

**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Balance Sheets**  
**As of September 30, 2022 and December 31, 2021**  
*(Amounts Expressed in United States Dollars)*

	September 30, 2022	December 31, 2021 <i>(Audited)</i>
	(in thousands)	
<b>ASSETS</b>		
Current Assets:		
Cash and Cash Equivalents	\$ 147,258	\$ 230,420
Accounts Receivable	30,638	22,099
Inventories	121,922	95,471
Prepaid Expenses	14,003	11,175
Other Current Assets	4,739	5,065
<b>Total Current Assets</b>	<b>318,560</b>	<b>364,230</b>
Property and Equipment, Net	498,348	409,074
Right of Use Assets, Net	243,371	176,327
Investments	79,981	94,902
Investments in Associates	27,384	30,337
Intangible Assets, Net	640,988	675,491
Goodwill	644,585	632,849
Deposits and Other Assets	2,663	2,641
<b>TOTAL ASSETS</b>	<b>\$ 2,455,880</b>	<b>\$ 2,385,851</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
LIABILITIES		
Current Liabilities:		
Accounts Payable	\$ 14,083	\$ 14,086
Accrued Liabilities	71,516	84,724
Acquisition Consideration Payable	—	31,732
Compensation Payable	11,393	12,022
Current Portion of Notes Payable	1,027	783
Current Portion of Lease Liabilities	10,334	9,221
Contingent Consideration Payable	12,121	50,284
Income Tax Payable	8,965	1,527
<b>Total Current Liabilities</b>	<b>129,439</b>	<b>204,379</b>
Long-Term Liabilities:		
Lease Liabilities, Net of Current Portion	249,446	182,539
Notes Payable, Net of Current Portion and Debt Discount	254,504	239,151
Contingent Consideration Payable	29,829	33,581
Warrant Liability	5,001	24,877
Deferred Income Taxes	80,854	81,846
<b>TOTAL LIABILITIES</b>	<b>749,073</b>	<b>766,373</b>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Subordinate Voting Shares (Shares Authorized, Issued and Outstanding at September 30, 2022: Unlimited, 206,753,924, and 206,753,924, respectively, at December 31, 2021: Unlimited, 201,768,312, and 201,768,312, respectively)		
	—	—
Multiple Voting Shares (Shares Authorized, Issued and Outstanding at September 30, 2022: Unlimited, 38,531 and 38,531, respectively, at December 31, 2021: Unlimited, 38,531 and 38,531, respectively)		
	—	—
Super Voting Shares (Shares Authorized, Issued and Outstanding at September 30, 2022: Unlimited, 251,690 and 251,690, respectively, at December 31, 2021: Unlimited, 285,031 and 285,031, respectively)		
	—	—
Share Capital	1,660,799	1,633,672
Contributed Surplus	16,325	21,245
Deferred Share Issuances	36,262	36,262
Accumulated Deficit	(6,858)	(70,063)
Equity of Green Thumb Industries Inc.	1,706,528	1,621,116
Noncontrolling interests	279	(1,638)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>1,706,807</b>	<b>1,619,478</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 2,455,880</b>	<b>\$ 2,385,851</b>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Operations**  
**Three and Nine Months Ended September 30, 2022 and 2021**  
*(Amounts Expressed in United States Dollars, Except Share Amounts)*

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
Revenues, Net of Discounts	\$ 261,194	\$ 233,677	\$ 758,105	\$ 649,979
Cost of Goods Sold, Net	(129,954)	(104,159)	(378,127)	(286,685)
Gross Profit	131,240	129,518	379,978	363,294
<b>Expenses:</b>				
Selling, General, and Administrative	82,479	71,449	214,402	202,836
<b>Total Expenses</b>	82,479	71,449	214,402	202,836
<b>Income From Operations</b>	48,761	58,069	165,576	160,458
Other Income (Expense):				
Other Income (Expense), Net	(2,085)	8,125	14,933	9,805
Interest Income, Net	1,085	328	2,609	674
Interest Expense, Net	(4,644)	(7,616)	(16,113)	(16,419)
<b>Total Other Income (Expense)</b>	(5,644)	837	1,429	(5,940)
<b>Income Before Provision for Income Taxes And Non-Controlling Interest</b>	43,117	58,906	167,005	154,518
<b>Provision For Income Taxes</b>	32,969	37,320	102,440	98,203
<b>Net Income Before Non-Controlling Interest</b>	10,148	21,586	64,565	56,315
<b>Net Income Attributable to Non-Controlling Interest</b>	319	1,376	1,360	3,685
<b>Net Income Attributable To Green Thumb Industries Inc.</b>	\$ 9,829	\$ 20,210	\$ 63,205	\$ 52,630
<b>Net Income Per Share - Basic</b>	\$ 0.04	\$ 0.09	\$ 0.27	\$ 0.24
<b>Net Income Per Share - Diluted</b>	\$ 0.04	\$ 0.08	\$ 0.26	\$ 0.23
<b>Weighted Average Number of Shares Outstanding - Basic</b>	237,002,873	226,529,671	236,546,078	221,059,870
<b>Weighted average Number of Shares Outstanding - Diluted</b>	237,804,799	230,879,437	237,872,595	225,411,773

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Equity**  
**Three and Nine Months Ended September 30, 2022 and 2021**  
*(Amounts Expressed in United States Dollars)*

	Share Capital	Contributed Surplus (Deficit)	Deferred Share Issuance	Accumulated Earnings (Deficit)	Non-Controlling Interest	Total
	(in thousands)					
<b>Balance, July 1, 2021</b>	\$ 1,316,465	\$ 13,159	\$ 8,566	\$ (113,079)	\$ 4,046	\$ 1,229,157
Issuance of shares for redemption of noncontrolling interest	4,070	(4,996)	—	—	926	—
Issuance of shares under business combinations and investments	166,164	60	—	—	—	166,224
Shares issued as contingent consideration	5,949	—	—	—	—	5,949
Issuance of deferred shares	—	—	21,382	—	—	21,382
Distribution of deferred shares	1,319	—	(1,303)	—	—	16
Exercise of options, RSUs and warrants	6,897	(4,640)	—	—	—	2,257
Stock-based compensation	—	4,995	—	—	—	4,995
Distributions to limited liability company unit holders	—	—	—	—	(6,452)	(6,452)
Net income	—	—	—	20,210	1,376	21,586
<b>Balance, September 30, 2021</b>	<u>\$ 1,500,864</u>	<u>\$ 8,578</u>	<u>\$ 28,645</u>	<u>\$ (92,869)</u>	<u>\$ (104)</u>	<u>\$ 1,445,114</u>
<b>Balance, January 1, 2021</b>	\$ 1,048,640	\$ 4,893	\$ 2,587	\$ (145,499)	\$ 3,537	\$ 914,158
Issuance of shares for redemption of noncontrolling interest	4,070	(4,996)	—	—	926	—
Issuance of shares under business combinations and investments	223,957	22	—	—	—	223,979
Shares issued as contingent consideration	18,622	—	—	—	—	18,622
Issuance of deferred shares	—	—	29,196	—	—	29,196
Distribution of deferred shares	3,145	—	(3,138)	—	—	7
Issuance of registered shares pursuant to Form S-1	155,803	(305)	—	—	—	155,498
Exercise of options, RSUs and warrants	39,221	(27,993)	—	—	—	11,228
Stock-based compensation	—	14,698	—	—	—	14,698
Warrants and shares issued in association with note payable	271	22,259	—	—	—	22,530
Shares issued for settlement of business obligation	7,135	—	—	—	—	7,135
Distributions to limited liability company unit holders	—	—	—	—	(8,252)	(8,252)
Net income	—	—	—	52,630	3,685	56,315
<b>Balance, September 30, 2021</b>	<u>\$ 1,500,864</u>	<u>\$ 8,578</u>	<u>\$ 28,645</u>	<u>\$ (92,869)</u>	<u>\$ (104)</u>	<u>\$ 1,445,114</u>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Equity**  
**Three and Nine Months Ended September 30, 2022 and 2021**  
*(Amounts Expressed in United States Dollars)*

