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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 9, 2024

TRULIEVE CANNABIS CORP.

(Exact Name of Registrant as specified in its charter)

British Columbia
(State or Other Jurisdiction
of Incorporation)

000-56248
(Commission
File Number)

84-2231905
(IRS Employer
Identification No.)

6749 Ben Bostic Road Quincy, FL
(Address of principal executive offices)

32351
(Zip Code)

(850) 298-8866
(Registrant's telephone number, including area code)

Not Applicable
(Registrant's name or former address, if change since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On May 9, 2024, Trulieve Cannabis Corp. (the “Company”) announced via press release its results for the first quarter ended March 31, 2024. A copy of the Company’s press release is hereby furnished to the Commission and incorporated herein by reference as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

The Company from time to time presents at various industry and other conferences and provides summary business information. A copy of the slide presentation that will be used by representatives of the Company in connection with such presentations (the “Corporate Presentation”) is attached to this Current Report on Form 8-K as Exhibit 99.2. The Corporate Presentation is current as of May 9, 2024, and the Company disclaims any obligation to correct or update this material in the future.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit No.	Description
99.1*	Press release dated May 9, 2024
99.2*	Corporate Presentation dated May 9, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* The information in the press release attached as Exhibit 99.1 and the corporate presentation attached as Exhibit 99.2 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Trulieve Cannabis Corp.

By: /s/ Eric Powers

Name: Eric Powers

Title: Chief Legal Officer

Date: May 9, 2024



Trulieve Reports First Quarter 2024 Results Demonstrating Core Business Strength and Cash Generation

- *First quarter performance of \$298 million in revenue, up 4% sequentially, and 58% gross margin*
- *Strong cash flow from operations of \$139 million and free cash flow of \$124 million* in Q1 2024*
- *Definitive progress made on Smart and Safe Florida adult use initiative and federal rescheduling of cannabis to Schedule III*

Tallahassee, FL – May 9, 2024 – [Trulieve Cannabis Corp.](#) (CSE: [TRUL](#)) (OTCQX: [TCNNE](#)) (“Trulieve” or “the Company”), a leading and top-performing cannabis company in the U.S., today announced its results for the quarter ended March 31, 2024. Results are reported in U.S. dollars and in accordance with U.S. Generally Accepted Accounting Principles unless otherwise indicated. Numbers may not sum perfectly due to rounding.

Q1 2024 Financial and Operational Highlights*

- Revenue of \$298 million increased 4% sequentially and year over year, with 96% of revenue from retail sales. Strong first quarter sales were driven by higher retail traffic and average basket size.
- Achieved GAAP gross margin of 58%, with gross profit of \$174 million.
- Reported net loss of \$23 million, an improvement of 31% sequentially and 64% year over year. Adjusted net loss of \$10 million* excludes non-recurring charges, asset impairments, disposals and discontinued operations.
- Achieved EBITDA of \$85 million*, or 29% of revenue and adjusted EBITDA of \$106 million*, or 36% of revenue, up 21% sequentially and 35% year over year.
- Generated cash flow from operations of \$139 million and free cash flow of \$124 million*.
- Cash at quarter end was \$327 million, inclusive of \$50 million in tax refunds, from amended returns, related to our tax challenge of 280E received during the first quarter.
- Opened three new dispensaries in Cocoa Beach, Palm Bay, and Pinellas Park, Florida.
- Ended the quarter with 31% of retail locations outside of the state of Florida.

*See “Non-GAAP Financial Measures” below for additional information and a reconciliation to GAAP for all Non-GAAP metrics.

Recent Developments

- Smart & Safe Florida initiative for adult use will be included on the ballot for the November 2024 election. If passed by voters, sales are anticipated to begin in May 2025.
- Department of Justice confirmed progress on federal rescheduling of cannabis to Schedule III, which would allow research and remove 280E tax burden.
- Opened one retail location in North Palm Beach, FL.
- Currently operate 196 retail dispensaries and over 4 million square feet of cultivation and processing capacity in the United States.

Management Commentary

“With strong performance in our core business and several meaningful catalysts on the horizon, the outlook has never been brighter,” said Kim Rivers, Trulieve CEO. “The team has done a phenomenal job carrying forward the momentum from last year, driving further improvements in production and retail. Given our financial performance and significant scale in key markets, Trulieve is best positioned for the coming wave of growth catalysts.”

Financial Highlights*

Results of Operations (Figures in millions except per share data and % change based on these figures)	For the Three Months Ended				
	March 31, 2024	March 31, 2023	change	December 31, 2023	change
Revenue	\$ 298	\$ 285	4%	\$ 287	4%
Gross Profit	\$ 174	\$ 150	16%	\$ 154	13%
Gross Margin %	58%	53%		54%	
Operating Expenses	\$ 128	\$ 133	(4%)	\$ 125	2%
Operating Expenses %	43%	47%		43%	
Net loss**	\$ (23)	\$ (64)	64%	\$ (33)	31%
Net loss continuing operations	\$ (23)	\$ (34)	32%	\$ (37)	36%
Adjusted net loss	\$ (10)	\$ (18)	43%	\$ (23)	55%
Basic and diluted shares outstanding	189	189		189	
EPS continuing operations	\$ (0.16)	\$ (0.18)	9%	\$ (0.19)	17%
Adjusted EPS	\$ (0.05)	\$ (0.09)	44%	\$ (0.12)	58%
Adjusted EBITDA	\$ 106	\$ 78	35%	\$ 88	21%
Adjusted EBITDA Margin %	36%	27%		31%	

*See “Non-GAAP Financial Measures” below for additional information and a reconciliation to GAAP for all Non-GAAP metrics.

