transactions.

Highlights from the three months ended March 31, 2023:

- The Company’s total consolidated revenue declined 2% as compared with the three months ended March 31, 2022. After adjusting for acquisitions and divestitures, revenue for the 3 months ended March 31, 2023 was relatively consistent with the comparable period in the prior year.
- Adjusted EBITDA for the three months ended March 31, 2023 was \$10.6 million, compared to adjusted EBITDA of \$8.6 million during the same period in 2022. Excluding the impact of the reversal of bonus provisions related to the prior year, adjusted EBITDA for the three months ended March 31, 2023 was \$6.3 million. This marks nine consecutive quarters of positive adjusted EBITDA, further validating management’s refocused strategic plan. Refer to section “Non-GAAP Information” for a discussion of Adjusted EBITDA as a non-GAAP measure.
- On January 2, 2023, the Company acquired cultivation, processing and retail operations in Maine from a third party who provided cultivation, manufacturing, processing, distribution and handling, recordkeeping, compliance, and other services to the Company’s operations in Maine.

- On January 10, 2023, the Company commenced adult-use operations in Connecticut, offering a range of products from our flagship brand The Botanist for adult-use sales in Montville.
- On January 31, 2023, the Company launched “Fast-Acting Gummies” or “TiME Gummies” under its flagship brand The Botanist in Illinois, Maine, Massachusetts, and Ohio.
- The Floating Share Arrangement was approved at a special meeting of the holders of Floating Shares held on March 15, 2023. Refer to Note 13 for further discussion.

Operational and Regulation Overview (all amounts in thousands, except per share amounts)

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, 2022.

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, 2023 and 2022. 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)	
	2023 vs. 2022		\$	%
	2023	2022		
Revenues, net	\$ 55,963	\$ 56,879	\$ (916)	(2)%
Net operating income (loss)	1,145	(2,722)	3,867	n/m
Net loss attributable to Acreage	(14,590)	(12,694)	(1,896)	(15)
Basic and diluted loss per share attributable to Acreage	\$ (0.13)	\$ (0.12)	\$ (0.01)	(8)%

Revenues, Cost of goods sold and Gross profit

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.

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.

in thousands	Three Months Ended March 31,		Better/(Worse)	
	2023 vs. 2022		\$	%
	2023	2022		
Retail revenue, net	\$ 41,881	\$ 41,427	\$ 454	1 %
Wholesale revenue, net	13,998	15,172	(1,174)	(8)
Other revenue, net	84	280	(196)	(70)
Total revenues, net	\$ 55,963	\$ 56,879	\$ (916)	(2)%
Cost of goods sold, retail	(20,414)	(20,768)	354	2
Cost of goods sold, wholesale	(8,964)	(6,601)	(2,363)	(36)
Total cost of goods sold	\$ (29,378)	\$ (27,369)	\$ (2,009)	(7)%
Gross profit	\$ 26,585	\$ 29,510	\$ (2,925)	(10)%
Gross margin	48 %	52 %		(4)%

n/m - Not Meaningful

Three months ended March 31, 2023 vs. 2022

Total revenues for the three months ended March 31, 2023 declined by \$916, or 2%, compared to the three months ended March 31, 2022. The decline in total revenue was primarily due to a decrease of \$1,238 related to the divestiture of the Company's operations in Oregon, offset by an increase of \$485 due to the acquisitions of a Maine dispensary in 2022. Excluding these acquisitions and divestitures, total revenue decreased by \$163 for the three months ended March 31, 2023, as compared to 2022.

Retail revenue for the three months ended March 31, 2023 grew by \$454, or 1%, compared to the three months ended March 31, 2022. Excluding the impact of acquisitions and divestitures, retail revenue increased by \$1,208, or 3%, for the three months ended March 31, 2023 compared to the three months ended March 31, 2022. This organic growth was primarily driven by the commencement of adult use sales in New Jersey in April 2022 and Connecticut in January 2023.

Wholesale revenue for the three months ended March 31, 2023 decreased by \$1,174, or 8%, compared to the three months ended March 31, 2022. The decline in wholesale revenue was primarily due to price compression and decreased wholesale demand in select markets, particularly in those markets where integrated operators put a greater focus on the sales of their own internally produced products.

Retail cost of goods sold increased \$354, or 2%, for the three months ended March 31, 2023 compared to 2022, which was generally consistent with the 1% increase in retail revenue. Price compression in select markets was offset by cost efficiencies.

