JUSHI HOLDINGS INC.

CONDENSED UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020 and 2019

(Unaudited)

JUSHI HOLDINGS INC.
CONDENSED UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in thousands of U.S. dollars)

	Note	September 30, 2020 (Unaudited)	December 31, 2019
ASSETS			
CURRENT ASSETS:			
Cash		$ 35,767	$ 38,936
Investments in securities	4	7,431	12,267
Other short-term financial assets	4	-	5,646
Accounts receivable		1,052	395
Prepaid expenses		4,552	2,565
Inventory	5	7,092	1,958
Biological assets	5	3,640	271
Deferred acquisition costs	6	-	2,320
Other current assets		3,046	188
Total current assets		$ 62,580	$ 64,546
NON-CURRENT ASSETS:			
Purchase option	8,20	$ 2,670	$ -
Property, plant and equipment	7	68,015	22,592
Other long-term assets		1,580	1,181
Other intangible assets, net	9	140,327	93,686
Goodwill	9	28,055	28,055
Total long-term assets		$ 240,647	$ 145,514
Total assets		$ 303,227	$ 210,060
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Accounts payable		$ 3,618	$ 1,182
Accrued expenses and other current liabilities	10	21,678	7,691
Short-term promissory notes payable	12	11,876	15,635
Short-term lease obligations	11	4,034	969
Short-term redemption liability	8	-	8,440
Total current liabilities		$ 41,206	$ 33,917
LONG-TERM LIABILITIES:			
Other liabilities	7	$ 2,842	$ 2
Long-term promissory notes payable	12	2,696	9,988
Senior notes	13	46,514	10,736
Derivative warrants liability	13	77,919	5,529
Long-term lease obligations	11	34,705	5,529
Deferred tax liabilities	16	25,709	20,334
Total liabilities		$ 231,591	$ 86,035
COMMITMENTS AND CONTINGENCIES	18		
EQUITY:			
Share capital and share reserves	14,15	$ 162,292	$ 163,032
Accumulated deficit		(102,588)	(48,667)
Total Jushi shareholders' equity		$ 59,704	$ 114,365
Non-controlling interests	17	11,932	9,660
Total equity		$ 71,636	$ 124,025
Total liabilities and equity		$ 303,227	$ 210,060

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

JUSHI HOLDINGS INC.
CONDENSED UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME
(in thousands of U.S. dollars, except share and per share amounts)

	Note	Three Months Ended September 30, 2020 (unaudited)	Three Months Ended September 30, 2019 (unaudited)	Nine Months Ended September 30, 2020 (unaudited)	Nine Months Ended September 30, 2019 (unaudited)
REVENUE, NET	2	$ 24,913	$ 3,588	$ 48,478	$ 4,195
COST OF GOODS SOLD	5	(13,888)	(2,066)	(25,930)	(2,078)
GROSS PROFIT BEFORE FAIR VALUE CHANGES		$ 11,025	$ 1,522	$ 22,548	$ 2,117
Realized fair value changes included in inventory sold		(761)	-	(921)	-
Unrealized fair value changes included in biological assets	5	1,986	26	2,254	26
GROSS PROFIT		$ 12,250	$ 1,548	$ 23,881	$ 2,143
OPERATING EXPENSES:					
General and administrative expenses	19	$ 4,295	$ 3,608	$ 11,796	$ 9,891
Salaries, wages and employee related expenses		4,964	4,040	15,045	9,688
Share-based compensation expense	14,15	1,274	1,821	3,804	3,752
Acquisition and deal costs	8	88	30	732	2,510
Depreciation and amortization expense	7,9	1,310	787	3,390	1,200
Total operating expenses		$ 11,931	$ 10,286	$ 34,767	$ 27,041
INCOME (LOSS) FROM OPERATIONS BEFORE OTHER (EXPENSE) INCOME		$ 319	$ (8,738)	$ (10,886)	$ (24,898)
OTHER (EXPENSE) INCOME:					
Interest income		$ 69	$ 114	$ 184	$ 217
Fair value changes in derivative warrants	13	(36,888)	-	(38,049)	-
Interest expense and finance charges	11,12,13	(6,791)	(1,039)	(13,178)	(1,244)
Net gains on business combinations	8	15,313	-	17,515	-
Gains (losses) on investments and financial assets	4	1,654	9,222	(4,225)	9,222
Listing expense		-	-	-	(1,360)
Other (expense) income	7,9,13,19	(1,826)	4,986	(2,350)	4,810
Total other (expense) income, net		$ (28,469)	$ 13,283	$ (40,103)	$ 11,645
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME BEFORE TAX		$ (28,150)	$ 4,545	$ (50,989)	$ (13,253)
Income tax expense	16	(1,849)	(389)	(4,214)	(389)
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME		$ (29,999)	$ 4,156	$ (55,203)	$ (13,642)
Net loss attributable to non-controlling interests	17	(573)	(71)	(1,282)	(71)
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO JUSHI SHAREHOLDERS		$ (29,426)	$ 4,227	$ (53,921)	$ (13,571)
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME PER SHARE ATTRIBUTABLE TO JUSHI SHAREHOLDERS - BASIC	3	$ (0.31)	$ 0.05	$ (0.58)	$ (0.18)
Weighted average shares outstanding - basic	3	93,572,969	93,238,354	93,060,539	75,598,787
NET (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME PER SHARE ATTRIBUTABLE TO JUSHI SHAREHOLDERS - DILUTED		$ (0.31)	$ 0.04	$ (0.58)	$ (0.18)
Weighted average shares outstanding - diluted	3	93,572,969	110,039,102	93,060,539	75,598,787