**Net loss includes discontinued operations and non-controlling interest.

Conference Call

The Company will host a conference call and live audio webcast on May 9, 2024, at 8:30 A.M. Eastern time, to discuss its first quarter 2024 financial results. Interested parties can join the conference call by dialing in as directed below. Please dial in 15 minutes prior to the call.

North American toll free: 1-844-824-3830

Passcode: 3368806

International: 1-412-542-4136

Passcode: 3368806

A live audio webcast of the conference call will be available at:

[Trulieve Cannabis Corp Q1 2024 Earnings](https://investors.trulieve.com/q1-2024-earnings)

A powerpoint presentation and archived replay of the webcast will be available at:

<https://investors.trulieve.com/events>

The Company’s Form 10-Q for the quarter ended March 31, 2024, will be available on the SEC’s website or at <https://investors.trulieve.com/quarterly-results>. The Company’s Management Discussion and Analysis for the period and the accompanying financial statements and notes will be available under the Company’s profile on SEDAR and on its website at <https://investors.trulieve.com/quarterly-results>. This news release is not in any way a substitute for reading those financial statements, including the notes to the financial statements.

Trulieve Cannabis Corp.
Condensed Consolidated Balance Sheets (Unaudited)
(in millions, except for share data)

	March 31, 2024	December 31, 2023
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 320.3	\$ 201.4
Restricted cash	6.6	6.6
Accounts receivable, net	5.9	6.7
Inventories	209.4	213.1
Prepaid expenses	17.4	17.6
Other current assets	20.3	23.7
Notes receivable - current portion, net	4.4	6.2
Assets associated with discontinued operations	0.9	2.0
Total current assets	585.3	477.3
Property and equipment, net	672.1	676.4
Right of use assets - operating, net	97.2	95.9
Right of use assets - finance, net	58.0	58.5
Intangible assets, net	901.7	917.2
Goodwill	483.9	483.9
Notes receivable, net	6.3	7.4
Other assets	12.8	10.4
Long-term assets associated with discontinued operations	2.0	2.0
TOTAL ASSETS	\$ 2,819.3	\$ 2,729.1
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 82.8	\$ 83.2
Income tax payable	1.2	—
Deferred revenue	2.1	1.3
Notes payable - current portion	3.8	3.8
Operating lease liabilities - current portion	10.5	10.1
Finance lease liabilities - current portion	7.8	7.6
Construction finance liabilities - current portion	1.6	1.5
Contingencies	4.4	4.4
Liabilities associated with discontinued operations	3.1	3.0
Total current liabilities	117.2	114.8
Long-Term Liabilities:		
Private placement notes, net	363.6	363.2
Notes payable, net	115.0	115.9
Operating lease liabilities	93.6	92.2
Finance lease liabilities	61.6	61.7
Construction finance liabilities	136.4	136.7
Deferred tax liabilities	217.0	207.0
Uncertain tax position liabilities	278.0	180.4
Other long-term liabilities	5.0	7.1
Long-term liabilities associated with discontinued operations	40.9	41.6
TOTAL LIABILITIES	\$ 1,428.3	\$ 1,320.4

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
MEZZANINE EQUITY		
Redeemable non-controlling interest	\$ 7.7	\$ —
SHAREHOLDERS' EQUITY		
Common stock, no par value; unlimited shares authorized. 187,253,410 and 186,235,818 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively.	\$ —	\$ —
Additional paid-in-capital	2,054.1	2,055.1
Accumulated deficit	(663.7)	(640.6)
Non-controlling interest	(7.0)	(5.9)
TOTAL SHAREHOLDERS' EQUITY	<u>1,383.3</u>	<u>1,408.6</u>
TOTAL LIABILITIES, MEZZANINE EQUITY, AND SHAREHOLDERS' EQUITY	<u>\$ 2,819.3</u>	<u>\$ 2,729.1</u>

Trulieve Cannabis Corp.
Condensed Consolidated Statements of Operations (Unaudited)
(in millions, except for share data)

	Three Months Ended March 31,	
	2024	2023
Revenue	\$ 297.6	\$ 285.2
Cost of goods sold	123.8	135.0
Gross profit	173.8	150.2
Expenses:		
Sales and marketing	61.1	60.7
General and administrative	40.2	39.3
Depreciation and amortization	27.8	29.6
Impairment and disposal of long-lived assets, net of (recoveries)	(1.4)	3.4
Total expenses	127.7	133.0
Income from operations	46.1	17.2
Other income (expense):		
Interest expense, net	(14.7)	(21.2)
Interest income	3.3	1.1
Other (expense) income, net	(2.7)	4.1
Total other expense, net	(14.2)	(16.0)
Income before provision for income taxes	31.9	1.2
Provision for income taxes	55.4	35.5
Net loss from continuing operations	(23.5)	(34.3)
Net loss from discontinued operations, net of tax benefit of zero and \$(0.5), respectively	(1.4)	(31.3)
Net loss	(24.8)	(65.6)
Less: net loss attributable to non-controlling interest from continuing operations	(1.4)	(1.0)
Less: net loss attributable to redeemable non-controlling interest from continuing operations	(0.3)	—
Less: net loss attributable to non-controlling interest from discontinued operations	—	(0.5)
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)
EPS Numerator Reconciliation		
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)
Net loss from discontinued operations	1.4	30.8
Adjustment of redeemable non-controlling interest to maximum redemption value	(8.8)	—
Net loss from continuing operations available to common shareholders	\$ (30.6)	\$ (33.3)
Net loss per share - Continuing operations:		
Basic and diluted	\$ (0.16)	\$ (0.18)
Net loss per share - Discontinued operations:		
Basic and diluted	\$ (0.01)	\$ (0.16)
Weighted average number of common shares used in computing net loss per share:		
Basic and diluted	189.5	188.9

