

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Jushi Holdings Inc. (the “**Issuer**”)  
1800 NW Corporate Blvd., Suite 200  
Boca Raton, Florida 33431

Subordinate voting shares of the Issuer (“**Subordinate Voting Shares**”), 10% Senior Secured Notes of the Issuer due 2023 (non-convertible) (“**Notes**”), and warrants to acquire Subordinate Voting Shares of the Issuer (“**Warrants**”).

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

See 2.2 below.

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

James Cacioppo, Serpentine Capital Management II LLC (“**Serpentine**”), One East Partners, LP (“**One East**”), OEP Opportunities, LP (“**OEP**”) and JAC Serpentine, LLC (“**JAC Serpentine**”), and collectively, with James Cacioppo, Serpentine, One East and OEP, the “**Acquirors**”  
225 NE Mizner Blvd., Suite 720  
Boca Raton, Florida  
33432

Each of Serpentine, One East and OEP are entities controlled by James Cacioppo.

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The Acquirors acquired the following securities from the Issuer on the dates specified (collectively, the “**Specified Securities**”):

DATE OF ACQUISITION	ACQUIROR	SECURITY	NUMBER
1/3/2020	Serpentine	Notes	US\$5,000,000 (the “ <b>January Notes</b> ”)
1/3/2020	Serpentine	Warrants	3,000,000 <sup>(1)</sup>
1/20/2020	One East	Notes	US\$2,500,000 (the “ <b>January Notes 2</b> ”)
1/27/2020	OEP	Notes	US\$2,500,000 (the “ <b>January Notes 3</b> ”)
6/8/2020	James Cacioppo	Subordinate Voting Shares	133,197 <sup>(2)</sup>
7/10/2020	JAC Serpentine	Notes	US\$1,500,000 (the “ <b>July Notes</b> ”)
7/10/2020	JAC Serpentine	Warrants	900,000 <sup>(3)</sup>
7/11/2020	One East	Warrants	1,500,000 <sup>(4)</sup>
7/11/2020	OEP	Warrants	1,500,000 <sup>(5)</sup>

**Notes:**

- (1) Acquired for no additional consideration in connection with the Acquirors' acquisition of the January Notes.
- (2) Acquired for no additional consideration in connection with the Acquirors' participation in the Issuer's equity incentive plan.
- (3) Acquired for no additional consideration in connection with the Acquirors' acquisition of the July Notes.
- (4) Acquired for no additional consideration in connection with the Acquirors' acquisition of the January Notes 2.
- (5) Acquired for no additional consideration in connection with the Acquirors' acquisition of the January Notes 3.

The Specified Securities represent in the aggregate, on an as converted basis, 5.74% of the Subordinate Voting Shares issued and outstanding, calculated on a non-diluted basis.

- 2.3 State the names of any joint actors.

James Cacioppo and Serpentine

James Cacioppo and One East

James Cacioppo and OEP

James Cacioppo and JAC Serpentine

**Item 3 – Interest in Securities of the Reporting Issuer**

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Following the acquisition of the Specified Securities, the Acquirors, together with their joint actors, have beneficial ownership, or control or direction over the following securities of the Issuer (collectively, the "**Securities**"):

<b>SECURITY</b>	<b>NUMBER<sup>(1)</sup></b>
10% Notes (non-convertible)	US\$11,500,000
Class A Super Voting Shares (" <b>Super Voting Shares</b> ")	114,000
Subordinate Voting Shares	1,789,289
Warrants to acquire Super Voting Shares	127,750
Warrants to acquire Subordinate Voting Shares	7,549,815
Options to acquire Subordinate Voting Shares	2,385,000

**Notes:**

- (1) The Securities represent approximately 29.29% of all of the issued and outstanding Subordinate Voting Shares, calculated in accordance with National Instrument 62-104 *Take-Over Bids and Insider Bids*.

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See 2.2 above.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See 3.1 above.

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement. State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

#### **Item 4 – Consideration Paid**

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

See 2.2 above.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See 2.2 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

#### **Item 5 – Purpose of the Transaction**

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Specified Securities were acquired by the Acquirors for investment purposes only. The Acquirors' view of the Issuer and investment therein may change from time to time depending on market and other conditions, or as future circumstances may dictate from time to time. From time to time the Acquirors may increase or dispose of some or all of their ownership in the Issuer (subject to contractual lock-up arrangements) or may continue to hold their current position.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

#### **Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

See 3.1 above.

### **Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

### **Item 9 – Certification**

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

### **Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

July 13, 2020 \_\_\_\_\_  
Date

*(Signed) "Jim Cacioppo"* \_\_\_\_\_  
Signature

James Cacioppo, CEO and Chairman \_\_\_\_\_  
Name/Title