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

JUSHI HOLDINGS INC.
CONDENSED UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in thousands of U.S. dollars, except share amounts)

	Number of Shares			Share Reserves								
	Super Voting Shares	Multiple Voting Shares	Subordinate Voting Shares	Stock Options	Warrants	Restricted Shares	Share Capital	Other Share Capital	Accumulated Deficit	Total Jushi Shareholders' Equity	Non-Controlling Interests	Total Equity
Balances - December 31, 2019	149,000	4,000,000	91,842,638	$ 1,927	$ 12,392	$ 1,104	$ 147,609	$ -	$ (48,667)	$ 114,365	$ 9,660	$ 124,025
TGS Transaction	-	-	(4,800,000)	-	(117)	-	(7,008)	-	-	(7,125)	4,661	(2,464)
Purchase of non-controlling interests	-	-	633,433	-	-	-	811	-	-	811	(4,661)	(3,850)
Non-controlling interests - Jushi Europe	-	-	-	-	-	-	-	-	-	-	2,000	2,000
Acquisition of Agape	-	-	769,231	-	-	-	1,000	-	-	1,000	1,560	2,560
Restricted stock grants and vesting, net of forfeitures	-	-	4,286,949	-	-	1,049	1,127	-	-	2,176	-	2,176
Warrant expense, net of cancellations	-	-	-	-	452	-	-	-	-	452	-	452
Stock option expense, net of forfeitures	-	-	-	1,350	-	-	-	-	-	1,350	-	1,350
Warrant exercises	-	-	404,851	-	(81)	-	677	-	-	596	-	596
Transactions with non-controlling interests	-	-	-	-	-	-	-	-	-	-	(6)	(6)
Net loss	-	-	-	-	-	-	-	-	(53,921)	(53,921)	(1,282)	(55,203)
Balances - September 30, 2020	149,000	4,000,000	93,137,102	$ 3,277	$ 12,646	$ 2,153	$ 144,216	$ -	$ (102,588)	$ 59,704	$ 11,932	$ 71,636

	Number of Shares			Share Reserves								
	Super Voting Shares	Multiple Voting Shares	Subordinate Voting Shares	Stock Options	Warrants	Restricted Shares	Share Capital	Other Share Capital	Accumulated Deficit	Total Jushi Shareholders' Equity	Non-Controlling Interests	Total Equity
Balances - December 31, 2018	149,000	4,000,000	44,094,281	$ 452	$ 9,504	$ 31	$ 49,585	$ -	$ (18,056)	$ 41,516	$ -	$ 41,516
Issuance of shares and warrants for cash	-	-	8,080,000	-	395	-	15,705	-	-	16,100	-	16,100
Subscriptions receipts	-	-	-	-	-	-	-	68,200	-	68,200	-	68,200
Shares and warrants issued on conversion of su	-	-	24,800,098		1,029	-	67,171	(68,200)		-	-	-
Shares and warrants issuance - RTO	-	-	413,266		225	-	1,136	-	-	1,361	-	1,361
Capital raising costs	-	-	-	-	-	-	(4,782)	-	-	(4,782)	-	(4,782)
Restricted stock grants	-	-	4,800,015	-	-	1,288	-	-	-	1,288	-	1,288
Warrant expense	-	-	-	-	648	-	-	-	-	648	-	648
Stock option expense	-	-	-	1,816	-	-	-	-	-	1,816	-	1,816
Shares issued upon exercise of stock options	-	-	1,444,371	(635)	-	-	877	-	-	242	-	242
Shares issued upon exercise of warrants	-	-	91,832	-	(67)	-	395	-	-	328	-	328
Issuance of shares for acquisition	-	-	7,735,442	-	407	-	15,820	-	-	16,227	-	16,227
Transactions with non-controlling interests	-	-	-	-	-	-	-	-	-	-	9,811	9,811
Net loss	-	-	-	-	-	-	-	-	(13,571)	(13,571)	(71)	(13,642)
Balances - September 30, 2019	149,000	4,000,000	91,459,305	$ 1,633	$ 12,141	$ 1,319	$ 145,907	$ -	$ (31,627)	$ 129,373	$ 9,740	$ 139,113

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

JUSHI HOLDINGS INC.
CONDENSED UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands of U.S. dollars)

	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (55,203)	$ (13,642)
Adjustments to reconcile net loss to net cash used in operating activities:		-
Depreciation and amortization, including amounts in costs of goods sold	3,508	1,200
Share-based payments	3,804	3,752
Fair value changes in derivative warrants	38,049	-
Net gains on business combinations	(17,515)	-
Losses (gains) on investments and financial assets	4,225	(9,252)
Finance charge on lease liabilities and financing obligations	2,006	299
Other non-cash interest expense	5,278	318
Deferred income taxes	(4,331)	-
Fair value changes on sale of inventory and on biological assets	(1,333)	(26)
Non-cash listing expense	-	1,361
Non-cash other expense, net	2,634	172
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	$ (251)	$ 128
Prepaid expenses and other current assets	(4,014)	(6,920)
Inventory and biological assets	(1,236)	(1,759)
Other long-term assets	(165)	(646)
Accounts payable, accrued expenses and other current liabilities	12,051	3,294
Other long-term liabilities	-	(380)
Net cash flows used in operating activities	$ (12,493)	$ (22,101)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for acquisitions, net of cash acquired	$ (27,458)	$ (46,967)
Payments for deferred acquisition costs	-	(4,270)
Purchases of property, plant and equipment	(12,417)	(6,949)
Sales and redemptions of investments in securities	12,157	-
Payments for investments in securities	(10,000)	
Proceeds from (investment in) financial asset	5,193	(100)
Net cash flows used in investing activities	$ (32,525)	$ (58,286)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of shares for cash, net	$ -	$ 79,519
Proceeds from exercise of warrants	596	569
Proceeds from issuance of 10% Senior Notes and derivative warrants, net of financing costs	51,868	-
Principal and financing costs on promissory notes payable	(13,726)	(10,602)
Payments on lease obligations	(1,876)	(433)
Proceeds from financing obligation, net of payments	3,017	-
Contributions from non-controlling interests, net	1,994	-
Net cash flows provided by financing activities	$ 41,873	$ 69,053
Effect of currency translation on cash	(24)	-
NET CHANGE IN CASH	$ (3,169)	$ (11,334)
CASH, BEGINNING OF PERIOD	38,936	38,114
CASH, END OF PERIOD	$ 35,767	$ 26,780
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 6,065	$ 625
Cash paid for income taxes	$ 468	$ -
		-
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Accrued capital expenditures	$ 4,190	$ 278
Right of use assets from lease liabilities upon adoption of IFRS 16	$ -	$ 614
Right of use assets from lease liabilities (excluding from acquisitions)	$ 9,864	$ 3,152
Right of use assets from lease liabilities from acquisitions	$ 12,053	$ -
Fair value of note obligations incurred from acquisitions	$ 16,213	$ 36,278