Trulieve Cannabis Corp.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(in millions)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities		
Net loss	\$ (24.8)	\$ (65.6)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	27.8	30.4
Depreciation included in cost of goods sold	13.5	13.6
Non-cash interest expense, net	0.4	1.4
Impairment and disposal of long-lived assets, net of recoveries	(1.4)	31.0
Amortization of operating lease right of use assets	2.6	2.6
Accretion of construction finance liabilities	0.2	0.4
Share-based compensation	5.2	2.4
Proceeds received from insurance - inventory and business interruption	1.5	—
Change in fair value of derivative liabilities - warrants	—	(0.3)
Non-cash change in contingencies	—	(3.7)
Allowance for credit losses	3.0	(0.2)
Deferred income tax expense (benefit)	10.0	(7.9)
Changes in operating assets and liabilities:		
Inventories	3.5	0.3
Accounts receivable	1.5	1.6
Prepaid expenses and other current assets	1.0	(1.8)
Other assets	(2.4)	1.9
Accounts payable and accrued liabilities	1.0	9.2
Income tax payable	2.7	(13.4)
Other current liabilities	—	(5.4)
Operating lease liabilities	(2.2)	(2.5)
Deferred revenue	0.8	(4.5)
Uncertain tax position liabilities	97.6	9.8
Other long-term liabilities	(2.1)	1.2
Net cash provided by operating activities	139.2	0.4
Cash flows from investing activities		
Purchases of property and equipment	(15.6)	(13.7)
Capitalized interest	0.1	(0.6)
Purchases of internal use software	(5.0)	(2.0)
Proceeds received from insurance recoveries on property and equipment	0.5	—
Cash paid for licenses	—	(3.5)
Proceeds from sales of long-lived assets	—	0.3
Payments received from notes receivable	0.3	0.2
Proceeds from sale of held for sale assets	0.7	0.6
Net cash used in investing activities	(19.0)	(18.8)
Cash flows from financing activities		
Proceeds from redemption of non-controlling interest	3.0	—
Proceeds from equity exercises	0.2	—
Payments on notes payable	(0.9)	(3.4)
Payments on finance lease obligations	(1.9)	(2.0)

	Three Months Ended March 31,	
	2024	2023
Payments on construction finance liabilities	(0.8)	(0.3)
Distributions to subsidiary non-controlling interest	(1.1)	(0.1)
Net cash used in financing activities	(1.6)	(5.8)
Net increase (decrease) in cash, cash equivalents, and restricted	118.6	(24.2)
Cash, cash equivalents, and restricted cash, beginning of period	208.0	213.8
Cash and cash equivalents of discontinued operations, beginning of period	0.3	5.7
Less: cash and cash equivalents of discontinued operations, end of period	—	(2.5)
Cash, cash equivalents, and restricted cash, end of period	\$ 326.9	\$ 192.8

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

Non-GAAP Financial Measures (Unaudited)

In addition to our results determined in accordance with GAAP, we supplement our results with non-GAAP financial measures, including EBITDA, adjusted EBITDA, adjusted EBITDA margin %, adjusted net loss (income), adjusted net income (loss) per diluted share and free cash flow. The Company calculates EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization; adjusted EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization and also excludes certain extraordinary items; adjusted net income (loss) as net income (loss) less certain extraordinary items; and free cash flow as cash flow from operations less capital expenditures. Our management uses these non-GAAP financial measures in conjunction with GAAP financial measures to evaluate our operating results and financial performance. We believe these measures are useful to investors as they are widely used measures of performance and can facilitate comparison to other companies. These non-GAAP financial measures are not, and should not be considered as, measures of liquidity. These non-GAAP financial measures have limitations as analytical tools in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP. Because of these limitations, these non-GAAP financial measures should be considered along with GAAP financial performance measures. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures. A reconciliation of the non-GAAP financial measures to such GAAP measures can be found below. These non-GAAP financial measures should be considered supplemental to, and not a substitute for, our reported financial results prepared in accordance with GAAP.