	Share Capital	Contributed Surplus (Deficit)	Deferred Share Issuance	Accumulated Earnings (Deficit)	Non-Controlling Interest	Total
	(in thousands)					
<b>Balance, July 1, 2022</b>	\$ 1,659,000	\$ 9,165	\$ 36,262	\$ (16,687)	\$ 314	\$ 1,688,054
Exercise of options, RSUs and warrants	1,799	(718)	—	—	—	1,081
Stock-based compensation	—	7,878	—	—	—	7,878
Distributions to limited liability company unit holders	—	—	—	—	(354)	(354)
Net income	—	—	—	9,829	319	10,148
<b>Balance, September 30, 2022</b>	<u>\$ 1,660,799</u>	<u>\$ 16,325</u>	<u>\$ 36,262</u>	<u>\$ (6,858)</u>	<u>\$ 279</u>	<u>\$ 1,706,807</u>
<b>Balance, January 1, 2022</b>	\$ 1,633,672	\$ 21,245	\$ 36,262	\$ (70,063)	\$ (1,638)	\$ 1,619,478
Noncontrolling interests adjustment for change in ownership	2,379	(17,735)	—	—	15,356	—
Issuance of shares under business combinations and investments	1,406	—	—	—	—	1,406
Shares issued as contingent consideration	13,111	—	—	—	—	13,111
Exercise of options, RSUs and warrants	9,327	(6,643)	—	—	—	2,684
Shares issued for settlement of business obligation	904	96	—	—	—	1,000
Stock-based compensation	—	19,362	—	—	—	19,362
Distributions to limited liability company unit holders	—	—	—	—	(14,799)	(14,799)
Net income	—	—	—	63,205	1,360	64,565
<b>Balance, September 30, 2022</b>	<u>\$ 1,660,799</u>	<u>\$ 16,325</u>	<u>\$ 36,262</u>	<u>\$ (6,858)</u>	<u>\$ 279</u>	<u>\$ 1,706,807</u>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Cash Flows**  
**Nine Months Ended September 30, 2022 and 2021**  
*(Amounts Expressed in United States Dollars)*

	<b>Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(in thousands)</b>	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income attributable to Green Thumb Industries Inc.	\$ 63,205	\$ 52,630
Net income attributable to non-controlling interest	1,360	3,685
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	71,706	47,239
Amortization of operating lease assets	31,906	24,760
Loss on extinguishment of debt	—	9,882
Loss on disposal of property and equipment	1,514	822
Loss (earnings) on equity method investment	2,382	(1,330)
Gain from lease modification	(3,330)	—
Bad debt expense	190	264
Deferred income taxes	—	8,217
Stock-based compensation	19,362	14,698
Decrease (increase) in fair value of investments	2,770	(14,604)
Interest on contingent consideration payable and acquisition liabilities	2,782	2,874
(Decrease) increase in fair value of contingent consideration	(31,787)	662
Decrease in fair value of warrants	(19,876)	(5,451)
Shares issued for settlement of business obligation	1,000	7,135
Amortization of debt discount	6,837	4,954
Changes in operating assets and liabilities:		
Accounts receivable	(8,881)	(3,782)
Inventories	(26,038)	(17,257)
Prepaid expenses and other current assets	(2,419)	(5,993)
Deposits and other assets	(22)	(979)
Accounts payable	(259)	(12,950)
Accrued liabilities	(4,021)	3,517
Operating lease liabilities	(27,599)	(20,345)
Income tax payable	7,438	(15,881)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>88,220</b>	<b>82,767</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	(119,870)	(117,160)
Proceeds from disposal of property and equipment	112	109
Investments in securities and associates	(5,804)	(31,053)
Proceeds from equity investments and notes receivable	3,476	18,282
Settlement of acquisition consideration payable	(31,732)	—
Purchase of businesses, net of cash acquired	(7,350)	(18,458)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(161,168)</b>	<b>(148,280)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Distributions to third parties and limited liability company unit holders	(14,799)	(8,252)
Contributions from unconsolidated subsidiaries	550	1,476
Net proceeds from issuance of registered shares pursuant to Form S-1	—	155,498
Proceeds from exercise of options and warrants	2,684	11,228
Proceeds from issuance of notes payable	2,102	175,500
Principal repayment of notes payable	(751)	(64,703)
Prepayment penalty and other costs associated with refinancing	—	(3,200)
<b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(10,214)</b>	<b>267,547</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH:</b>		
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH</b>	<b>(83,162)</b>	<b>202,034</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH BEGINNING OF PERIOD</b>	<b>230,420</b>	<b>83,758</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH END OF PERIOD</b>	<b>\$ 147,258</b>	<b>\$ 285,792</b>

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**Green Thumb Industries Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Cash Flows**  
**Nine Months Ended September 30, 2022 and 2021**  
*(Amounts Expressed in United States Dollars)*

	<b>Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(in thousands)</b>	
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest paid	\$ 13,699	\$ 13,714
<b>NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Accrued capital expenditures	\$ (10,217)	\$ 12,869
Noncash increase in right of use asset	\$ (72,714)	\$ (22,620)
Noncash increase in lease liability	\$ 72,714	\$ 22,620
Warrant issuance associated with note payable	\$ —	\$ 22,530
Mortgages associated with operating properties	\$ 7,350	\$ 6,830
Shares issued for purchase of noncontrolling interest	\$ 2,379	\$ 4,070
Issuance of shares associated with contingent consideration	\$ 13,111	\$ 18,622
Deferred share issuances	\$ —	\$ 29,196
Deferred share distributions	\$ —	\$ (3,138)
Issuance of shares under business combinations	\$ 1,406	\$ 223,979
<b>Acquisitions</b>		
Inventories	\$ 413	\$ 6,183
Accounts receivable	(153)	552
Prepaid expenses	72	367
Property and equipment	738	15,705
Right of use assets	743	18,325
Intangible assets	10,359	173,926
Goodwill	11,736	214,786
Deposits and other assets	12	904
Liabilities assumed	(712)	(11,032)
Lease liabilities	(743)	(18,325)
Noncontrolling interests	17,735	—
Contingent liabilities	(200)	(61,853)
Equity interests issued	(3,785)	(285,339)
Fair value of previously held equity interest	(14,500)	—
Deferred income taxes	991	(35,741)
Settlement of noncontrolling interests	(15,356)	—
	<b>\$ 7,350</b>	<b>\$ 18,458</b>
<b>ADDITIONAL SUPPLEMENTAL INFORMATION</b>		
Decrease (increase) in fair value of investments	\$ 16,889	\$ (14,604)
Increase in fair value of equity method investments	(14,119)	—
<b>TOTAL DECREASE (INCREASE) IN FAIR VALUE OF INVESTMENTS</b>	<b>\$ 2,770</b>	<b>\$ (14,604)</b>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

**Green Thumb Industries Inc.**  
**Notes to Unaudited Interim Condensed Consolidated Financial Statements**  
*(Amounts Expressed in United States Dollars, Except Where Stated Otherwise)*

**1. Overview and Basis of Presentation**

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**(a) Description of Business**

Green Thumb Industries Inc. (“Green Thumb” or the “Company”), 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. Green Thumb owns, manufactures, and distributes a portfolio of cannabis consumer packaged goods brands including &Shine, Beboe, Dogwalkers, Dr. Solomon’s, Good Green, incredibles, and RYTHM, to third-party retail stores across the United States as well as to Green Thumb owned Retail cannabis stores. The Company also owns and operates retail cannabis stores that include a rapidly growing national chain named RISE, which sell our products and third-party products. As of September 30, 2022, Green Thumb has operations in fifteen markets (California, Colorado, Connecticut, Florida, Illinois, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia), employs approximately 3,800 people and serves hundreds of thousands of patients and customers annually.

The Company’s registered office is located at 250 Howe Street, 20<sup>th</sup> Floor, Vancouver, British Columbia, V6C 3R8. The Company’s U.S. headquarters are at 325 W. Huron St., Suite 700, Chicago, IL 60654.

**(b) Basis of Presentation**

The accompanying unaudited interim condensed consolidated financial statements include the accounts of Green Thumb and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and in accordance with the rules and regulations of the U.S. Securities & Exchange Commission (“SEC”). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements and, accordingly, certain information, footnotes and disclosures normally included in the annual financial statements, prepared in accordance with GAAP, have been condensed or omitted in accordance with SEC rules and regulations. The financial data presented herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, (the “2021 Form 10-K”). In the opinion of management, the financial data presented includes all adjustments necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented. Certain previously reported amounts have been reclassified between line items to conform to the current period presentation. Results of interim periods should not be considered indicative of the results for the full year. These unaudited interim condensed consolidated financial statements include estimates and assumptions of management that affect the amounts reported in the unaudited interim condensed consolidated financial statements. Actual results could differ from these estimates.

