ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

This management discussion and analysis ("**MD&A**") of the financial condition and results of operations of Green Thumb Industries Inc. (the "**Company**" or "**Green Thumb**") is for the three and six months ended June 30, 2021 and 2020. It is supplemental to, and should be read in conjunction with, the Company's unaudited interim condensed consolidated financial statements as of June 30, 2021 and the consolidated financial statements for the year ended December 31, 2020 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the U.S. Securities and Exchange Commission on March 18, 2021 (the "**2020 Form 10-K**") and the accompanying notes for each respective period. The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("**GAAP**"). Financial information presented in this MD&A is presented in United States dollars ("**$**" or "**US$**"), unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable United States securities laws. Please refer to the discussion of forward-looking statements and information set out under the heading "Disclosure Regarding Forward-Looking Statements," identified in the ''Risks and Uncertainties'' section of this MD&A and in Part II, Item 1A, "Risk Factors." As a result of many factors, the Company's actual results may differ materially from those anticipated in these forward-looking statements and information.

COVID-19 Considerations

In March 2020, the World Health Organization categorized coronavirus disease 2019 (together with its variants "**COVID-19**") as a pandemic. COVID-19 continues to spread throughout the U.S. and other countries across the world, and the duration and severity of its effects and those of its variants are currently unknown. The Company continues to implement and evaluate actions to strengthen its financial position and support the continuity of its business and operations in the face of this pandemic and other events.

The Company's priorities during the COVID-19 pandemic are protecting the health and safety of its employees and its customers, following the recommended actions of government and health authorities. In the future, the pandemic may cause reduced demand for the Company's products and services if, for example, the pandemic results in a recessionary economic environment or potential new restrictions on business operations or the movement of individuals. However, given the Company's operations have to date been deemed "essential" services in the states in which it does business, the Company believes that there will continue to be strong demand for Green Thumb products.

Operations of the Company are currently ongoing as the cultivation, processing and sale of cannabis products is currently considered an "essential" business by all states in which the Company operates with respect to all customers. The Company's ability to continue to operate without any significant negative operational impact from the COVID-19 pandemic and any of its variants will in part depend on the Company's ability to protect its employees, customers and supply chain and its continued designation as "essential" in states where it does business that currently or in the future impose restrictions on business operations.

The pandemic has not materially impacted the Company's business operations or liquidity position to date. The Company continues to generate operating cash flows to meet its short-term liquidity needs. In all locations where applicable regulations limiting in-store retail activity have been enacted by governmental authorities, the Company has expanded consumer delivery options and curbside pickup to help further protect the health and safety of Green Thumb employees and customers.

During the first six months of 2021 the Company's revenue, gross profit and operating income were not negatively impacted by COVID-19 and the Company generally maintained the consistency of its operations. However, the uncertain nature of the spread of COVID-19 and its variants may impact its business operations for reasons including the potential quarantine of Green Thumb employees or those of its supply chain partners and its continued designation as "essential" in states where it does business that currently or in the future impose restrictions on business operations.

For additional information on risk factors related to the pandemic or other risks that could impact Green Thumb's results, please refer to "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q.

OVERVIEW OF THE COMPANY

Established in 2014 and headquartered in Chicago, Illinois, Green Thumb, a national cannabis consumer packaged goods company and retailer promotes well-being through the power of cannabis while being committed to community and sustainable profitable growth. As of June 30, 2021, Green Thumb has operations across 12 U.S. markets, employs approximately 2,850 people and serves millions of patients and customers annually.

Green Thumb's core business is manufacturing, distributing and marketing a portfolio of owned cannabis consumer packaged goods brands (which we refer to as our Consumer Packaged Goods business), including Beboe, Dogwalkers, Dr. Solomon's, incredibles and Rythm. The Company distributes and markets these products primarily to third-party licensed retail cannabis stores across the United States as well as to Green Thumb-owned retail stores (which we refer to as our Retail business).

The Company's Consumer Packaged Goods portfolio is primarily generated from plant material that Green Thumb grows and processes itself, which we use to produce our consumer packaged goods in 14 manufacturing facilities. This portfolio consists of stock keeping units ("**SKUs**") across a range of cannabis product categories, including flower, pre-rolls, concentrates, vape, capsules, tinctures, edibles, topicals and other cannabis-related products (none of which product categories are individually material to the Company). These Consumer Packaged Goods products are sold in retail locations throughout the 12 U.S. markets Green Thumb operates including Green Thumb's own Rise and Essence dispensaries.