Reconciliation of Non-GAAP EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin % (Unaudited)

The following table presents a reconciliation of GAAP net loss to non-GAAP EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin %, for each of the periods presented:

(Amounts expressed in millions of United States dollars)	Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)	\$ (33.4)
Add (deduct) impact of:			
Interest expense, net	\$ 14.7	\$ 21.2	\$ 20.6
Interest income	\$ (3.3)	\$ (1.1)	\$ (1.8)
Provision for income taxes	\$ 55.4	\$ 35.5	\$ 45.4
Depreciation and amortization	\$ 27.8	\$ 29.6	\$ 27.2
Depreciation included in cost of goods sold	\$ 13.5	\$ 12.1	\$ 14.5
EBITDA (Non-GAAP)	\$ 85.0	\$ 33.2	\$ 72.5
EBITDA Margin % (Non-GAAP)	29%	12%	25%
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (1.4)	\$ 3.4	\$ 1.2
Legislative campaign contributions	\$ 9.2	\$ 10.5	\$ 0.5
Acquisition, transaction, and other non-recurring costs	\$ 3.7	\$ 1.9	\$ 10.7
Share-based compensation	\$ 5.2	\$ 2.4	\$ 3.2
Other expense (income), net	\$ 2.7	\$ (4.1)	\$ (0.7)
Discontinued operations, net of tax, attributable to common shareholders	\$ 1.4	\$ 30.8	\$ (1.8)
Gain on debt extinguishment, net	\$ —	\$ —	\$ 2.2
Adjusted EBITDA (Non-GAAP)	\$ 105.8	\$ 78.1	\$ 87.8
Adjusted EBITDA Margin % (Non-GAAP)	36%	27%	31%

Reconciliation of Non-GAAP Adjusted Net Loss (Unaudited)

The following table presents a reconciliation of GAAP net loss to non-GAAP adjusted net loss, for each of the periods presented:

(Amounts expressed in millions of United States dollars)	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)	\$ (33.4)
Net loss (income) from discontinued operations	\$ 1.4	\$ 30.8	\$ (1.8)
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ (8.8)	\$ —	\$ —
Net loss from continuing operations available to common shareholders	\$ (30.6)	\$ (33.3)	\$ (35.2)
Add (deduct) impact of:			
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ 8.8	\$ —	\$ —
Fair value of derivative liabilities - warrants	\$ —	\$ (0.3)	\$ —
Acquisition, transaction, and other non-recurring costs	\$ 3.7	\$ 1.9	\$ 10.7
Legislative campaign contributions	\$ 9.2	\$ 10.5	\$ 0.5
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (1.4)	\$ 3.4	\$ 1.2
Adjusted net loss (Non-GAAP)	\$ (10.2)	\$ (17.7)	\$ (22.8)

Reconciliation of Non-GAAP Adjusted Loss Per Share (Unaudited)

The following table presents a reconciliation of GAAP loss per share to non-GAAP adjusted loss per share, for each of the periods presented:

(Amounts expressed are per share except for shares which are in millions)	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Net loss attributable to common shareholders	\$ (0.12)	\$ (0.34)	\$ (0.18)
Net loss (income) from discontinued operations	\$ 0.01	\$ 0.16	\$ (0.01)
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ (0.05)	\$ —	\$ —
Net loss from continuing operations available to common shareholders	\$ (0.16)	\$ (0.18)	\$ (0.19)
Add (deduct) impact of:			
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ 0.05	\$ —	\$ —
Fair value of derivative liabilities - warrants	\$ —	\$ 0.00	\$ —
Acquisition, transaction, and other non-recurring costs	\$ 0.02	\$ 0.01	\$ 0.06
Legislative campaign contributions	\$ 0.05	\$ 0.06	\$ 0.00
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (0.01)	\$ 0.02	\$ 0.01
Adjusted net loss per share (Non-GAAP)	\$ (0.05)	\$ (0.09)	\$ (0.12)
Basic and diluted shares outstanding	189.5	188.9	189.0

Reconciliation of Non-GAAP Free Cash Flow (Unaudited)

The following table presents a reconciliation of GAAP cash flow from operating activities to non-GAAP free cash flow, for each of the periods presented:

(Amounts expressed in millions of United States dollars)	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Cash flow from operating activities	\$ 139.2	\$ 0.4	\$ 131.5
Payments for property and equipment	\$ (15.6)	\$ (13.7)	\$ (9.4)
Free cash flow	\$ 123.6	\$ (13.3)	\$ 122.1

Forward-Looking Statements

This news release includes forward-looking information and statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to the Company's expectations or forecasts of business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs and include statements regarding the Company's growth opportunities and the Company's positioning for the future. Words such as "expects", "continue", "will", "anticipates" and "intends" or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on the Company's current projections and expectations about future events and financial trends that management believes might affect its financial condition, results of operations, business strategy and financial needs, and on certain assumptions and analysis made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, including, without limitation, the risks discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 and in our periodic reports subsequently filed with the United States Securities and Exchange Commission and in the Company's filings on SEDAR at www.sedar.com. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof and, except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise.

About Trulieve

Trulieve is an industry leading, vertically integrated cannabis company and multi-state operator in the U.S., with leading market positions in Arizona, Florida, and Pennsylvania. Trulieve is poised for accelerated growth and expansion, building scale in retail and distribution in new and existing markets through its hub strategy. By providing innovative, high-quality products across its brand portfolio, Trulieve delivers optimal customer experiences and increases access to cannabis, helping patients and customers to live without limits. Trulieve is listed on the CSE under the symbol TRUL and trades on the OTCQX market under the symbol TCNNF. For more information, please visit Trulieve.com.