Wholesale cost of goods sold increased \$2,363, or 36%, for the three months ended March 31, 2023 compared to 2022, which outpaced the 8% decrease in wholesale revenue. Wholesale cost of goods sold increased due to \$2,237 of non-cash inventory adjustments made during the three months ended March 31, 2023 as a result of excess inventory in select markets, reducing the carrying value of wholesale inventory to reflect the lower of cost and net realizable value. Excluding these non-cash inventory adjustments, wholesale costs of goods sold increased \$129 or 2%. Cost increases and product mix shifts drove the increase in wholesale cost of goods sold.

Gross profit decreased \$2,925, or 10%, for the three months ended March 31, 2023 to \$26,585 from \$29,510 in 2022, and Gross margin decreased from 52% of revenue for the three months ended March 31, 2022 to 48% of revenue in 2023, or 4%, due to the factors discussed above. Efficiencies gained from further economies of scale were unable to offset overall selling price declines, cost increases due to inflation, and the aforementioned wholesale non-cash inventory adjustments. Excluding the non-cash inventory adjustments, margin decreased slightly to 51%.

Revenue by geography

While the Company operates under one operating segment for 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) 2023 vs. 2022	
	2023	2022	\$	%
New England	15,088	\$ 16,426	\$ (1,338)	(8)%
Mid-Atlantic	20,276	15,355	4,921	32
Midwest	20,317	23,169	(2,852)	(12)
West	282	1,929	(1,647)	(85)
Total revenues, net	55,963	\$ 56,879	\$ (916)	(2)%

Total operating expenses

Total operating expenses consist primarily of loss on impairments, compensation expense at our corporate offices as well as operating subsidiaries, professional fees, which includes, but is not limited to, legal and accounting services, depreciation and other general and administrative expenses.

Operating expenses	Better/(Worse)				
	Three Months Ended March 31,		2023 vs. 2022		
	2023	2022	\$	%	
in thousands					
General and administrative	\$ 10,512	\$ 8,387	\$ (2,125)	(25)%	
Compensation expense	12,203	14,195	1,992	14	
Equity-based compensation expense	984	4,159	3,175	76	
Marketing	744	697	(47)	(7)	
Impairments, net	—	2,138	2,138	n/m	
Write down (recovery) of assets held-for-sale	—	874	874	n/m	
Legal settlements (recoveries)	—	(25)	(25)	n/m	
Depreciation and amortization	997	1,807	810	45	
Total operating expenses	\$ 25,440	\$ 32,232	\$ 6,792	21 %	
n/m - Not Meaningful					

Three months ended March 31, 2023 vs. 2022

Total operating expenses for the three months ended March 31, 2023 were \$25,440, an decrease of \$6,792, or 21%, compared with 2022. The primary drivers of the increase in operating expenses were as follows:

- General and administrative expenses increased \$2,125 during the three months ended March 31, 2023 compared with 2022, primarily due to increases in (i) the cost of insurance, fees, permits and licenses, (ii) bad debt expenses of \$1,250 related to the write-off of previously recognized management fees which are not collectible, (iii) increased travel as restrictions have been lifted and (iv) increased office expenses.
- Compensation expense decreased \$1,992 during the three months ended March 31, 2023 as compared with 2022, primarily due to the reversal of bonus provisions related to the prior year.
- Equity-based compensation expense decreased \$3,175, or 76%, during the three months ended March 31, 2023 as compared with 2022, primarily due to the fully vesting, prior to the three months ended March 31, 2023 of certain historic equity-based compensation grants and no annual grants have been issued to employees during 2023 under the Company's normal long-term incentive plan.
- There were no impairments in the three months ended March 31, 2023. The impairments in the comparative period of 2022 are primarily due to an impairment of \$1,907 related to certain Michigan locations as the Company was unsuccessful in finding a satisfactory buyer for these assets which were previously classified as held-for-sale.
- There were no write downs or recoveries of assets held-for-sale in the three months ended March 31, 2023. The write downs of assets held-for-sale in the comparative period of 2022 relate to the Company's Oregon operations which were disposed of in the year ended December 31, 2022.
- Depreciation and amortization expenses decreased by \$810 during the three months ended March 31, 2023 compared with 2022, primarily due to an acceleration of the amortization of certain intangible assets as a result of a reduction in the expected useful lives of such assets during the three months ended March 31, 2022 and due to the impairment of certain intangible assets in the year ended December 31, 2022.