Green Thumb owns and operates a national cannabis retail chain called Rise™, and in the Las Vegas, Nevada and Pasadena, California areas, a chain of stores called Essence, which are relationship-centric retail experiences aimed to deliver a superior level of customer service through high-engagement consumer interaction, a consultative, transparent and education-forward selling approach and a consistently available assortment of cannabis products. In addition, Green Thumb owns stores under other names, primarily where we co-own the stores or naming is subject to licensing or similar restrictions. The income from Green Thumb's retail stores is primarily from the sale of cannabis-related products, which includes the sale of Green Thumb produced products as well as those produced by third parties, with an immaterial (under 10%) portion of this income resulting from the sale of other merchandise (such as t-shirts and accessories for cannabis use). The Rise stores currently are located in eight of the states in which we operate (including Nevada). The Essence stores were acquired in connection with the 2019 acquisition of Integral Associates and are located in Nevada and beginning in March 2021, California. The Essence stores differ from the Rise stores mainly in geographic location. As of June 30, 2021, the Company had 58 open and operating retail locations. The Company's new store opening plans will remain fluid depending on market conditions, obtaining local licensing, construction and other permissions and subject to the Company's capital allocation plans and the evolving situation with respect to the COVID-19 as described above and under the heading "Liquidity, Financing Activities During the Period, and Capital Resources" below.

Results of Operations – Consolidated

The following table sets forth the Company's selected consolidated financial results for the periods, and as of the dates, indicated. The (i) unaudited condensed consolidated statements of operations for the three and six months ended June 30, 2021 and 2020 and (ii) unaudited interim condensed consolidated balance sheet as of June 30, 2021 and December 31, 2020 have been derived from, and should be read in conjunction with the unaudited interim condensed consolidated financial statements and accompanying notes presented in Item 1 of this Report.

The Company's unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP and on a going-concern basis that contemplates continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business.

	Three Months Ended June 30,		Six Months Ended June 30,		QTD Change		YTD Change	
	2021	2020	2021	2020	$	%	$	%
Revenues, net of discounts	$ 221,871,812	$ 119,639,924	$ 416,302,396	$ 222,242,526	$ 102,231,888	85%	$ 194,059,870	87%
Cost of Goods Sold, net	(98,960,988)	(55,946,010)	(182,526,072)	(105,561,198)	(43,014,978)	(77)%	(76,964,874)	(73)%
Gross Profit	122,910,824	63,693,914	233,776,324	116,681,328	59,216,910	93%	117,094,996	100%
Total Expenses	72,055,473	49,643,211	131,386,724	95,077,968	22,412,262	45%	36,308,756	38%
Income From Operations	50,855,351	14,050,703	102,389,600	21,603,360	36,804,648	262%	80,786,240	374%
Total Other Income (Expense)	2,446,172	(10,435,925)	(6,776,931)	(8,603,142)	12,882,097	123%	1,826,211	21%
Income Before Provision for Income Taxes and Non-Controlling Interest	53,301,523	3,614,778	95,612,669	13,000,218	49,686,745	1,375%	82,612,451	635%
Provision for Income Taxes	30,026,732	15,378,715	60,882,910	28,527,715	14,648,017	95%	32,355,195	113%
Net Income (Loss) Before Non-Controlling Interest	23,274,791	(11,763,937)	34,729,759	(15,527,497)	35,038,728	298%	50,257,256	324%
Net Income Attributable to Non-Controlling Interest	1,222,800	1,145,568	2,309,102	1,588,272	77,232	7%	720,830	45%
Net Income (Loss) Attributable to Green Thumb Industries Inc.	$ 22,051,991	$ (12,909,505)	$ 32,420,657	$ (17,115,769)	$ 34,961,496	271%	$ 49,536,426	289%
Net Income (Loss) per share – basic	$ 0.10	$ (0.06)	$ 0.15	$ (0.08)	$ 0.16	263%	$ 0.23	282%
Net Income (Loss) per share – diluted	$ 0.10	$ (0.06)	$ 0.15	$ (0.08)	$ 0.16	259%	$ 0.23	278%
Weighted average number of shares outstanding – basic	220,323,622	209,902,732	218,276,376	209,185,544				
Weighted average number of shares outstanding –diluted	224,843,155	209,902,732	222,927,120	209,185,544				