Facebook: [@Trulieve](https://www.facebook.com/Trulieve)

Instagram: [@Trulieve_](https://www.instagram.com/Trulieve)

X: [@Trulieve](https://twitter.com/Trulieve)

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 **Trulieve**[®]
CSE: TRUL OTCQX: TCNNF

First Quarter 2024 Investor Presentation
May 2024



Forward Looking Statements and Industry Data

Unless the context otherwise requires, the terms “Trulieve,” “we,” “us” and “our” in this presentation refer to Trulieve Cannabis Corp. and its

Certain statements in this presentation constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation (collectively herein referred to as “forward-looking statements”), which can often be identified by the use of the words “estimate,” “expect,” “plan,” “project,” “intend,” “anticipate” and other words indicating that the statements are forward-looking. These forward-looking statements are based on Trulieve’s expectations or forecasts of business, operations, financial performance, prospects, and other plans, intentions, expectations and forecasts. Forward-looking statements include statements regarding Trulieve’s 2024 objectives, financial targets, and its plans for potential acquisitions and expansion of the Company. Forward-looking statements are expectations only and are subject to known and unknown risks, uncertainties and other important factors that could cause the Company’s actual results, performance or achievements or industry results to differ materially from those stated in the forward-looking statements. Such risks and uncertainties include, among others, the ability to obtain and maintain regulatory approvals, including acquiring and renewing state, local or other licenses; engaging in activities which currently are prohibited by federal law and the uncertainty of existing protection from United States federal or other prosecution; regulatory or political change such as changes in federal law and regulations, including United States state-law legalization, particularly in Florida, due to inconsistent public opinion, perception of the cannabis industry, bureaucratic delays or inefficiencies or any other reasons; uncertainty regarding our tax liability and refunds under Section 280E and other factors or developments which may hinder market growth; reliance on management; and the effect of capital market conditions and the availability of capital. Forward-looking statements also include statements regarding competition, including from more established or better financed competitors; and the need to secure and maintain corporate relationships with customers and suppliers. These factors should be considered carefully, and readers are cautioned not to place undue reliance on forward-looking statements. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. From time to time, the Company undertakes no commitment to update or revise the forward-looking statements, whether as a result of new information or otherwise, except as required by applicable securities laws.

Unless otherwise noted, the forecasted industry and market data contained herein are based upon management estimates and industry surveys. The information from industry and market publications has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of the included information. The Company has not independently verified any of the data from third-party sources, nor does it warrant the underlying economic assumptions relied upon therein. While such information is believed to be reliable for the purposes used herein, the Company makes no representation or warranty with respect to the accuracy of such information.

PLEASE NOTE: MARIJUANA IS ILLEGAL UNDER U.S. FEDERAL LAW, INCLUDING ITS CONSUMPTION, POSSESSION, CULTIVATION, DISTRIBUTION, AND POSSESSION WITH INTENT TO DISTRIBUTE.

Forward-looking statements made in this document are made only as of the date of their initial publication, and the Company undertakes no commitment to update any of these forward-looking statements as actual events unfold.



Management's Use of Non-GAAP Financial Mea

In addition to our results determined in accordance with GAAP, we supplement our results with non-GAAP financial measures, including a income (loss), adjusted gross profit, adjusted gross profit margin, adjusted SG&A, adjusted SG&A as % revenue, adjusted earnings per share, adjusted EBITDA, and free cash flow. The Company calculates EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization; adjusted EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization and also excludes certain extraordinary items; adjusted net income (loss) as net income (loss) less certain extraordinary items; adjusted gross profit less extraordinary expenses; adjusted gross margin as adjusted gross profit as % of revenue; adjusted SG&A as SG&A less extraordinary expenses; and free cash flow as cash flow from operations less capital expenditures. Our management uses these non-GAAP financial measures in conjunction with GAAP financial measures to evaluate our operating results and financial performance. We believe these measures are useful to investors as they are widely used measures of performance and can facilitate comparison to other companies. These non-GAAP financial measures should not and should not be considered as measures of liquidity. These non-GAAP financial measures have limitations as analytical tools in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP. Because of these limitations, GAAP financial measures should be considered along with GAAP financial performance measures. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures. A reconciliation of the non-GAAP financial measures to such GAAP measures can be found at the end of this presentation on slides captioned "Reconciliation of Non-GAAP Financial Measures. These non-GAAP financial measures should be considered supplemental to, and not a substitute for, our reported financial results prepared in accordance with GAAP.



Agenda

- First Quarter 2024 Financial and Operational Highlights
- Retail Highlights
- Recent Developments
- Tax Position
- 2024 Objectives
- Financial Targets
- Financial Highlights



First Quarter 2024 Financial and Operational Highlights

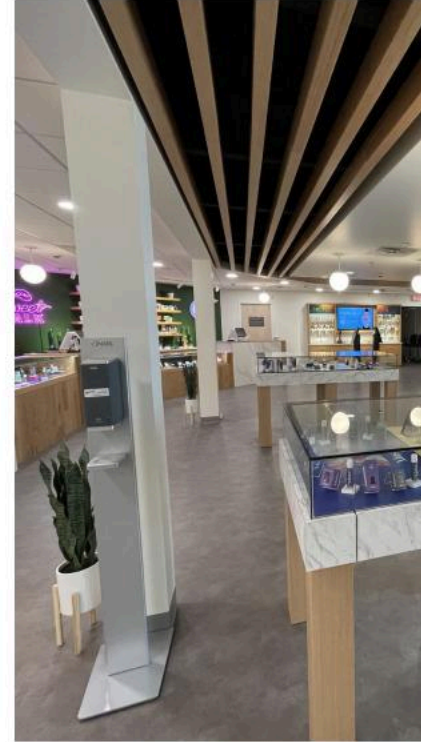
- Revenue \$298 million, with 96% revenue from retail sales
- GAAP gross profit of \$174 million and 58% gross margin
- Net loss of \$23 million
- Adjusted net loss of \$10 million excludes non-recurring charges, asset impairment and discontinued operations
- EBITDA of \$85 million or 29% of revenue and Adjusted EBITDA of \$106 million
- Cash flow from operations of \$139 million and free cash flow of \$124 million
- Cash as of March 31, 2024 of approximately \$327 million
- Opened three new dispensaries in Cocoa Beach, Palm Bay, and Pinellas Park, Florida