Total other income (loss)

Other income (loss)	Better/(Worse)				
	Three Months Ended March 31,		2023 vs. 2022		
	2023	2022	\$	%	
in thousands					
Income (loss) from investments, net	\$ (342)	\$ 1,133	\$ (1,475)	n/m	
Interest income from loans receivable	16	417	(401)	(96)%	
Interest expense	(8,074)	(4,781)	(3,293)	(69)	
Other loss, net	(1,553)	(10)	(1,543)	n/m	
Total other loss	\$ (9,953)	\$ (3,241)	\$ (6,712)	(207)%	
n/m - Not Meaningful					

Three months ended March 31, 2023 vs. 2022

Total other loss for the three months ended March 31, 2023 was \$9,953, an increase of \$6,712 compared with 2022. The primary drivers of the decrease in Total other income (loss) were as follows:

- Loss from investments, net of \$342 for the three months ended March 31, 2023 has decreased \$1,475 as compared with 2022 due to fair value adjustments to the investment in equity in other companies.
- Interest income from loans receivable of \$16 for the three months ended March 31, 2023 has declined \$401 as compared with 2022 due to a reduction in loans receivable outstanding during the comparative period.
- Interest expense for the three months ended March 31, 2023 of \$8,074 increased by \$3,293 as a result of the Company having a larger debt balance as compared to 2022 and due to an increased interest rate on a substantial portion of the Company's debt.
- Other loss for the three months ended March 31, 2023 of \$1,553 increased by \$1,543 as compared with 2022. Other income, net for the year ended March 31, 2023 was primarily due to a loss on the termination of a lease related the Company's operations in Massachusetts.

Net loss

Net loss in thousands	Three Months Ended March 31,		Better/(Worse) 2023 vs. 2022	
	2023	2022	\$	%
Net loss	\$ (16,157)	\$ (13,911)	\$ (2,246)	(16)%
Less: net loss attributable to non-controlling interests	(1,567)	(1,217)	(350)	(29)
Net loss attributable to Acreage Holdings, Inc.	\$ (14,590)	\$ (12,694)	\$ (1,896)	(15)%

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

Non-GAAP Information

This statement includes Adjusted EBITDA, which is a non-GAAP performance measure that we use to supplement our results presented in accordance with U.S. GAAP. The Company uses Adjusted EBITDA to evaluate its actual operating performance and for planning and forecasting future periods. The Company believes that the adjusted results presented provide relevant and useful information for investors because they clarify the Company's actual operating performance, make it easier to compare our results with those of other companies and allow investors to review performance in the same way as our management. Since these measures are not calculated in accordance with U.S. GAAP, they should not be considered in isolation of, or as a substitute for, net loss or our other reported results of operations as reported under U.S. GAAP as indicators of our performance, and they may not be comparable to similarly named measures from other companies.

The Company defines Adjusted EBITDA as net income before interest, income taxes and, depreciation and amortization and excluding the following: (i) income from investments, net (the majority of the Company's investment income relates to remeasurement to net asset value of previously-held interests in connection with our roll-up of affiliates, and the Company expects income from investments to be a non-recurring item as its legacy investment holdings diminish), (ii) equity-based compensation expense, (iii) non-cash impairment losses, (iv) transaction costs, (v) non-cash inventory adjustments and (vi) other non-recurring expenses (other expenses and income not expected to recur).

Adjusted EBITDA	Better/(Worse)				
	in thousands		2023 vs. 2022		
	Three Months Ended March 31,				
	2023	2022	\$	%	
Net loss (U.S. GAAP)	\$ (16,157)	\$ (13,911)			
Income tax expense	7,349	7,948			
Interest expense, net	8,058	4,364			
Depreciation and amortization ⁽¹⁾	3,038	2,891			
EBITDA (non-GAAP)	\$ 2,288	\$ 1,292	\$ 996		77 %
Adjusting items:					
Loss (income) from investments, net	342	(1,133)			
Impairments, net	—	1,956			
Non-cash inventory adjustments	2,237	—			
Loss on extraordinary events ⁽²⁾	1,492	182			
Write down (recovery) of assets held-for-sale	—	874			
Legal settlements, net	—	(25)			
Gain on business divestiture	—	(4)			
Equity-based compensation expense	984	4,159			
Other non-recurring expenses ⁽³⁾	3,250	1,326			
Adjusted EBITDA (non-GAAP)	\$ 10,593	\$ 8,627	\$ 1,966		23 %

⁽¹⁾ Depreciation and amortization for the three months ended March 31, 2023 and 2022 contains depreciation and amortization included in cost of goods sold.

⁽²⁾ Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence.

⁽³⁾ Other non-recurring expenses relates to certain compensation, general and administrative, and other miscellaneous expenses. The Company excludes these items as they are not expected to recur.