	June 30, 2021	December 30, 2020
Total Assets	$ 1,792,634,415	$ 1,358,549,162
Long-Term Liabilities	$ 458,115,004	$ 325,101,386

Three Months Ended June 30, 2021 Compared to the Three Months Ended June 30, 2020

Revenues, net of Discounts

Revenue for the three months ended June 30, 2021 was $221,871,812, up 85% from $119,639,924 for the three months ended June 30, 2020 driven by contributions from both Retail and Consumer Packaged Goods, largely due to continued growth in Illinois and Pennsylvania. Key performance drivers for the quarter are: launch of Cookies brand of cannabis products in Nevada, increased store traffic to Green Thumb's open and operating retail stores, particularly in Illinois, and Pennsylvania and new store openings including acquired stores, particularly in Pennsylvania, Illinois and Connecticut. The Company generated revenue from 58 Retail locations during the quarter compared to 48 in the same quarter of the prior year. During the three months ended June 30, 2021, the Company acquired two new stores in Massachusetts. Since June 30, 2020, the Company acquired one retail store in Connecticut and two in Massachusetts that contributed to the increase in Retail revenues and opened seven new Retail locations in Pennsylvania, Illinois, California, Florida and New Jersey.

The key driver for the Consumer Packaged Goods revenue increase was the opening of one cultivation and processing facility in Illinois as well as the expansion of sales of Green Thumb's branded product portfolio to third-party retailers through the Company's existing Consumer Packaged Goods cultivation and processing facilities in Illinois, Pennsylvania, Massachusetts, Maryland, Nevada, New Jersey and Connecticut due to increased scale and efficiency. The Company also added one cultivation and processing facility through the acquisition of Liberty during the three months ended June 30, 2021.

Cost of Goods Sold, net

Cost of goods sold are derived from retail purchases made by the Company from its third-party licensed producers operating within our state markets and costs related to the internal cultivation and production of cannabis. Cost of goods sold for the three months ended June 30, 2021 was $(98,960,988), up (77)% from $(55,946,010) for the three months ended June 30, 2020, driven by increased volume in open and operating retail stores; new and acquired retail store openings in Pennsylvania, Illinois and Connecticut and expansion of the consumer products sales primarily in Illinois, Pennsylvania, Massachusetts, Maryland, Nevada and Connecticut as described above.

Gross Profit

Gross profit for the three months ended June 30, 2021 was $122,910,824, representing a gross margin on the sale of branded cannabis flower and processed and packaged products including concentrates, edibles, topicals and other cannabis products, of 55%. This is compared to gross profit for the three months ended June 30, 2020 of $63,693,914 or a 53% gross margin. The Company's increase in gross margin percentage was mainly attributed to expanded capacity in the Company's Consumer Packaged Goods segment. The increase in gross profit (dollars) was directly attributable to the revenue increase as described above.

Total Expenses

Total expenses for the three months ended June 30, 2021 were $72,055,473 or 32% of revenues, net of discounts, resulting in an increase of $22,412,262. Total expenses for the three months ended June 30, 2020 were $49,643,211 or 41% of revenues, net of discounts.

The increase in total expenses was attributable to Retail salaries and benefits, depreciation expense and other operational and facility expenses mainly as a result of the Company's addition of seven new and three acquired retail facilities over the prior year period. In addition, an increase in intangible amortization expense and corporate staff salaries also contributed to the overall increase in total expenses. The reduction in expenses as a percent of revenue was attributable to measures deployed to control variable expenses as well as inherent operating leverage caused by the significant increase in revenue.

Total Other Income (Expense)

Total other income (expense) for three months ended June 30, 2021 was $2,446,172, a change of $12,882,097, mainly due to unfavorable fair value adjustments associated with the Company's warrant liability during the three months ended June 30, 2020.

Income (Loss) Before Provision for Income Taxes and Non-Controlling Interest

Net operating income before provision for income taxes and non-controlling interest for three months ended June 30, 2021 was $53,301,523, an increase of $49,686,745 compared to the three months ended June 30, 2020.