**(c) Significant Accounting Policies**

There have been no changes to the Company’s significant accounting policies as described in Part II, Item 8, “Notes to Consolidated Financial Statements”, Note 2 - Significant Accounting Policies in the 2021 Form 10-K.

**(d) Earnings per Share**

Basic earnings per share is calculated using the treasury stock method, by dividing the net earnings attributable to shareholders by the weighted average number of common shares outstanding during each of the periods presented. Contingently issuable shares (including shares held in escrow) are not considered outstanding common shares and consequently are not included in the earnings per share calculation. Diluted earnings per share is calculated using the treasury stock method by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Company has three categories of potentially dilutive common share equivalents: restricted stock units, stock options and warrants. As of September 30, 2022, the Company had 9,725,907 options, 952,753 restricted stock units and 3,835,278 warrants outstanding. As of September 30, 2021, the Company had 5,625,661 options, 352,936 restricted stock units and 3,591,975 warrants outstanding.

**Green Thumb Industries Inc.**  
**Notes to Unaudited Interim Condensed Consolidated Financial Statements**  
*(Amounts Expressed in United States Dollars, Except Where Stated Otherwise)*

**1. Overview and Basis of Presentation** *(Continued)*

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**(d) Earnings per Share** *(Continued)*

In order to determine diluted earnings per share, it is assumed that any proceeds from the vesting of dilutive unvested restricted stock units, or exercise of unvested stock options and warrants would be used to repurchase common shares at the average market price during the period. Under the treasury stock method, the diluted earnings per share calculation excludes any potential conversion of stock options and convertible debt that would increase earnings per share or decrease loss per share. For the three months ended September 30, 2022, the computation of diluted earnings per share included 697,800 options, 57,128 restricted stock units and 46,998 warrants. For the nine months ended September 30, 2022, the computation of diluted earnings per share included 968,322 options, 226,564 restricted stock units and 131,631 warrants. For the three months ended September 30, 2021, the computation of diluted earnings per share included 3,022,973 options, 223,661 restricted stock units and 1,103,132 warrants. For the nine months ended September 30, 2021, the computation of diluted earnings per share included 3,041,286 options, 196,043 restricted stock units and 1,114,574 warrants. For the three and nine months ended September 30, 2022, the weighted average number of anti-dilutive stock options excluded from the computation of diluted earnings per share were 2,052,822 and 2,192,896, respectively. For the three and nine months ended September 30, 2021, the weighted average number of anti-dilutive stock options excluded from the computation of diluted earnings per share were 570,964 and 913,579, respectively.

**(e) Recently Adopted Accounting Standards**

In August 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity, to improve financial reporting associated with accounting for convertible instruments and contracts in an entity’s own equity. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. The Company adopted ASU 2020-06 on January 1, 2022. The adoption of the standard did not have a material impact on the Company’s unaudited interim condensed consolidated financial statements.

**(f) Recently Issued Accounting Standards**

The Company reviews recently issued accounting standards on a quarterly basis and has determined there are no standards yet to be adopted which are relevant to the business for disclosure.

**(g) Coronavirus Pandemic**

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 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.

The Company’s unaudited interim condensed consolidated financial statements presented herein reflect estimates and assumptions made by management that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited interim condensed consolidated financial statements and reported amounts of revenue and expenses during the periods presented. Such estimates and assumptions affect, among other things, the Company’s goodwill; long-lived assets and intangible assets; operating lease right of use assets and operating lease liabilities; valuation of deferred income taxes; the allowance for doubtful accounts; assessment of the Company’s lease and non-lease contract expenses; and measurement of compensation cost for bonus and other compensation plans. While the Company’s revenue, gross profit and operating income were not impacted during the first nine months of 2022, the uncertain nature of the spread of COVID-19 and the uncertainty of the impact of nationwide vaccine programs may impact the Company’s business operations for reasons including the potential quarantine of the Company’s employees or those of its supply chain partners.



**Green Thumb Industries Inc.**  
**Notes to Unaudited Interim Condensed Consolidated Financial Statements**  
*(Amounts Expressed in United States Dollars, Except Where Stated Otherwise)*

**2. INVENTORIES**

The Company's inventories include the following at September 30, 2022 and December 31, 2021:

	<u>September 30, 2022</u>	<u>December 31, 2021</u>
	<u>(in thousands)</u>	
Raw Material	\$ 2,667	\$ 5,278
Packaging and Miscellaneous	10,105	8,622
Work in Process	56,946	42,403
Finished Goods	55,724	41,069
Reserve for Obsolete Inventory	(3,520)	(1,901)
<b>Total Inventories</b>	<b>\$ 121,922</b>	<b>\$ 95,471</b>

**3. PROPERTY AND EQUIPMENT**

At September 30, 2022 and December 31, 2021, property and equipment consisted of the following:

	<u>September 30, 2022</u>	<u>December 31, 2021</u>
	<u>(in thousands)</u>	
Buildings and Improvements	\$ 130,806	\$ 101,283
Equipment, Computers and Furniture	113,897	83,281
Leasehold Improvements	134,674	114,303
Land Improvements	822	607
Capitalized Interest	13,929	6,523
<b>Total Property and Equipment</b>	<b>394,128</b>	<b>305,997</b>
Less: Accumulated Depreciation	(70,878)	(45,198)
<b>Property and Equipment, net</b>	<b>323,250</b>	<b>260,799</b>
Land	23,743	20,258
Assets Under Construction	151,355	128,017
<b>Property and Equipment, net</b>	<b>\$ 498,348</b>	<b>\$ 409,074</b>

Assets under construction represent construction in progress related to both cultivation and dispensary facilities not yet completed or otherwise not ready for use.

Depreciation expense for the three and nine months ended September 30, 2022 totaled \$9,695 thousand and \$26,844 thousand, respectively, of which \$6,393 thousand and \$17,357 thousand, respectively, is included in cost of goods sold. Depreciation expense for the three and nine months ended September 30, 2021 totaled \$6,235 thousand and \$16,255 thousand, respectively, of which \$3,905 thousand and \$9,997 thousand, respectively, is included in cost of goods sold.

**Green Thumb Industries Inc.**  
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#### **4. ACQUISITIONS**

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The Company has determined that the below acquisitions are business combinations under Accounting Standards Codification (“ASC”) 805, *Business Combinations*. They are accounted for by applying the acquisition method, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill. Operating results have been included in these unaudited interim condensed consolidated financial statements from the date of the acquisition. Supplemental pro forma financial information has not been presented as the impact was not material to the Company's consolidated financial statements. The goodwill recorded primarily includes the expected synergies resulting from combining the operations of the acquired entity with those of the Company.

##### **(a) Acquisition of ILDISP, LLC**

On March 1, 2022, the Company acquired the remaining 50% ownership interests of ILDISP, LLC (“ILDISP”) from the Company's former membership interest partner for the purposes of expanding the Company's operational capacity in the Illinois market. Prior to March 1, 2022, one of the two retail stores owned by ILDISP, RISE Effingham, was consolidated by Green Thumb as the Company was determined to be the primary beneficiary of the variable interest entity. The other retail store was accounted for as an equity method investment given the Company's 50% ownership interest and its ability to significantly influence that store's operations.

The total consideration exchanged included \$18,623 thousand in cash, which included \$250 thousand in deferred consideration, which was paid in September 2022, along with 204,036 Subordinate Voting Shares of Green Thumb valued at \$3,785 thousand, based on the fair value of the securities on their date of issuance, which was the closing price of Green Thumb's Subordinate Voting Shares as traded on the Canadian Securities Exchange (“CSE”) on the date of the transaction.

The Company allocated the total consideration exchanged to each of the acquired Retail stores. Accordingly, the consideration allocated to RISE Effingham was approximately \$11,857 thousand in cash along with 128,218 Subordinate Voting Shares of Green Thumb that had a fair value on the date of issuance of \$2,379 thousand. The remaining equity associated with the Company's purchase of the noncontrolling interest was closed to contributed surplus (deficit) of Green Thumb as of March 1, 2022.

The equity method investment associated with the other retail store owned by ILDISP was remeasured at fair value of \$14,500 thousand as of the date of the transaction, and resulted in a gain on the fair value of the equity method investment of \$14,119 thousand, which was recorded in other income (expense) on the unaudited interim condensed consolidated statement of operations. In addition, the Company allocated consideration of \$6,766 thousand in cash along with 75,818 Subordinate Voting Shares of Green Thumb, with a fair value of \$1,406 thousand, to the acquisition of the other retail store. After completing the preliminary allocation of the aggregate consideration exchanged for the assets acquired and liabilities assumed, the Company recorded a license intangible asset of \$14,143 thousand and non-tax deductible goodwill of \$7,718 thousand. The weighted average amortization period for the license intangible is 15 years. Acquisition related expenses associated with the transaction were not material.