The increases in adjusted EBITDA are driven by the factors discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Sources and uses of cash (all amounts in thousands, except per share amounts)

The Company's primary uses of capital include operating expenses, income taxes, 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, 2023, the Company had primarily used private financing as a source of liquidity for short-term working capital needs and general corporate purposes.

As of March 31, 2023, the Company had cash of \$14,251. 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's future contractual obligations include the following:

Leases

As of March 31, 2023, the Company had future operating lease obligations and future finance lease obligations of \$34,221 and \$16,212, respectively, with \$3,359 and \$677 payable within the next nine months, respectively. The Company leases land, buildings, equipment and other capital assets which it plans to use for corporate purposes in addition to the production and sale of cannabis products. Leases with an initial term of 12 months or less are not recorded on the Unaudited Condensed Consolidated Statements of Financial Position and are expensed in the Unaudited Condensed Consolidated 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. Refer to Note 8 of the Unaudited Condensed Consolidated Financial Statements for further discussion.

Debt

As of March 31, 2023, the Company had outstanding debt with varying maturities for an aggregate principal amount of \$216,937 (net of \$15,465 of unamortized discounts and debt issuance costs), with \$1,583 payable within the remaining nine months. The Company has related future interest payments of \$73,514, with \$16,279 payable within the remaining nine months. In April 2023, the Company reached an agreement with its lenders that would allow it to draw a further \$15,000 under its current credit agreement, but such funds would be restricted for use to only eligible capital expenditures. As part of this agreement, the Company agreed to not draw additional funds under the Credit Agreement. Refer to Notes 10 and 17 of the Unaudited Condensed Consolidated Financial Statements for further discussion.

The Company expects that its total readily available funds of \$14,251 as of March 31, 2023 and its further ability to obtain private and/or public financing, will be adequate to support the future obligations discussed above as well as the capital needs of the existing operations and expansion plans over the next twelve months. Additionally, the Company has a further \$15,000 of long-term debt available from its committed debt facilities, but such funds are restricted for use to only eligible capital expenditures. Further, in February 2023, the Company filed for certain Employee Retention Tax Credits (“ERTC”) and it expects to receive approximately \$15,000, less applicable agent fees and other expenses. On April 11, 2023, the Company sold, with recourse, the rights to receive certain Employee Retention Tax Credits (“ERTC”) with an aggregate receivable value of \$14.3 million for total proceeds of \$12.1 million. Refer to Note 2 of the Consolidated Financial Statements for further discussion.

Cash flows

Cash and cash equivalents were \$14,251 as of March 31, 2023, which represents a net decrease of \$9,816 for the three months ended March 31, 2023. The following table details the change in cash, cash equivalents, restricted cash and cash related to assets held for sale for the three months ended March 31, 2023 and 2022.

Cash flows in thousands	Better/(Worse)			
	Three Months Ended March 31,		2023 vs. 2022	
	2023	2022	\$	%
Net cash used in operating activities	\$ (8,070)	\$ (5,363)	\$ (2,707)	(50)%
Net cash used in investing activities	(1,714)	(6,066)	4,352	72
Net cash used in financing activities	(32)	(11)	(21)	(191)
Net decrease in cash, cash equivalents, restricted cash, and cash held for sale	\$ (9,816)	\$ (11,440)	\$ 1,624	14 %

n/m - Not Meaningful

Net cash used in operating activities

During the three months ended March 31, 2023, the Company used \$8,070 of net cash in operating activities, which represented an increase of \$2,707, or 50%, when compared with 2022. Although the reported net loss increased by \$2,246 during the three months ended March 31, 2023 when compared to the same period of 2022, the net loss excluding non-cash items such as impairments, equity-based compensation, write-offs and recoveries, gains and losses on disposals and depreciation and amortization increased by \$3,656 when compared to the same period of 2022.

Net cash used in investing activities

During the three months ended March 31, 2023, the Company used \$1,714 of net cash through investing activities compared to \$6,066 of net cash used in investing activities in the same period for 2022, which represented an improvement of \$4,352. Net cash used in investing activities for the three months ended March 31, 2023 included \$2,230 on the purchase of capital assets and intangibles which was partially offset by cash acquired through business acquisitions of \$516.

Net cash used in financing activities

During the three months ended March 31, 2023, the Company used \$32 of net cash through financing activities compared to \$11 of net cash used in financing activities in the same period for 2022, which represented a change of \$21. Net cash used in financing activities for the three months ended March 31, 2023 included \$32 of debt repayments.