As presented under the heading "Non-GAAP Measures" below, after adjusting for non-cash equity incentive compensation of $5,672,683 and $5,700,144, adjusted operating EBITDA was $79,284,415 and $35,412,711 for the three months ended June 30, 2021 and 2020, respectively.

Provision for Income Taxes

Income tax expense is recognized based on the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end. For the three months ended June 30, 2021, federal and state income tax expense totaled $30,026,732 compared to expense of $15,378,715 for the three months ended June 30, 2020.

Six Months Ended June 30, 2021 Compared to the Six Months Ended June 30, 2020

Revenues, net of Discounts

Revenue for the six months ended June 30, 2021 was $416,302,396, up 87% from $222,242,526 for the six months ended June 30, 2020 driven by contributions from both Retail and Consumer Packaged Goods, largely due to growth in Illinois and Pennsylvania. Key performance drivers for the period are: launch of Cookies brand of cannabis products in Nevada and increased store traffic to Green Thumb's open and operating retail stores, particularly in Illinois and Pennsylvania and new and acquired store openings, particularly in Pennsylvania, Illinois and Connecticut. The Company generated revenue from 58 Retail locations during the quarter compared to 48 in the same quarter of the prior year. During the six months ended June 30, 2021, the Company opened five new stores and acquired two stores. Since June 30, 2020, the Company acquired one retail store in Connecticut and two in Massachusetts that contributed to the increase in Retail revenues and opened seven new Retail locations in Pennsylvania, Illinois, California, Florida, and New Jersey.

The key driver for the Consumer Packaged Goods revenue increase was the opening of one cultivation and processing facility in Illinois as well as expansion of sales of Green Thumb's branded product portfolio to third-party retailers through the Company's existing Consumer Packaged Goods cultivation and processing facilities in Illinois, Pennsylvania, Massachusetts, Maryland, Nevada and New Jersey due to increased scale and efficiency. The Company also added one cultivation and processing facility through the acquisition of Liberty during the three months ended June 30, 2021.

Cost of Goods Sold, net

Cost of goods sold are derived from retail purchases made by the Company from its third-party licensed producers operating within our state markets and costs related to the internal cultivation and production of cannabis. Cost of goods sold for the six months ended June 30, 2021 was $182,526,072, up 73% from $105,561,198 for the six months ended June 30, 2020, driven by increased volume in open and operating retail stores; new retail store openings in Pennsylvania and Illinois and expansion of the consumer products sales primarily in Illinois, Pennsylvania, Massachusetts, Maryland, Nevada and Connecticut as described above.

Gross Profit

Gross profit for the six months ended June 30, 2021 was $233,776,324, representing a gross margin on the sale of branded cannabis flower and processed and packaged products including concentrates, edibles, topicals and other cannabis products, of 56%. This is compared to gross profit for the six months ended June 30, 2020 of $116,681,328 or a 53% gross margin. The Company's increase in gross margin percentage was mainly attributed to expanded capacity in the Company's Consumer Packaged Goods segment. The increase in gross profit was directly attributable to the revenue increase as described above.

Total Expenses

Total expenses for the six months ended June 30, 2021 were $131,386,724 or 32% of revenues, net of discounts, resulting in an increase of $36,308,756. Total expenses for the six months ended June 30, 2020 were $95,077,968 or 43% of revenues, net of discounts.

The increase in total expenses was attributable to Retail salaries and benefits, depreciation expense and other operational and facility expenses mainly as a result of the Company's addition of seven new and three acquired retail facilities over the prior year period. In addition, an increase in intangible amortization expense and corporate staff salaries also contributed to the overall increase in total expenses. The reduction in expenses as a percent of revenue was attributable to measures deployed to control variable expenses as well as inherent operating leverage caused by the significant increase in revenue.

Total Other Income (Expense)

Total other income (expense) for six months ended June 30, 2021 was $6,776,931 a change of $1,826,211, mainly due to a reduction in interest expense as a result of the Company's April 30, 2021 refinancing and an increase in earnings on the Company's equity method investments.

Income (Loss) Before Provision for Income Taxes and Non-Controlling Interest

Net operating income before provision for income taxes and non-controlling interest for six months ended June 30, 2021 was $95,612,669, an increase of $82,612,451 compared to the six months ended June 30, 2020.