The preliminary valuation was based on management's estimates and assumptions which are subject to change within the purchase price allocation period (generally one year from the acquisition date). The primary areas of the purchase price allocation that are not yet finalized relate to the valuation of the intangible asset acquired, the previously held equity method investment, and the residual goodwill.

##### **(b) Finalization of Purchase Price Allocations**

During the current quarter, the Company finalized the purchase price allocations related to the acquisition of Mobley Pain Management and Wellness Center, LLC and Canwell Processing, LLC (collectively referred to as “Summit”) and GreenStar Herbals, Inc. (“GreenStar”) which were acquired on August 1, 2021 and September 1, 2021 respectively. The Company remeasured the assets acquired and liabilities assumed, with the assistance of an external valuation expert, which resulted in a reduction to the Company's license intangible and deferred tax liability of \$3,784 thousand and \$992 thousand, respectively, and an increase in the value of goodwill and contingent consideration of \$2,992 thousand and \$200 thousand, respectively.

**Green Thumb Industries Inc.**  
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**5. INTANGIBLE ASSETS AND GOODWILL**

**(a) Intangible Assets**

Intangible assets are recorded at cost less accumulated amortization and impairment losses, if any. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization of definite life intangibles is provided on a straight-line basis over their estimated useful lives. The estimated useful lives, residual values, and amortization methods are reviewed at each year end, and any changes in estimates are accounted for prospectively.

At September 30, 2022 and December 31, 2021, intangible assets consisted of the following:

	September 30, 2022			December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Book Value	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Book Value
Licenses and Permits	\$ 666,259	\$ 102,922	\$ 563,337	\$ 655,900	\$ 69,812	\$ 586,088
Trademarks	98,936	33,859	65,077	98,936	25,096	73,840
Customer Relationships	24,438	12,563	11,875	24,438	9,944	14,494
Non-Competition Agreements	2,565	1,866	699	2,565	1,496	1,069
<b>Total Intangible Assets</b>	<b>\$ 792,198</b>	<b>\$ 151,210</b>	<b>\$ 640,988</b>	<b>\$ 781,839</b>	<b>\$ 106,348</b>	<b>\$ 675,491</b>

The Company recorded amortization expense for the three and nine months ended September 30, 2022 of \$14,823 thousand and \$44,862 thousand, respectively. The Company recorded amortization for the three and nine months ended September 30, 2021 of \$10,938 thousand and \$30,984 thousand, respectively.

The following table outlines the estimated annual amortization expense related to intangible assets as of September 30, 2022:

Year Ending December 31,	Estimated Amortization (in thousands)
Remainder of 2022	\$ 15,034
2023	60,136
2024	59,554
2025	59,457
2026	51,445
2027 and Thereafter	395,362
	<b>\$ 640,988</b>

As of September 30, 2022, the weighted average amortization period remaining for intangible assets was 12.11 years.

**(b) Goodwill**

At September 30, 2022 and December 31, 2021 the balances of goodwill, by segment, consisted of the following:

	Retail	Consumer Package Goods	Total
	(in thousands)		
<b>As of December 31, 2021</b>	\$ 274,811	\$ 358,038	\$ 632,849
Acquisition of ILDISP, LLC	7,718	—	7,718
Adjustments to Preliminary Purchase Price Allocations	3,776	242	4,018
<b>As of September 30, 2022</b>	<b>\$ 286,305</b>	<b>\$ 358,280</b>	<b>\$ 644,585</b>

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**6. INVESTMENTS**

As of September 30, 2022 and December 31, 2021, the Company held various equity interests in cannabis related companies as well as investments in convertible notes that had a combined fair value of \$79,981 thousand and \$94,902 thousand as of each period end, respectively. The Company measures its investments that do not have readily determinable fair value at cost minus impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The Company performs an assessment on a quarterly basis to determine whether triggering events for impairment exist and to identify any observable price changes.

The following table summarizes the changes in the Company's investments during the nine months ended September 30, 2022 and year ending December 31, 2021:

	<u>September 30, 2022</u>	<u>December 31, 2021</u>
	<u>(in thousands)</u>	
Beginning	\$ 94,902	\$ 40,795
Additions	5,444	83,689
Disposals	(3,476)	(18,417)
Fair value adjustment	(16,889)	6,377
Transfers out	—	(17,542)
Ending	<u>\$ 79,981</u>	<u>\$ 94,902</u>

During the three and nine months ended September 30, 2022, the Company recorded fair value gains (losses) of \$432 thousand and \$(16,889) thousand, respectively, of which \$247 thousand and \$(17,368) thousand was recorded within other income (expense), respectively, and \$185 thousand and \$479 thousand, respectively, related to various note receivable investments and was recorded to interest income, on the unaudited interim condensed consolidated statements of operations.

**(a) Equity Investments**

As of September 30, 2022 and December 31, 2021, the Company held equity investments in publicly traded entities which have readily determinable fair values, which are classified as Level 1 investments, of \$4,022 thousand and \$20,583 thousand, respectively. During the three and nine months ended September 30, 2022, the Company recorded net gains (losses) on the change in fair value of such investments of \$124 thousand and \$(14,169) thousand, respectively, within other income (expense) on the unaudited interim condensed consolidated statement of operations. During the three and nine months ended September 30, 2021, the Company recorded net gains (losses) on the change in fair value of such investments of \$(4,282) thousand and \$9,630 thousand, respectively, within other income (expense) on the unaudited interim condensed consolidated statement of operations. During the nine months ended September 30, 2022 and 2021, the Company received proceeds from the sale of such investments of \$2,393 thousand and \$18,282 thousand, respectively. These investments are classified as trading securities on the Company's unaudited interim condensed consolidated balance sheets.

As of September 30, 2022 and December 31, 2021, the Company held equity investments in privately held entities that did not have readily determinable fair values, which are classified as Level 3 investments, of \$42,030 thousand and \$33,066 thousand, respectively. During the three and nine months ended September 30, 2022, the Company recorded net gains (losses) on the change in fair value of such investments of \$(295) thousand and \$182 thousand, respectively, within other income (expense) on the unaudited interim condensed consolidated statement of operations. During the three and nine months ended September 30, 2021, the Company recorded net gains (losses) on the change in fair value of such investments of \$0 thousand and \$4,766 thousand, respectively, within other income (expense) on the unaudited interim condensed consolidated statement of operations. There were no sales of these investments during these periods. These investments are classified as trading securities on the Company's unaudited interim condensed consolidated balance sheets.

See Note 14 - Fair Value Measurements for additional details.

**Green Thumb Industries Inc.**  
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**6. INVESTMENTS** *(Continued)*

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**(a) Equity Investments** *(Continued)*

Unrealized gains and (losses) recognized on equity investments held during the three and nine months ended September 30, 2022 were \$137 thousand and \$(13,825) thousand, respectively. Unrealized gains and (losses) recognized on equity investments held during the three and nine months ended September 30, 2021 were \$(4,140) thousand and \$14,596 thousand, respectively.

**(b) Convertible Notes Receivable**

The Company has made multiple investments in various note receivable instruments, including note receivable instruments with conversion features.

As of September 30, 2022 and December 31, 2021, the Company held note receivable instruments, which were classified as a Level 1 investment as they represent public debt of a publicly traded entity, and had a fair value of \$22,213 thousand and \$23,534 thousand, respectively. During the three and nine months ended September 30, 2022, the Company recorded net gains (losses) on the change in fair value of such investments of \$418 thousand and \$(236) thousand, respectively, within other income (expense) on the unaudited interim condensed consolidated statement of operations. There were no gains or (losses) recognized on these investments during the three and nine months ended September 30, 2021. The Company received proceeds from the partial principal repayment of the note receivable of \$1,083 thousand during the nine months ended September 30, 2022. The note receivable instruments have a stated interest rate of 13.00% and a maturity date of April 29, 2025. These notes did not contain conversion features and are currently classified as trading securities on the Company's unaudited interim condensed consolidated balance sheets.