* Adjusted net loss, EBITDA, adjusted EBITDA and free cash flow are non-GAAP financial measures. See slides 15-17 for reconciliation to GAAP financial measures. Numbers may not sum perfectly due to rounding.



Retail Highlights

- Retail revenue \$285 million, up 4% sequentially
 - Traffic exceeded fourth quarter by 3%
 - Basket size was 3% higher than q4:23 average
- Sold over 11 million branded products
 - Comparable to q4:23 and up 6% year/year
- Customer retention 65% companywide and 74% medical only
- Exited quarter with 31% of retail locations outside of the state of Florida





Recent Developments

- Smart & Safe Florida initiative for adult use will be included on the ballot for the 2024 election
 - If passed by voters, sales are anticipated to begin in May 2025
- Department of Justice confirmed progress on federal rescheduling of cannabis to Schedule III, which would allow research and remove 280E tax burden
- Opened one retail location in North Palm Beach, Florida
- Currently operate 196 retail dispensaries and over 4 million square feet of cultivation and processing capacity in the United States



Tax Position

- In Q4 2023, Trulieve filed amended federal tax returns for 2019, 2020, and 2021 claiming \$31 million of refunds and corresponding amended state returns claiming \$31 million of refunds
- Amended returns were supported by legal interpretations that challenge the tax treatment of Section 280E of the Internal Revenue Code
 - Refund checks of approximately \$113 million received to date of \$174 million
 - \$62 million in Q4:23 and \$50 million in Q1:24
 - Received one rejection notice for return seeking \$1.2 million refund
- Trulieve continues to make tax payments as a customary U.S. taxpayer without exception associated with 280E of the tax code until final resolution is reached
- While challenge is ongoing, taxes are swept into an uncertain tax position
 - Balance sheet includes amended return refund checks received, the amount of taxes paid if 280E applied, and interest accrued
 - Balance sheet uncertain tax position was \$278 million at March 31, 2024, versus \$278 million at March 31, 2023, related to this tax challenge
- If rescheduling were in effect for the first quarter, net income would have been \$1.2 million higher than reported, net of the incremental impact of 280E

Numbers may not sum perfectly due to rounding.



Tax Position

- Uncertain Tax Position
 - \$278 million at March 31, 2024
 - \$31 million unrelated to the challenge of the applicability of 280E to Tru
 - \$247 million related to the challenge of the applicability of 280E to Tru
 - \$62 million cash refunds received in Q4:2023
 - \$50 million cash refunds received in Q1:2024
 - \$49 million net Q3:2023 280E tax liability accrual
 - \$40 million net Q4:2023 280E tax liability accrual
 - \$46 million net Q1:2024 280E tax liability accrual
- Not included in Uncertain Tax Position at March 31, 2024
 - \$60 million remaining refund claims from amended returns 2019-2021 (no receipt)

Numbers may not sum perfectly due to rounding.



2024 Objectives

Deliver Exceptional Customer Experiences and Build Brand Loyalty

- Provide superb service, expedient transactions, and frictionless returns
- Innovate across product and consumer categories

Expand Distribution of Branded Products Through Branded Retail Locations

- Invest in cornerstone markets: Florida, Pennsylvania, and Arizona
- Expand retail and wholesale distribution networks

Maintain disciplined approach to cash generation and preservation

Invest in infrastructure, technology, and talent to support long term growth

- Prepare for potential growth catalysts
- Invest for cannabis 2.0 future





Financial Targets

Financial Targets:

- Anticipate second quarter revenue will be flat to down low single digits compared to the first quarter
 - Strong 4/20 results balanced by seasonality in Arizona and deferred revenue from a refreshed loyalty program
- Anticipate gross margin will be at least in the mid-50s range for the remainder of the year
- 2024 cash flow from operations of at least \$225 million
 - Q1:2024 cash flow from operations of \$139 million includes \$50 million of tax refunds received in Q1:2024
 - Note cash interest payments on private placement notes are paid in June
- 2024 capital expenditures expected to be approximately \$70 million

Financial Position as of March 31, 2024:

- \$327 million in cash
- \$482 million of debt at 7.9% interest

Financial Highlights*

INCOME STATEMENT HIGHLIGHTS

(USD millions, except per share data)