As presented under the heading "Non-GAAP Measures" below, after adjusting for non-cash equity incentive compensation of $9,703,338 and $10,773,886, adjusted operating EBITDA was $150,639,696 and $60,957,635 for the three and six months ended June 30, 2021 and 2020, respectively.

Provision for Income Taxes

Income tax expense is recognized based on the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end. For the six months ended June 30, 2021, federal and state income tax expense totaled $60,882,910 compared to expense of $28,527,715 for the six months ended June 30, 2020.

Results of Operation by Segment

The following table summarizes revenues net of sales discounts by segment for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,			
	2021	**2020**	$ Change	% Change
Consumer Packaged Goods	$ 117,863,490	$ 56,331,517	$ 61,531,973	109%
Retail	150,115,879	87,541,572	62,574,307	71%
Intersegment Eliminations	(46,107,557)	(24,233,165)	(21,874,392)	90%
Total Revenues, Net of Discounts	**$ 221,871,812**	**$ 119,639,924**	**$ 102,231,888**	**85%**

	Six Months Ended June 30,			
	2021	**2020**	$ Change	% Change
Consumer Packaged Goods	$ 221,940,928	$ 102,653,545	$ 119,287,383	116%
Retail	280,224,597	163,503,022	116,721,575	71%
Intersegment Eliminations	(85,863,129)	(43,914,041)	(41,949,088)	96%
Total Revenues, Net of Discounts	**$ 416,302,396**	**$ 222,242,526**	**$ 194,059,870**	**87%**

Three Months Ended June 30, 2021 Compared with the Three Months Ended June 30, 2020

Revenues, net of discounts for the Retail segment were $150,115,879, an increase of $62,574,307 or 71%, compared to the three months ended June 30, 2020. The increase in Retail revenues, net of discounts, was primarily driven by increased store traffic to Green Thumb’s open and operating retail stores, particularly in Illinois, Nevada and Pennsylvania, as well as new store openings particularly in Pennsylvania.

Revenues, net of discounts for the Consumer Packaged Goods Segment were $117,863,490, an increase of $61,531,973 or 109%, compared to the three months ended June 30, 2020. The increase in Consumer Packaged Goods revenues, net of discounts, was primarily driven by increased sales volume in established markets such as Illinois, Pennsylvania, Massachusetts and Nevada.

Due to the vertically integrated nature of the business, the Company reviews its revenue at the Retail and Consumer Packaged Goods level while reviewing its operating results on a consolidated basis.

Six Months Ended June 30, 2021 Compared with the Six Months Ended June 30, 2020

Revenues, net of discounts for the Retail segment were $280,224,597, an increase of $116,721,575 or 71%, compared to the six months ended June 30, 2020. The increase in Retail revenues, net of discounts, was primarily driven by increased store traffic to Green Thumb’s open and operating retail stores, particularly in Pennsylvania and Illinois, as well as new store openings particularly in Pennsylvania and Illinois.

Revenues, net of discounts for the Consumer Packaged Goods Segment were $221,940,928, an increase of $119,287,383 or 116%, compared to the six months ended June 30, 2020. The increase in Consumer Packaged Goods revenues, net of discounts, was primarily driven by increased sales volume in established markets such as Illinois, Pennsylvania, Massachusetts, Nevada and New Jersey.

Due to the vertically integrated nature of the business, the Company reviews its revenue at the Retail and Consumer Packaged Goods level while reviewing its operating results on a consolidated basis.

Drivers of Results of Operations

Revenue

The Company derives its revenue from two revenue streams: a Consumer Packaged Goods business in which it manufactures, sells and distributes its portfolio of consumer packaged goods brands including Beboe, Dogwalkers, Dr. Solomon's, incredibles, and Rythm, primarily to third-party retail customers; and a Retail business in which it sells finished goods sourced primarily from third-party cannabis manufacturers in addition to the Company's own Consumer Packaged Goods products direct to the end consumer in its retail stores, as well as direct-to-consumer delivery where applicable by state law.

For the three and six months ended June 30, 2021, revenue was contributed from Consumer Packaged Goods and Retail sales across California, Colorado, Connecticut, Florida, Illinois, Maryland, Massachusetts, Nevada, New Jersey, New York, Ohio and Pennsylvania.