As of September 30, 2022 and December 31, 2021, the Company held note receivable instruments which were classified as Level 3 investments as they represent loans provided to privately held entities that do not have readily determinable fair values. The note receivable instruments had a combined fair value of \$11,716 thousand and \$17,719 thousand, respectively, with stated interest ranging between 0.91% and 10.00% and terms between 15 months to five years. During the three and nine months ended September 30, 2022, the Company recorded net gains (losses) on the change in fair value of such investments of \$0 thousand and \$(3,145) thousand, respectively, within other income (expense) and accrued interest of \$185 thousand and \$479 thousand, respectively, within interest income on the unaudited interim condensed consolidated statement of operations. During the three and nine months ended September 30, 2021, there were no gains or (losses) recognized on these investments within other income (expense), however the company recorded accrued interest of \$133 thousand and \$208 thousand, respectively, within interest income on the unaudited interim condensed consolidated statement of operations. These notes are classified as trading securities on the Company's unaudited interim condensed consolidated balance sheets.

See Note 14 - Fair Value Measurements for additional details.

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**7. LEASES**

**(a) Operating Leases**

The Company has operating leases for its retail stores and processing and cultivation facilities located throughout the U.S, as well as for corporate office space located in Illinois. Operating lease right-of-use assets and operating lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date.

All real estate leases are recorded on the balance sheet. Equipment and other non-real estate leases with an initial term of twelve months or less are not recorded on the balance sheet. Lease agreements for some locations provide for rent escalations and renewal options. Certain real estate leases require payment for fixed and variable non-lease components, such as taxes, insurance and maintenance. The Company accounts for each real estate lease and the related non-lease components together as a single component.

The Company determines if an arrangement is a lease at inception. The Company must consider whether the contract conveys the right to control the use of an identified asset. Certain arrangements require significant judgment to determine if an asset is specified in the contract and if the Company directs how and for what purpose the asset is used during the term of the contract. For the three and nine months ended September 30, 2022, the Company recorded operating lease expense of \$11,884 thousand and \$31,906 thousand, respectively, compared to operating lease expense of \$8,733 thousand and \$24,760 thousand for the three and nine months ended September 30, 2021, respectively.

Other information related to operating leases as of September 30, 2022 and December 31, 2021 were as follows:

	September 30, 2022	December 31, 2021
Weighted average remaining lease term (years)	12.05	11.82
Weighted average discount rate	12.44%	13.60%

Maturities of lease liabilities for operating leases as of September 30, 2022 were as follows:

Year Ending December 31,	Maturities of Lease Liability		
	Third Party	Related Party (in thousands)	Total
Remainder of 2022	\$ 10,142	\$ 282	\$ 10,424
2023	41,368	1,144	42,512
2024	41,068	1,027	42,095
2025	38,748	948	39,696
2026	37,029	970	37,999
2027 and Thereafter	378,332	7,066	385,398
Total Lease Payments	546,687	11,437	558,124
Less: Interest	(293,231)	(5,113)	(298,344)
<b>Present Value of Lease Liability</b>	<b>\$ 253,456</b>	<b>\$ 6,324</b>	<b>\$ 259,780</b>

**(b) Related Party Operating Leases**

The Company entered into related party transactions with respect to its leasing arrangements for certain facilities in Florida, Maryland, Massachusetts and Nevada. Wendy Berger, a director of the Company, is a principal of WBS Equities, LLC, which is the Manager of Mosaic Real Estate, LLC, and owns the applicable facilities leased by the Company. Additionally, Mosaic Real Estate, LLC is indirectly owned in part by Ms. Berger (through the Wendy Berger 1998 Revocable Trust), Benjamin Kovler, the Chief Executive Officer and a director of the Company (through KP Capital, LLC), and Anthony Georgiadis, the Chief Financial Officer and a director of the Company (through Three One Four Holdings, LLC and ABG, LLC) and William Gruver, a former director of the Company (held through ABG, LLC). The terms of these leases range from 7 years

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**7. LEASES (Continued)**

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**(b) Related Party Operating Leases (Continued)**

to 15 years. For the three and nine months ended September 30, 2022, the Company recorded lease expense of \$296 thousand and \$886 thousand, respectively compared to lease expense of \$296 thousand and \$891 thousand for the three and nine months ended September 30, 2021, respectively, associated with these related party leasing arrangements.

**(c) Lease Modification**

*Danville Cultivation and Processing Facility*

On June 29, 2022 the Company entered into the third amendment (the “Amendment”) to its existing lease agreement with Innovative Industrial Properties, Inc. (“IIP”) associated with its Danville, Pennsylvania cultivation and processing facility. The Amendment provided an additional tenant improvement allowance of \$55,000 thousand to be used on enhancements to the facility. In addition to the tenant improvement allowance of \$19,300 thousand received in prior years, the total tenant improvement allowance provided by IIP will be \$74,300 thousand, and brings IIP's total investment in the property to \$94,600 thousand. The Amendment to the lease was treated as a modification and resulted in a gain of \$3,061 thousand as well as an increase in the right of use asset and related lease liability of \$81,720 thousand.

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**8. NOTES PAYABLE**

At September 30, 2022 and December 31, 2021, notes payable consisted of the following:

	<u>September 30, 2022</u>	<u>December 31, 2021</u>
	<u>(in thousands)</u>	
Charitable Contributions <sup>1</sup>	\$ 812	\$ 1,238
Private placement debt dated April 30, 2021 <sup>2</sup>	235,519	228,690
Mortgage notes <sup>3</sup>	19,200	10,006
<b>Total notes payable</b>	<b>255,531</b>	<b>239,934</b>
Less: current portion of notes payable	(1,027)	(783)
<b>Notes payable, net of current portion</b>	<b>\$ 254,504</b>	<b>\$ 239,151</b>

<sup>1</sup> In connection with acquisitions completed in 2017 and 2019, the Company is required to make quarterly charitable contributions of \$50 thousand through October 2024 and annual charitable contributions of \$250 thousand through May 2024, respectively. The net present value of these required payments has been recorded as a liability with interest rates ranging between 2.17% and 7.00%.

<sup>2</sup> The April 30, 2021 private placement debt (the "Notes") was issued in an original amount of \$249,934 thousand with an interest rate of 7.00%, maturing on April 30, 2024. The Notes were issued at a discount, the carrying value of which was \$14,415 thousand and \$21,244 thousand as of September 30, 2022 and December 31, 2021, respectively.

<sup>3</sup> Mortgage notes in the original amount of \$19,947 thousand and \$10,437 thousand as of September 30, 2022 and December 31, 2021, respectively, were issued by the Company in connection with various operating properties. These mortgage notes were issued at a discount, the carrying value of which, as of September 30, 2022 and December 31, 2021, was \$153 thousand and \$162 thousand, respectively, and are presented net of principal payments of \$594 thousand and \$269 thousand, respectively. The mortgage notes mature between August 20, 2025 and June 5, 2035.

**(a) Extension of Maturity Date on April 30, 2021 Notes**

On July 14, 2022, the Company exercised its right to extend the maturity date of the Notes by one year from April 30, 2024 to April 30, 2025. The extension to the maturity date did not involve any amendment to the Notes or any additional consideration to the existing lenders.

**(b) Construction-to-Permanent Financing Arrangement**

On October 12, 2022, the Company entered into a construction-to-permanent financing arrangement (the "Construction Loan") which provided funding for the construction of a cultivation and processing facility in the amount of up to \$31,000 thousand. The Construction Loan will bear interest of U.S. prime rate plus 1%, with a floor of 5%, and mature upon the earlier of the completion of the construction, or 24 months. Interest only payments will be due on the first of each month beginning on November 1, 2022. Upon maturity, the Construction Loan will convert to a 10 year mortgage note with a fixed interest rate of 3% over the weekly average yield of the U.S. treasury securities adjusted to a constant maturity of five years, with a floor of 5%. Payments of both principal and interest will be due on the first day of each calendar month following conversion.

**(c) Related Parties**

A portion of the Notes are held by related parties as well as unrelated third-party lenders at a percentage of approximately 1% and 99%, respectively. The related parties consist of Benjamin Kovler, the Chairman and Chief Executive Officer of the Company (held through KP Capital, LLC and Outsiders Capital, LLC); Andrew Grossman, the Executive Vice President of Capital Markets of the Company (held through AG Funding Group, LLC); Anthony Georgiadis, the Chief Financial Officer and a director of the Company (held through Three One Four Holdings, LLC); and Anthony Georgiadis and William Gruver, a former director of the Company (held through ABG, LLC).



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**9. WARRANTS**

As part of the financing of the Company's Notes, as well as other financing arrangements, the Company issued warrants to related parties, as well as unrelated third parties, which allow the holders to purchase Subordinate Voting Shares at an exercise price determined at the time of issuance.