	Q1:24	Q4:23	Q3:23	Q2:23	Q1:23	Q4:22	Q3:22	Q2:22	Q1:22
Revenue	297.6	287.0	275.2	281.8	285.2	298.5	295.4	313.8	310.6
Gross Profit	173.8	153.9	142.9	141.6	150.2	157.1	168.7	183.4	179.9
Gross Margin	58.4 %	53.6 %	51.9 %	50.3 %	52.6 %	52.6 %	57.1 %	58.4 %	57.9 %
Adjusted Gross Profit	173.8	153.9	143.1	143.4	150.2	161.1	172.5	183.2	184.6
Adjusted Gross Margin	58.4 %	53.6 %	52.0 %	50.9 %	52.7 %	54.0 %	58.4 %	58.4 %	59.5 %
SG&A	101.3	96.3	93.9	96.0	100.0	122.8	111.9	107.5	104.9
SG&A as % Revenue	34.0 %	33.6 %	34.1 %	34.1 %	35.1 %	41.1 %	37.9 %	34.2 %	33.8 %
Adjusted SG&A	86.6	83.7	84.6	81.1	86.7	96.0	90.4	90.5	93.5
Adjusted SG&A as % Revenue	29.1 %	29.2 %	30.7 %	28.8 %	30.4 %	32.2 %	30.6 %	28.8 %	30.1 %
Depreciation and Amortization	27.8	27.2	27.0	26.1	29.6	29.8	29.5	29.4	27.8
Net (Loss) Income**	(23.1)	(33.4)	(25.4)	(403.8)	(64.1)	(77.0)	(114.6)	(22.5)	(32.0)
Net (Loss) Income Continuing Operations	(23.5)	(36.6)	(22.9)	(342.1)	(34.3)	(64.2)	(72.6)	(18.7)	(27.0)
Adjusted Net (Loss) Income	(10.2)	(22.8)	(14.7)	(14.6)	(17.7)	(34.0)	7.9	2.8	4.7
EPS**	(0.17)	(0.18)	(0.13)	(2.14)	(0.34)	(0.41)	(0.61)	(0.12)	(0.17)
EPS Continuing Operations	(0.16)	(0.19)	(0.12)	(1.80)	(0.18)	(0.33)	(0.38)	(0.09)	(0.14)
Adjusted EPS	(0.05)	(0.12)	(0.08)	(0.08)	(0.09)	(0.18)	0.04	0.01	0.03
Adjusted EBITDA	105.8	87.8	77.7	78.7	78.1	82.8	99.6	110.9	105.0
Adjusted EBITDA Margin	35.5 %	30.6 %	28.2 %	27.9 %	27.4 %	27.7 %	33.7 %	35.3 %	33.8 %

*Adjusted gross profit, adjusted gross profit margin, adjusted SG&A, adjusted SG&A as % revenue, adjusted net (loss) income, adjusted EBITDA and adjusted EBITDA Margin are Non-GAAP financial measures. See slides 15-17 for reconciliation to GAAP for all non-GAAP financial measures.

**Includes discontinued operations.



Financial Highlights

SHARE COUNT ESTIMATE

(millions as of March 31, 2024 on as if converted basis)

Subordinate Voting Shares	164.0
Multiple Voting Shares*	0.2
<hr/>	
Total Shares Outstanding	187.3

*converted at 100 subordinate shares per 1 multiple voting share

Employee Stock Options/RSUs 6.3

excludes 1.76 million unexercisable options

excludes 4.77 million nonvested RSUs

Pro Forma Estimated Shares 193.6

Reconciliation of Non-GAAP Financial Measure

(Amounts expressed in millions of United States dollars; unaudited)	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)	\$ (33.4)
Add (deduct) impact of:			
Interest expense, net	\$ 14.7	\$ 21.2	\$ 20.6
Interest income	\$ (3.3)	\$ (1.1)	\$ (1.8)
Provision for income taxes	\$ 55.4	\$ 35.5	\$ 45.4
Depreciation and amortization	\$ 27.8	\$ 29.6	\$ 27.2
Depreciation included in cost of goods sold	\$ 13.5	\$ 12.1	\$ 14.5
EBITDA (Non-GAAP)	\$ 85.0	\$ 33.2	\$ 72.5
EBITDA Margin % (Non-GAAP)	29 %	12 %	25 %
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (1.4)	\$ 3.4	\$ 1.2
Legislative campaign contributions	\$ 9.2	\$ 10.5	\$ 0.5
Acquisition, transaction, and other non-recurring costs	\$ 3.7	\$ 1.9	\$ 10.7
Share-based compensation	\$ 5.2	\$ 2.4	\$ 3.2
Other expense (income), net	\$ 2.7	\$ (4.1)	\$ (0.7)
Discontinued operations, net of tax, attributable to common shareholders	\$ 1.4	\$ 30.8	\$ (1.8)
Gain on debt extinguishment, net	\$ —	\$ —	\$ 2.2
Adjusted EBITDA (Non-GAAP)	\$ 105.8	\$ 78.1	\$ 87.8
Adjusted EBITDA Margin % (Non-GAAP)	36 %	27 %	31 %

Reconciliation of Non-GAAP Financial Measure

	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
(Amounts expressed in millions of United States dollars; unaudited)			
Net loss attributable to common shareholders	\$ (23.1)	\$ (64.1)	\$ (33.4)
Net loss (income) from discontinued operations	\$ 1.4	\$ 30.8	\$ (1.8)
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ (8.8)	\$ —	\$ —
Net loss from continuing operations available to common shareholders	\$ (30.6)	\$ (33.3)	\$ (35.2)
Add (deduct) impact of:			
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ 8.8	\$ —	\$ —
Fair value of derivative liabilities - warrants	\$ —	\$ (0.3)	\$ —
Acquisition, transaction, and other non-recurring costs	\$ 3.7	\$ 1.9	\$ 10.7
Legislative campaign contributions	\$ 9.2	\$ 10.5	\$ 0.5
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (1.4)	\$ 3.4	\$ 1.2
Adjusted net loss (Non-GAAP)	\$ (10.2)	\$ (17.7)	\$ (22.8)