Gross Profit

Gross profit is revenue less cost of goods sold. Cost of goods sold includes the costs directly attributable to product sales and includes amounts paid for finished goods, such as flower, edibles, and concentrates, as well as packaging and other supplies, fees for services and processing, and allocated overhead which includes allocations of rent, utilities and related costs. Cannabis costs are affected by various state regulations that limit the sourcing and procurement of cannabis product, which may create fluctuations in gross profit over comparative periods as the regulatory environment changes. Gross margin measures our gross profit as a percentage of revenue.

During the Six Months Ended June 30, 2021, the Company continued to be focused on creating sustainable, profitable growth of the Company's business while pursuing expansion. Green Thumb expects to continue its growth strategy for the foreseeable future as the Company expands its Consumer Packaged Goods and Retail footprint within its current markets with acquisitions and partnerships, and scales resources into new markets.

Total Expenses

Total expenses other than the cost of goods sold consist of selling costs to support customer relationships and marketing and branding activities. It also includes a significant investment in the corporate infrastructure required to support the Company's ongoing business.

Retail selling costs generally correlate to revenue. As new locations begin operations, these locations generally experience higher selling costs as a percentage of revenue compared to more established locations, which experience a more constant rate of selling costs. As a percentage of sales, the Company expects selling costs to remain constant in the more established locations and increase in the newer locations as business continues to grow.

General and administrative expenses also include costs incurred at the Company's corporate offices, primarily related to back office personnel costs, including salaries, incentive compensation, benefits, stock-based compensation and other professional service costs. The Company expects to continue to invest considerably in this area to support aggressive expansion plans and to support the business by attracting and retaining top-tier talent. Furthermore, the Company anticipates an increase in stock-based compensation expenses related to recruiting and hiring talent, along with legal and professional fees associated with being a publicly traded company in Canada and registered with the U.S. Securities and Exchange Commission.

Provision for Income Taxes

The Company is subject to income taxes in the jurisdictions in which it operates and, consequently, income tax expense is a function of the allocation of taxable income by jurisdiction and the various activities that impact the timing of taxable events. As the Company operates in the federally illegal cannabis industry, it is subject to the limitations of IRC Section 280E under which taxpayers are only allowed to deduct expenses directly related to sales of product. This results in permanent differences between ordinary and necessary business expenses deemed non-allowable under IRC Section 280E and a higher effective tax rate than most industries. Therefore, the effective tax rate can be highly variable and may not necessarily correlate to pre-tax income or loss.

Non-GAAP Measures

EBITDA, Adjusted Operating EBITDA, and Adjusted EBITDA are non-GAAP measures and do not have standardized definitions under GAAP. The following information provides reconciliations of the supplemental non-GAAP financial measures, presented herein to the most directly comparable financial measures calculated and presented in accordance with GAAP. The Company has provided the non-GAAP financial measures, which are not calculated or presented in accordance with GAAP, as supplemental information and in addition to the financial measures that are calculated and presented in accordance with GAAP. These supplemental non-GAAP financial measures are presented because management has evaluated the financial results both including and excluding the adjusted items and believe that the supplemental non-GAAP financial measures presented provide additional perspective and insights when analyzing the core operating performance of the business. These supplemental non-GAAP financial measures should not be considered superior to, as a substitute for or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net Income (Loss) Before Non-Controlling Interest	$ 23,274,791	$ (11,763,937)	$ 34,729,759	$ (15,527,497)
Interest Income, net	(295,690)	(16,410)	(345,580)	(104,525)
Interest Expense, net	4,679,795	4,734,908	8,802,971	9,776,350
Provision For Income Taxes	30,026,732	15,378,715	60,882,910	28,527,715
Other (Income) Expense, net	(6,830,277)	5,717,427	(1,680,460)	(1,068,683)
Depreciation and amortization	15,072,992	14,239,915	30,066,413	26,945,085
Earnings before interest, taxes, depreciation and amortization (EBITDA) (non-GAAP measure)	**$ 65,928,343**	**$ 28,290,618**	**$ 132,456,013**	**$ 48,548,445**
Stock-based compensation, non-cash	5,672,683	5,700,144	9,703,338	10,773,886
Acquisition, transaction and other non-operating costs	7,683,389	1,421,949	8,480,345	1,635,304
Adjusted Operating EBITDA (non-GAAP measure)	**$ 79,284,415**	**$ 35,412,711**	**$ 150,639,696**	**$ 60,957,635**