The following table summarizes the number of warrants outstanding as of September 30, 2022 and December 31, 2021:

	Liability Classified			Equity Classified		
	Number of Shares	Weighted Average Exercise Price (C\$)	Weighted Average Remaining Contractual Life	Number of Shares	Weighted Average Exercise Price (USD)	Weighted Average Remaining Contractual Life
Balance as of December 31, 2021	2,097,931	C\$ 18.26	2.42	1,737,347	\$ 31.83	4.38
Balance as of September 30, 2022	2,097,931	C\$ 18.26	1.67	1,737,347	\$ 31.83	3.63

**(a) Liability Classified Warrants Outstanding**

The following table summarizes the fair value of the liability classified warrants at September 30, 2022 and December 31, 2021:

Warrant Liability	Strike Price	Warrants Outstanding	Fair Value		Change
			September 30, 2022	December 31, 2021	
				(in thousands)	
Bridge Financing Warrants Issued April 2019	C\$22.90	100,723	\$ -	\$ 676	\$ (676)
Private Placement Financing Warrants Issued May 2019	C\$19.39	1,606,533	3,413	18,527	(15,114)
Modification Warrants Issued November 2019	C\$12.04	316,947	1,278	4,603	(3,325)
Additional Modification Warrants Issued May 2020	C\$14.03	73,728	310	1,071	(761)
<b>Totals</b>		<b>2,097,931</b>	<b>\$ 5,001</b>	<b>\$ 24,877</b>	<b>\$ (19,876)</b>

During the three and nine months ended September 30, 2022 and 2021, the Company recorded a loss of \$1,896 thousand and a gain of \$19,876 thousand, and a gain of \$13,462 thousand and \$5,451 thousand, respectively, on the change in the fair value of the warrant liability within other income (expense) on the unaudited interim condensed consolidated statements of operations.

The following table summarizes the significant assumptions used in determining the fair value of the warrant liability as of each reporting date:

Significant Assumptions	September 30, 2022	December 31, 2021
Volatility	62.67% - 73.55%	59.95% - 74.04%
Remaining Term	0.03 - 2.65 years	0.78 - 3.39 years
Risk Free Rate	3.72% - 3.76%	0.91% - 1.06%

See Note 14 - Fair Value Measurements for additional details.

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**9. WARRANTS** *(Continued)*

**(b) Equity Classified Warrants Outstanding**

The following table summarizes the fair value of the equity classified warrants at September 30, 2022 and December 31, 2021:

<i>Warrants Included in Contributed Surplus</i>	<u>Strike Price</u>	<u>Warrants Outstanding</u>	<u>Fair Value</u>	
			<u>September 30, 2022</u>	<u>December 31, 2021</u>
			<i>(in thousands)</i>	
Mortgage Warrants Issued June 2020	\$9.10	35,000	\$181	\$181
Private Placement Refinance Warrants Issued April 2021	\$32.68	1,459,044	22,259	22,259
Private Placement Refinance Warrants Issued October 2021	\$30.02	243,303	2,616	2,616
<b>Totals</b>		<b>1,737,347</b>	<b>\$25,056</b>	<b>\$25,056</b>

The equity warrants were valued as of the date of issuance using a Black Scholes Option Pricing model. The following table summarizes the significant assumptions used in determining the fair value of the warrants as of each respective issuance date:

<i>Significant Assumptions</i>	<u>Private Placement Refinancing Warrants</u>	<u>Private Placement Refinancing Warrants</u>	<u>Dispensary Mortgage Warrants</u>
Date of Issuance	October 15, 2021	April 30, 2021	June 5, 2020
Volatility	73%	73%	80%
Estimated Term	4 years	4 years	5 years
Risk Free Rate	1.12%	0.74%	0.37%

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**10. SHARE CAPITAL**

Common shares, which include the Company's Subordinate Voting Shares, Multiple Voting Shares and Super Voting Shares, are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity. The proceeds from the exercise of stock options or warrants together with amounts previously recorded in reserves over the applicable vesting periods are recorded as share capital. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with ASC 740, *Income Taxes*.

**(a) Authorized**

The Company has the following classes of share capital, with each class having no par value:

**(i) Subordinate Voting Shares**

The holders of the Subordinate Voting Shares are entitled to receive dividends which may be declared from time to time and are entitled to one vote per share at meetings of the Company's shareholders. All Subordinate Voting Shares are ranked equally with regard to the Company's residual assets. The Company is authorized to issue an unlimited number of no par value Subordinate Voting Shares. During the nine months ended September 30, 2022, the shareholders of the Company converted 33,341 Multiple Voting Shares into 3,334,100 Subordinate Voting Shares.

**(ii) Multiple Voting Shares**

Each Multiple Voting Share is entitled to 100 votes per share at shareholder meetings of the Company and is exchangeable for 100 Subordinate Voting Shares. At September 30, 2022, the Company had 38,531 issued and outstanding Multiple Voting Shares, which convert into 3,853,100 Subordinate Voting Shares. The Company is authorized to issue an unlimited number of Multiple Voting Shares. During the nine months ended September 30, 2022, the shareholders of the Company converted 33,341 Super Voting Shares into 33,341 Multiple Voting Shares and 33,341 Multiple Voting Shares into 3,334,100 Subordinate Voting Shares.

**(iii) Super Voting Shares**

Each Super Voting Share is entitled to 1,000 votes per share at shareholder meetings of the Company and is exchangeable for 100 Subordinate Voting Shares or one Multiple Voting Share. At September 30, 2022, the Company had 251,690 issued and outstanding Super Voting Shares which convert into 25,169,000 Subordinate Voting Shares. The Company is authorized to issue an unlimited number of Super Voting Shares. During the nine months ended September 30, 2022, the shareholders of the Company converted 33,341 Super Voting Shares into 33,341 Multiple Voting Shares.

**(b) Issued and Outstanding**

A reconciliation of the beginning and ending amounts of the issued and outstanding shares by class is as follows:

	Issued and Outstanding		
	Subordinate Voting Shares	Multiple Voting Shares	Super Voting Shares
<b>As at January 1, 2022</b>	201,768,312	38,531	285,031
Issuance of shares under business combinations and investments	204,036	—	—
Distribution of contingent consideration	667,080	—	—
Issuance of shares upon exercise of options and warrants	311,535	—	—
Issuances of shares upon vesting of RSUs	388,273	—	—
Shares issued for settlement of business obligation	80,588	—	—
Exchange of shares	3,334,100	—	(33,341)
<b>As at September 30, 2022</b>	<b>206,753,924</b>	<b>38,531</b>	<b>251,690</b>

**Green Thumb Industries Inc.**  
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**10. SHARE CAPITAL** *(Continued)*

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**(b) Issued and Outstanding** *(Continued)*

**(i) Issuance of Shares Under Business Combinations and Investments**

*ILLISP, LLC*

On March 1, 2022, the Company issued 204,036 Subordinate Voting Shares with a value of approximately \$3,785 thousand, based on a 20 consecutive day volume weighted average price (“VWAP”), in connection with the Company's acquisition of the remaining ownership interests in two Illinois-based retail stores. The shares issued resulted in an increase in the Company's share capital and a corresponding increase in the net assets acquired. See Note 4 - Acquisitions for additional details.

**(ii) Distribution of Contingent Consideration**

*Dharma Pharmaceuticals, LLC*

In connection with the Company's 2021 acquisition of Dharma Pharmaceuticals, LLC (“Dharma”), the purchase agreement included contingent consideration of up to \$65,000 thousand in Subordinate Voting Shares of Green Thumb, dependent upon the successful opening of up to five retail stores in Virginia within the first three years following the signing of the agreement and the legal sale of adult use cannabis in a Retail dispensary by January 1, 2025. On February 25, 2022, the Company issued 667,080 Subordinate Voting Shares to the former owners of Dharma in connection with the successful opening of two Retail stores in Virginia. The shares had a fair value of \$13,111 thousand at the date of issuance.

As of September 30, 2022 and December 31, 2021, the estimated fair value of the contingent consideration associated with the acquisition of Dharma, which was valued based on a probability weighting of the potential payments, was \$41,038 thousand and \$48,665 thousand, respectively. As of September 30, 2022 and December 31, 2021, \$11,210 thousand and \$20,884 thousand, respectively, was included as a current liability on the Company's unaudited interim condensed consolidated balance sheets.