Capital Resources

Capital structure and debt

Our debt outstanding as of March 31, 2023 and December 31, 2022 is as follows:

Debt balances	March 31, 2023	December 31, 2022
Financing liability (failed sale-leaseback)	\$ 15,253	\$ 15,253
Finance lease liabilities	5,982	5,306
7.50% Loan due April 2026	31,418	31,288
6.10% Secured debenture due September 2030	46,614	46,502
Note due December 2024	3,167	3,167
Prime rate credit facilities due January 2026, as amended	114,503	113,564
Total debt	\$ 216,937	\$ 215,080
Less: current portion of debt	1,689	1,584
Total long-term debt	\$ 215,248	\$ 213,496

Commitments and contingencies

Commitments

The Company provides revolving lines of credit to several third parties. Refer to Note 6 of the Unaudited Condensed Consolidated Financial Statements for further discussion.

Arrangement with Canopy Growth

On June 19, 2019, the shareholders of the Company and of Canopy Growth separately approved the Prior Plan of Arrangement involving the two companies. Subsequently, on September 23, 2020, Acreage and Canopy Growth entered into an amending agreement and the Amended Arrangement became effective on September 23, 2020.

During the fourth quarter of 2022, the Company entered into a new strategic arrangement with Canopy Growth that, would allow Canopy Growth to acquire 100% of Acreage by (i) waiving its existing Floating Share option and entering into a new Floating Share acquisition agreement; and (ii) committing to exercise its Fixed Share option, all subject to required approvals and terms of the related agreements.

Refer to Note 13 of the Unaudited Condensed Consolidated Financial Statements for further discussion.

Advisor fee

In connection with the Prior Plan of Arrangement, the Company entered into an agreement with its financial advisor providing for a fee payment of \$7,000 in either cash, Acreage shares or Canopy Growth shares, at the discretion of the Company, upon the successful acquisition of Acreage by Canopy Growth. During the fourth quarter of 2022, the Company amended the terms of the agreement with its financial advisors providing for a fee payment of \$3,000 in cash, less a \$500 initial payment, and \$2,000 in shares of the Company, upon the successful acquisition of Acreage by Canopy Growth.

Tax Receivable Agreement

The Company is a party to (i) a tax receivable agreement dated November 14, 2018 and subsequently amended (the "Tax Receivable Agreement") between the Company, certain current and former unit holders of HSCP and, Canopy Growth and Canopy USA and (ii) tax receivable bonus plans dated November 14, 2018 and subsequently amended (the "Tax Receivable Bonus Plans") between the Company and certain directors, officers, consultants of the Company, Canopy Growth and Canopy USA (together the "Tax Receivable Recipients"). Under the Tax Receivable Agreement and the Tax Receivable Bonus Plans, the Company is required to make cash payments to the Tax Receivable Recipients equal to 85% of the tax benefits, if any, that the Company actually realizes, or in certain circumstances is deemed to realize, as a result of (i) the increases in its share of the tax basis of assets of HSCP resulting from any redemptions or exchanges of Units from the HSCP Members, and (ii) certain other tax benefits related to the Company making payments under the Tax Receivable Agreement and the Tax Receivable Bonus Plan.

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, 2023, for which no liabilities are recorded on the Unaudited Condensed Consolidated Statements of Financial Position.

The Company is subject to other capital commitments and similar obligations. As of March 31, 2023, such amounts were not material.

Contingencies

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, 2023, 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. Refer to Note 13 of the Unaudited Condensed Consolidated Financial Statements for further discussion.

Critical accounting policies and estimates

We have adopted various accounting policies to prepare the Unaudited Condensed Consolidated Financial Statements in accordance with GAAP. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. In our 2022 Annual Report on Form 10-K, we identified the critical accounting policies which affect our more significant estimates and assumptions used in preparing our consolidated financial statements.

As of March 31, 2023 there have been no material changes to our critical accounting policies and estimates from those previously disclosed in our 2022 Annual Report on Form 10-K for the year ended December 31, 2022.

Item 3. Quantitative and Qualitative Disclosures About Market Risk (presented in thousands, except share amounts).

The Company has exposure to certain risks, including market, credit, liquidity, asset forfeiture, banking and interest rate risk, and assesses the impact and likelihood of those risks. However, there have been no material changes in our market risk during the three months ended March 31, 2023. For additional information, refer to our 2022 Annual Report on Form 10-K for the year ended December 31, 2022.

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, and due to the material weakness in internal controls over financial reporting described below, 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 not effective for the period ending March 31, 2023 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: