

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1**                      **Name and Address of Company**

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

**Item 2**                      **Date of Material Change**

October 23, 2020

**Item 3**                      **News Release**

A press release was issued on October 23, 2020 through newswire.ca and is attached as Schedule “A”.

**Item 4**                      **Summary of Material Change**

The Company announced the closing of an underwritten overnight marketed offering (the “**Offering**”) of an aggregate of 11,500,000 subordinate voting shares (the “**Offered Securities**”) at a price of C\$3.55 per Offered Security for total gross proceeds of approximately C\$40,825,000, including the full exercise of the over-allotment option granted to the underwriters.

**Item 5**                      **Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced the closing of the Offering of 11,500,000 Offered Securities at a price of C\$3.55 per Offered Security for total gross proceeds of C\$40,825,000, including the full exercise of the over-allotment option granted to the underwriters.

Canaccord Genuity Corp. acted as the sole bookrunner to a syndicate of underwriters for the Offering, including Beacon Securities Limited, Eight Capital and PI Financial Corp.

The Company intends to use the net proceeds of the Offering for opportunistic acquisitions and for general corporate purposes.

The Offered Securities were offered in each of the Provinces of Canada, other than Québec, pursuant to a prospectus supplement to the Company's base shelf prospectus dated October 9, 2020 (the “**Prospectus**”) and in the United States on a

private placement basis to "qualified institutional buyers" pursuant to an exemption from the registration requirements of the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**"). The subordinate voting shares have not been and nor will they be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Offered Securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Copies of the Prospectus may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) and from Canaccord Genuity Corp., 161 Bay Street, Suite 3000, Toronto, ON M5J 2S1. The Prospectus contains important detailed information about the Company and the Offering. Prospective investors should read the Prospectus and the other documents the Company has filed on SEDAR at [www.sedar.com](http://www.sedar.com) before making an investment decision.

## **5.2 Disclosure for Restructuring Transactions**

N/A

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Jon Barack, Co-President and Corporate Secretary  
(561) 210-4648

**Item 9 Date of Report**

October 23, 2020

**Schedule "A"**

(See attached)

# Jushi Holdings Inc. Announces Closing of Offering of Subordinate Voting Shares

---

NEWS PROVIDED BY  
**Jushi Holdings Inc.** →  
Oct 23, 2020, 08:44 ET

---

*/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES/*

BOCA RATON, Fla., Oct. 23, 2020 /CNW/ - Jushi Holdings Inc. ("Jushi" or the "Company") (CSE: JUSH) (OTCMKTS: JUSHF), a globally-focused, multi-state cannabis and hemp operator, announces today the closing of its previously announced overnight marketed offering (the "Offering") of an aggregate of 11,500,000 subordinate voting shares (the "Offered Securities") at a price of C\$3.55 per share for total gross proceeds of approximately C\$40,825,000, which includes the full exercise of the over-allotment option granted to the Underwriters (as defined below).

The Offered Securities were offered in each of the Provinces of Canada, other than Québec pursuant to a prospectus supplement to the Company's base shelf prospectus dated October 9, 2020 (the "Prospectus") and in the United States on

a private placement basis to "qualified institutional buyers" pursuant to an exemption from the registration requirements of the *United States Securities Act of 1933, as amended* (the "U.S. Securities Act").

The Company intends to use the net proceeds of the Offering for opportunistic acquisitions and for general corporate purposes.

Canaccord Genuity acted as the sole bookrunner to a syndicate of underwriters for the Offering, including Beacon Securities Limited, Eight Capital and PI Financial Corp. (collectively, the "Underwriters").

"This oversubscribed offering signifies the confidence that our investors have in our ability to prudently deploy capital to accelerate our revenue and profitability," said Jim Cacioppo, Chief Executive Officer, Chairman and Founder of Jushi. "I'd like to thank our shareholders for their continued support and look forward to updating the market as we continue to evaluate and pursue complementary M&A opportunities in both existing and new markets."

Copies of the Prospectus may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) and from Canaccord Genuity Corp., 161 Bay Street, Suite 3000, Toronto, ON M5J 2S1. The Prospectus contains important detailed information about the Company and the Offering. Prospective investors should read the Prospectus and the other documents the Company has filed on SEDAR at [www.sedar.com](http://www.sedar.com) before making an investment decision.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The subordinate voting shares have not been and nor will they be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Offered Securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state

securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **About Jushi Holdings Inc.**

We are a globally focused cannabis and hemp company led by an industry leading management team. In the United States Jushi is focused on building a multi-state portfolio of branded cannabis and hemp-derived assets through opportunistic acquisitions, distressed workouts, and competitive applications. Jushi strives to maximize shareholder value while delivering high quality products across all levels of the cannabis and hemp ecosystem. For more information please visit [www.jushico.com](http://www.jushico.com) or our social media channels, Instagram, Facebook, Twitter, and LinkedIn.

### **Forward-Looking Information and Statements**

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current conditions but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, involve estimates, projections, plans, goals, forecasts and assumptions that may prove to be inaccurate. As a result, actual results could differ materially from those expressed by such forward-looking statements and such statements should not

be relied upon. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans," "expects" or "does not expect," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases or may contain statements that certain actions, events or results "may," "could," "would," "might" or "will be taken," "will continue," "will occur" or "will be achieved".

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has certain expectations and has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the actual use of the net proceeds of the Offering, risks identified in the Company's reports and filings with the applicable Canadian securities regulators, including, without limitation, all risks included in and incorporated by reference in the Prospectus, the ability of Jushi to successfully achieve business objectives, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; and compliance with extensive government regulation, as well as other risks and uncertainties which are more fully described in the Company's Management, Discussion and Analysis for the three months ended June 30, 2020, and other filings with securities and regulatory authorities which are available at [www.sedar.com](http://www.sedar.com). Should one or more of these risks, uncertainties or other factors materialize, or should assumptions

underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

SOURCE Jushi Holdings Inc.

For further information: Investor Relations Contact: Michael Perlman, Executive Vice President of Investor Relations and Treasury, 561-453-1308, [Investors@jushico.com](mailto:Investors@jushico.com); Media Contact: Ellen Mellody, MATTIO Communications, 570-209-2947, [Ellen@Mattio.com](mailto:Ellen@Mattio.com)