**(c) Stock-Based Compensation**

The Company operates equity settled stock-based remuneration plans for its eligible directors, officers, employees and consultants. All goods and services received in exchange for the grant of any stock-based payments are measured at their fair value unless the fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods and services received, the Company measures their value indirectly by reference to the fair value of the equity instruments granted. For transactions with employees and others providing similar services, the Company measures the fair value of the services by reference to the fair value of the equity instruments granted. Equity settled stock-based payments under stock-based payment plans are ultimately recognized as an expense in profit or loss with a corresponding credit to equity.

In June 2018, the Company established the Green Thumb Industries Inc. 2018 Stock and Incentive Plan, which was amended by Amendment No. 1 thereto (as amended, the “Plan”). The maximum number of shares that may be issued under the Plan shall not exceed 10% of the issued and outstanding shares on an as-converted basis.

The Company recognizes compensation expense for Restricted Stock Units (“RSUs”) and options on a straight-line basis over the requisite service period of the award. Non-market vesting conditions are included in the assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from the previous estimate. Any cumulative adjustment prior to vesting is recognized in the current period with no adjustment to prior periods for expense previously recognized.

The Company's option and RSU awards generally vest over three years, and options typically have a life of five to ten years. Option and RSU grants are determined by the Compensation Committee of the Company's Board of Directors with the option price set at no less than 100% of the fair market value of a share on the date of grant.

**Green Thumb Industries Inc.**  
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**10. SHARE CAPITAL** *(Continued)*

**(c) Stock-Based Compensation** *(Continued)*

Stock option activity is summarized as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Balance as of December 31, 2021	5,383,275	\$14.02	3.59	\$48,803
Granted	5,239,520	10.83	6.68	
Exercised	(311,535)	8.34		1,766
Forfeited	(585,353)	\$13.10		
Balance as of September 30, 2022	9,725,907	\$12.54	4.90	\$65,903
Vested	5,516,261	\$9.34		
Exercisable of September 30, 2022	3,448,842	\$11.67	2.74	\$21,433

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the applicable measurement date and the exercise price of such options, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their in-the-money options on September 30, 2022 and December 31, 2021. This amount will change in future periods based on the fair market value of the Company's Subordinate Voting Shares and the number of options outstanding.

The following table summarizes the weighted average grant date fair value and intrinsic value of options exercised for the nine months ended September 30, 2022 and 2021:

	Nine Months Ended September 30,	
	2022	2021
Weighted average grant date fair value (per share) of stock option units granted	\$5.31	\$14.89
Intrinsic value of stock option units exercised, using market price at vest date <i>(in thousands)</i>	\$1,766	\$13,567

The Company used the Black-Scholes option pricing model to estimate the fair value of the options granted during the nine months ended September 30, 2022 and the year ended December 31, 2021, using the following ranges of assumptions:

	September 30, 2022	December 31, 2021
Risk-free interest rate	1.18% - 3.40%	0.33% - 1.39%
Expected dividend yield	0%	0%
Expected volatility	60% - 64%	73%
Expected option life	3 - 4.5 years	3 - 3.5 years

As permitted under ASC 718, the Company has made an accounting policy choice to account for forfeitures when they occur.

**Green Thumb Industries Inc.**  
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**10. SHARE CAPITAL** *(Continued)*

**(c) Stock-Based Compensation** *(Continued)*

The following table summarizes the number of unvested RSU awards as of September 30, 2022 and December 31, 2021 and the changes during the nine months ended September 30, 2022:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested Shares at December 31, 2021	376,127	\$ 15.55
Granted	1,088,353	18.17
Forfeited	(123,454)	18.63
Vested	(388,273)	14.18
Unvested Shares at September 30, 2022	952,753	\$ 18.36

The following table summarizes the weighted average grant date fair value of RSUs granted and total fair value of RSUs vested for the nine months ended September 30, 2022 and 2021:

	Nine Months Ended September 30,	
	2022	2021
Weighted average grant date fair value (per share) of RSUs granted	\$ 18.17	\$ 30.23
Intrinsic value of RSUs vested, using market price at vest date <i>(in thousands)</i>	\$ 6,455	\$ 10,813

The stock-based compensation expense for the three and nine months ended September 30, 2022 and 2021 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	<i>(in thousands)</i>		<i>(in thousands)</i>	
Stock options expense	\$ 6,003	\$ 3,484	\$ 12,985	\$ 9,822
Restricted Stock Units	1,875	1,511	6,377	4,876
Total Stock Based Compensation Expense	\$ 7,878	\$ 4,995	\$ 19,362	\$ 14,698

As of September 30, 2022, \$46,205 thousand of total unrecognized expense related to stock-based compensation awards is expected to be recognized over a weighted-average period of 2.06 years.

**Green Thumb Industries Inc.**  
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**11. INCOME TAX EXPENSE**

The following table summarizes the Company's income tax expense and effective tax rates for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
Income before Income Taxes	\$ 43,117	\$ 58,906	\$ 167,005	\$ 154,518
Income Tax Expense	32,969	37,320	102,440	98,203
Effective Tax Rate	76.5%	63.4%	61.3%	63.6%

The effective tax rates for the three and nine months ended September 30, 2022 and 2021 were based on the Company's forecasted annualized effective tax rates and were adjusted for discrete items that occurred within the periods presented.

Due to its cannabis operations, the Company is subject to the limitations of the U.S. Internal Revenue Code of 1986, as amended ("IRC") Section 280E under which the Company is 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. Therefore, the effective tax rate can be highly variable and may not necessarily correlate with pre-tax income and provides for effective tax rates that are well in excess of statutory tax rates.

Taxes paid during the nine months ended September 30, 2022 and 2021 were \$95,307 thousand and \$109,703 thousand, respectively.

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**12. OTHER INCOME (EXPENSE)**

For the three and nine months ended September 30, 2022 and 2021 other income (expense) was comprised of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
Fair value adjustments on equity investments	\$ 247	\$ (4,075)	\$ (17,368)	\$ 14,604
Fair value adjustments on equity method investments	—	—	14,119	—
Loss on extinguishment of debt	—	—	—	(9,882)
Fair value adjustments on warrants issued	(1,896)	13,462	19,876	5,451
Earnings (loss) from equity method investments	(441)	(316)	(2,382)	1,330
Other	5	(946)	688	(1,698)
<b>Total Other Income (Expense)</b>	<b>\$ (2,085)</b>	<b>\$ 8,125</b>	<b>\$ 14,933</b>	<b>\$ 9,805</b>

**13. COMMITMENTS AND CONTINGENCIES**

The Company is subject to lawsuits, investigations and other claims related to employment, commercial and other matters that arise out of operations in the normal course of business. Periodically, the Company reviews the status of each significant matter and assesses the potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable, and the amount can be reliably estimated, such amount is recognized in other liabilities.

Contingent liabilities are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material. The Company performs evaluations to identify contingent liabilities for contracts. Contingent consideration is measured upon acquisition and is estimated using probability weighting of potential payouts. Subsequent changes in the estimated contingent consideration from the final purchase price allocation are recognized in the Company's unaudited interim condensed consolidated statement of operations.

**(a) 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, sanctions, restrictions on its operations, or losses of permits that could result in the Company ceasing operations in that specific state or local jurisdiction. The Company may be subject to regulatory fines, penalties, or restrictions in the future as cannabis and other regulations continue to evolve and are subject to differing interpretations.

**(b) Claims and Litigation**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. At September 30, 2022 and December 31, 2021, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's consolidated operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

**(c) Construction Commitments**

As of September 30, 2022, the Company held approximately \$102,500 thousand of open construction commitments to contractors on work being performed.



**Green Thumb Industries Inc.**  
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**14. FAIR VALUE MEASUREMENTS**

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

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

*Level 1* – Unadjusted quoted prices in active markets for identical assets or liabilities;

*Level 2* – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

*Level 3* – Inputs for the asset or liability that are not based on observable market data.

**(a) Financial Instruments**

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, investments, accounts payable and accrued liabilities, notes payable, warrant liability, and contingent consideration payable.

For the Company's long-term notes payable (which consist of charitable contributions, private placement debt and mortgage notes), for which there were no quoted market prices or active trading markets, it was not practicable to estimate the fair value of these financial instruments. The carrying amount of notes payable at September 30, 2022 and December 31, 2021 was \$255,531 thousand and \$239,934 thousand, respectively, which includes \$1,027 thousand and \$783 thousand, respectively, of short-term debt due within one year.