	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
(Amounts expressed are per share except for shares which are in millions; unaudited)			
Net loss attributable to common shareholders	\$ (0.12)	\$ (0.34)	\$ (0.18)
Net loss (income) from discontinued operations	\$ 0.01	\$ 0.16	\$ (0.01)
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ (0.05)	\$ —	\$ —
Net loss from continuing operations available to common shareholders	\$ (0.16)	\$ (0.18)	\$ (0.19)
Add (deduct) impact of:			
Adjustment of redeemable non-controlling interest to maximum redemption value	\$ 0.05	\$ —	\$ —
Fair value of derivative liabilities - warrants	\$ —	\$ (0.00)	\$ —
Acquisition, transaction, and other non-recurring costs	\$ 0.02	\$ 0.01	\$ 0.06
Legislative campaign contributions	\$ 0.05	\$ 0.06	\$ 0.00
Impairment and disposal of long-lived assets, net of (recoveries)	\$ (0.01)	\$ 0.02	\$ 0.01
Adjusted net loss per share (Non-GAAP)	\$ (0.05)	\$ (0.09)	\$ (0.12)
Basic and diluted shares outstanding	189.5	188.9	189.0



Reconciliation of Non-GAAP Financial Measure

(Amounts expressed in millions of United States dollars; unaudited)	For the Three Months Ended		
	March 31, 2024	March 31, 2023	December 31, 2023
Cash flow from operating activities	\$ 139.2	\$ 0.4	\$ 131.5
Payments for property and equipment	\$ (15.6)	\$ (13.7)	\$ (9.4)
Free cash flow	\$ 123.6	\$ (13.3)	\$ 122.1



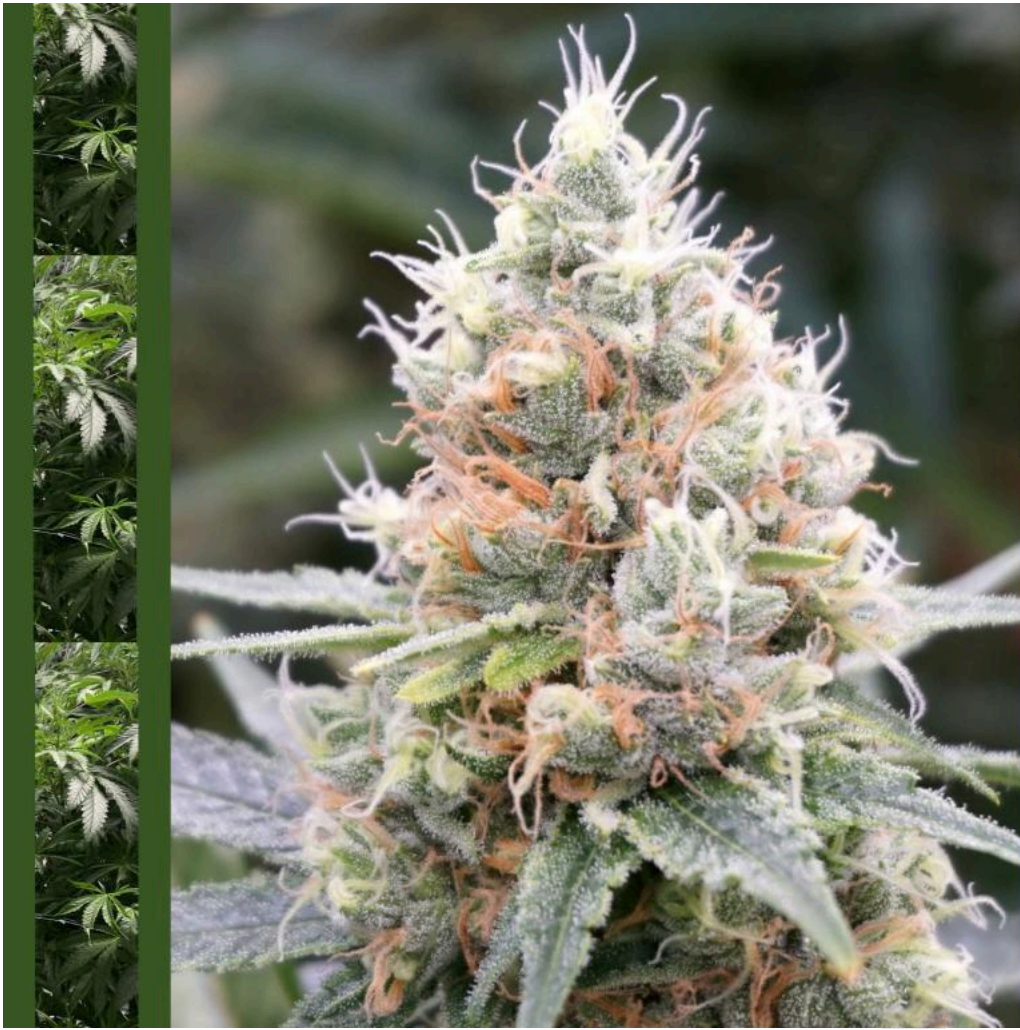
House of Brands

Trulieve Brands

PREMIUM		
MID		
VALUE		

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