Liquidity, Financing Activities During the Period, and Capital Resources

As of June 30, 2021, and December 31, 2020 the Company had total current liabilities of $105,361,464 and $119,288,435, respectively, and cash and cash equivalents of $359,188,735 and $83,757,785, respectively to meet its current obligations. The Company had working capital of $376,258,084 as of June 30, 2021, an increase of $311,602,514 as compared to December 31, 2020. This increase in working capital was primarily driven by the $155,498,140 sale of registered Subordinate Voting Shares pursuant to the Company's Registration Statement on Form S-1 as well as the Company's April 30, 2021 216,734,258 issuance of private placement debt. Partially offset by the repayment of 105,466,429.

In the first six months of 2021, Green Thumb generated revenue from all 12 of its markets: California, Colorado, Connecticut, Florida, Illinois, Maryland, Massachusetts, Nevada, New Jersey, New York, Ohio and Pennsylvania. The Company's Consumer Packaged Goods revenue grew approximately 13%, net of discounts, during the three months ended June 30, 2021 as compared to the three months ended March 31, 2021, primarily driven by organic growth across the Company's Consumer Packaged Goods Business. The Company's Retail revenue, net of discounts, increased 15% during the three months ended June 30, 2021 as compared to the three months ended March 31, 2021, primarily driven by the launch of Cookies brand and increased transaction activity across the Company's 58 Retail store footprint.

The Company is an early-stage growth company, generating cash from revenues deploying its capital reserves to acquire and develop assets capable of producing additional revenues and earnings over both the immediate and near term. Capital reserves are primarily being utilized for capital expenditures, facility improvements, strategic investment opportunities, product development and marketing, as well as customer, supplier and investor and industry relations.

While our revenue, gross profit and operating income were not materially impacted by COVID-19 and we maintained the consistency of our operations during the first six months of 2021, the uncertain nature of the spread of COVID-19 may impact our business operations for reasons including the potential quarantine of our employees or those of our supply chain partners. Our ability to continue to operate without any significant negative operational impact from the COVID-19 pandemic will in part depend on our ability to protect our employees, customers and supply chain and our continued designation as an "essential" business in states where we do business that currently or in the future impose restrictions on business operations. The Company takes a cautious approach in allocating its capital to maximize its returns while ensuring appropriate liquidity. Given the current uncertainty of the future economic environment, the Company has taken additional measures in monitoring and deploying its capital to minimize the negative impact on its current operations and expansion plans.

Cash Flows

Cash Used in Operating Activities, Investing and Financing Activities

Net cash provided by (used in) operating, investing and financing activities for the six months ended June 30, 2021 and 2020, were as follows:

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Net Cash provided by Operating Activities	$ 48,296,862	$ 60,250,326
Net Cash Used in Investing Activities	$ (43,583,152)	$ (22,234,932)
Net Cash provided by (used in) Financing Activities	$ 270,717,240	$ (1,740,056)

Off-Balance Sheet Arrangements

As of June 30, 2021, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Changes in or Adoption of Accounting Practices

Refer to the discussion of recently adopted/issued accounting pronouncements under Part I, Item 1, Notes to Unaudited Interim Condensed Consolidated Financial Statements, Note 1—Overview and Basis of Presentation.

Critical Accounting Policies and Significant Judgements and Estimates

There were no material changes to our critical accounting policies and estimates from the information provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our 2020 Form 10-K.

Emerging Growth Company Status

The Company is an “emerging growth company” as defined in the Section 2(a) of the Exchange Act, as modified by the Jumpstart Our Business Start-ups Act of 2012, or the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 13(a) of the Exchange Act for complying with new or revised accounting standards applicable to public companies. The Company has elected to take advantage of this extended transition period and as a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates.

ITEM 3. QUANTITAVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our market risk disclosures as set forth in Part II Item 7A of our 2020 Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

The Company evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2021. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. The Company recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. As required by Rule 13a-15(b) under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2021, the