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The fair values of the Company's financial instruments associated with each of the three levels of the hierarchy are:

	<b>As of September 30, 2022</b>			
	<b>(in thousands)</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Cash and Cash Equivalents	\$ 147,258	\$ —	\$ —	147,258
Investments	26,235	—	53,746	79,981
Contingent Consideration Payable	—	—	(41,950)	(41,950)
Warrant Liability	—	—	(5,001)	(5,001)
	<b>\$ 173,493</b>	<b>\$ —</b>	<b>\$ 6,795</b>	<b>\$ 180,288</b>

**Green Thumb Industries Inc.**  
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**14. FAIR VALUE MEASUREMENTS** *(Continued)*

**(a) Financial Instruments** *(Continued)*

	As of December 31, 2021			
	(in thousands)			
	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ 230,420	\$ —	\$ —	\$ 230,420
Investments	44,117	—	50,785	94,902
Contingent Consideration Payable	—	—	(83,865)	(83,865)
Warrant Liability	—	—	(24,877)	(24,877)
	<u>\$ 274,537</u>	<u>\$ —</u>	<u>\$(57,957)</u>	<u>\$ 216,580</u>

**(b) Remeasurement of Contingent Consideration Arrangements**

The Company remeasured its contingent consideration arrangements associated with its 2021 acquisitions of Mobley Pain Management and Wellness Center LLC and Canwell Processing LLC (collectively “Summit”) and GreenStar Herbals Inc. (“GreenStar”) using Monte Carlo simulation models. During the three and nine months ended September 30, 2022, the remeasurement resulted in a net (loss)/gain of \$(191) thousand and \$34,289 thousand, respectively. The change in the fair value of the contingent consideration was driven by a change in management's estimates and projections of the acquired entities' ability to achieve the performance targets as agreed to in the 2021 acquisition agreements along with the change in fair value of the shares to be issued.

The amount was recorded, net, within selling, general, and administrative expenses on the unaudited interim condensed consolidated statement of operations. Significant assumptions used in the Company's September 30, 2022 remeasurement include Green Thumb's stock price as of September 30, 2022 and projected earnings metrics and revenue targets as of such period then ended.

**Green Thumb Industries Inc.**  
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**15. VARIABLE INTEREST ENTITIES**

The following table presents the summarized financial information about the Company’s consolidated variable interest entities (“VIEs”) which are included in the unaudited interim condensed consolidated balance sheet as of September 30, 2022 and the consolidated balance sheet as of December 31, 2021. All of these entities were determined to be VIEs as the Company possesses the power to direct activities through management services agreements (“MSAs”):

	September 30, 2022		December 31, 2021	
	ILDISP, LLC	Other Non-material VIEs	ILDISP, LLC	Other Non-material VIEs
	(in thousands)		(in thousands)	
Current assets	\$ —	\$ 648	\$ 4,118	\$ 1,033
Non-current assets	—	1,974	3,290	1,761
Current liabilities	—	419	10,719	854
Non-current liabilities	—	622	413	696
Noncontrolling interests	—	279	(1,862)	224
Equity attributable to Green Thumb Industries Inc.	—	1,302	(1,862)	1,020

On March 1, 2022, the Company acquired the remaining 50% minority interest in ILDISP, for \$11,857 thousand in cash and the issuance of 128,218 shares of Green Thumb, which had a fair value of \$2,379 thousand. As a result, the remaining equity associated with the noncontrolling interest was closed to accumulated surplus (deficit) of Green Thumb as of March 1, 2022. See Note 4 - Acquisitions for additional details.

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**15. VARIABLE INTEREST ENTITIES** *(Continued)*

The following tables present the summarized financial information about the Company's VIEs which are included in the unaudited interim condensed consolidated statements of operations for the three and nine months ended September 30, 2022 and 2021:

	<b>Three Months Ended</b>			
	<b>September 30, 2022</b>		<b>September 30, 2021</b>	
	<b>ILDISP, LLC</b>	<b>Other Non-material VIEs</b>	<b>ILDISP, LLC</b>	<b>Other Non-material VIEs</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
Revenues, Net of Discounts	\$ —	\$ 2,306	\$ 6,331	\$ 3,981
Net income attributable to noncontrolling interests	—	319	1,017	359
Net income attributable to Green Thumb Industries Inc.	—	269	1,017	713
<b>Net income</b>	<b>\$ —</b>	<b>\$ 588</b>	<b>\$ 2,034</b>	<b>\$ 1,072</b>

  

	<b>Nine Months Ended</b>			
	<b>September 30, 2022</b>		<b>September 30, 2021</b>	
	<b>ILDISP, LLC</b>	<b>Other Non-material VIEs</b>	<b>ILDISP, LLC</b>	<b>Other Non-material VIEs</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
Revenues, Net of Discounts	\$ 3,543	\$ 6,805	\$ 18,275	\$ 11,115
Net income attributable to noncontrolling interests	462	898	2,658	1,027
Net income attributable to Green Thumb Industries Inc.	462	761	2,658	1,602
<b>Net income</b>	<b>\$ 924</b>	<b>\$ 1,659</b>	<b>\$ 5,316</b>	<b>\$ 2,629</b>

As of September 30, 2022 and December 31, 2021, the VIE included in the Other Non-material VIEs is Bluepoint Wellness of Westport, LLC. As of September 30, 2021, VIEs included in the Other Non-material VIEs are Bluepoint Wellness of Westport, LLC and Meshow, LLC.

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**16. SEGMENT REPORTING**

The Company operates in two segments: the cultivation, production and sale of cannabis products to Retail stores (“Consumer Packaged Goods”) and retailing of cannabis to patients and consumers (“Retail”). The Company does not allocate operating expenses to these segments, nor does it allocate specific assets. Additionally, the Chief Operating Decision Maker does not review total assets or net income (loss) by segments; therefore, such information is not presented below.

The below table presents segment information for the three and nine months ended September 30, 2022 and 2021:

	<b>Three Months Ended September</b>		<b>Nine Months Ended September 30,</b>	
	<b>30,</b>			
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
<i>Revenues, Net of Discounts</i>				
Retail	\$ 199,632	\$ 161,016	\$ 564,951	\$ 441,241
Consumer Packaged Goods	127,676	121,074	368,692	343,014
Intersegment Eliminations	(66,114)	(48,413)	(175,538)	(134,276)
<b>Total Revenues, Net of Discounts</b>	<b>\$ 261,194</b>	<b>\$ 233,677</b>	<b>\$ 758,105</b>	<b>\$ 649,979</b>
<i>Depreciation and Amortization</i>				
Retail	\$ 9,921	\$ 8,041	\$ 29,881	\$ 21,693
Consumer Packaged Goods	14,597	9,132	41,825	25,546
Intersegment Eliminations	—	—	—	—
<b>Total Depreciation and Amortization</b>	<b>\$ 24,518</b>	<b>\$ 17,173</b>	<b>\$ 71,706</b>	<b>\$ 47,239</b>
<i>Income Taxes</i>				
Retail	\$ 18,589	\$ 21,302	\$ 58,460	\$ 55,251
Consumer Packaged Goods	14,380	16,018	43,980	42,952
Intersegment Eliminations	—	—	—	—
<b>Total Income Taxes</b>	<b>\$ 32,969</b>	<b>\$ 37,320</b>	<b>\$ 102,440</b>	<b>\$ 98,203</b>

Goodwill assigned to the Consumer Packaged Goods segment as of September 30, 2022 and December 31, 2021 was \$358,280 thousand and \$358,038 thousand, respectively. Intangible assets, net, assigned to the Consumer Packaged Goods segment as of September 30, 2022 and December 31, 2021 was \$297,160 thousand and \$317,454 thousand, respectively.

Goodwill assigned to the Retail segment as of September 30, 2022 and December 31, 2021 was \$286,305 thousand and \$274,811 thousand, respectively. Intangible assets, net, assigned to the Retail segment as of September 30, 2022 and December 31, 2021 was \$343,828 thousand and \$358,037 thousand, respectively.

The Company’s assets are aggregated into two reportable segments (Retail and Consumer Packaged Goods). For the purposes of testing goodwill, Green Thumb has identified 30 reporting units. The Company determined its reporting units by first reviewing the operating segments based on the geographic areas in which Green Thumb conducts business (or each market). The markets were then further divided into reporting units based on the market operations (Retail and Consumer Packaged Goods) which were primarily determined based on the licenses each market holds. All revenues are derived from sales occurring in the United States and all assets are located in the United States.