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Jushi Holdings Inc. (the "Company" or "Jushi"), which is incorporated under the British Columbia's Business Corporations Act ("BCBCA"), is a globally focused, multi-state cannabis and hemp operator engaged in retail, distribution, cultivation, and/or processing operations in both medical and adult-use markets. The Company and its management team are focused on building a diverse portfolio of assets through opportunistic investments and pursuing application opportunities in attractive limited license jurisdictions. The Company has targeted assets in highly populated, limited licensed medical markets with a trajectory toward adult-use legalization, such as Pennsylvania, Virginia, and Ohio, and limited license, fast-growing, large adult-use markets, such as Illinois, California, and Nevada.

As of September 30, 2020 Jushi, through its subsidiaries, owns or manages cannabis operations and/or holds licenses in the adult use and/or medicinal cannabis marketplace in Illinois, Pennsylvania, Virginia, Nevada, California and Ohio with ongoing expansion and build-out plans in these jurisdictions. Jushi also has plans to expand into Europe.

The Company was formerly known as Tanzania Minerals Corp. ("Tanzania"). In June 2019, Jushi Inc, completed a reverse takeover ("RTO") of Tanzania. The RTO was structured as a series of transactions, including a Canadian three-cornered amalgamation. Prior to the RTO, Jushi Acquisition Corp., a special purpose corporation, completed a private placement. Following the RTO, the Company's subordinate voting shares ("SVS") were listed on the NEO Exchange Inc. ("NEO") under the symbol JUSH-B. The Company's SVS were listed on the NEO until Friday, December 6, 2019. On December 9, 2019, the Company listed on the Canadian Securities Exchange (the "CSE") and began trading under the ticker symbol "JUSH". The Company's SVS are also traded on the OTCQB under the symbol JUSHF.

The Company's registered office is Suite 1700, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed unaudited interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC") in effect for the nine months ended September 30, 2020.

These condensed unaudited interim consolidated financial statements for the three and nine months ended September 30, 2020, have been prepared in accordance with IAS 34 *Interim Financial Reporting*. These condensed unaudited interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements as of December 31, 2019, which were filed on May 7, 2020 on SEDAR. These condensed unaudited interim consolidated financial statements were approved by the Board of Directors on November 23, 2020.

Basis of Measurement

These condensed unaudited interim consolidated financial statements have been prepared in U.S. dollars on the going concern basis, under the historical cost convention, except for biological assets and certain financial instruments, which are measured at fair value less costs to sell, and fair value, respectively.

The Company's business activities, and the business activities of its subsidiaries, which operate in jurisdictions where the use of marijuana has been legalized under state and local laws, currently are illegal under U.S. federal law. The U.S. Controlled Substances Act classifies marijuana as a Schedule I controlled substance. Any proceeding that may be brought against the Company could have a material adverse effect on the Company's business plans, financial condition and results of operations.

Functional Currency

The Company and its affiliates' functional currency, as determined by management, is the United States ("U.S.") dollar. These condensed unaudited interim consolidated financial statements are presented in U.S. dollars. Transactions in foreign currencies are recorded at a rate of exchange approximating the prevailing rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated into the functional currency at the foreign exchange rate in effect at that date. Realized and unrealized exchange gains and losses are recognized through profit and loss.

Reclassifications

Where necessary, certain prior period data has been reclassified to conform to current period presentation. Share reserves for warrants issued with shares are separately presented within the condensed unaudited interim consolidated statements of equity in the current period, whereas in the comparative prior period these amounts were presented within share capital. Certain training and recruiting expenses totaling $0.2 million for the nine months ended September 30, 2019, are presented within salaries, wages and employee related expenses in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income in the current period, whereas in the comparative prior period these amounts were presented within general and administrative expenses. Certain other insignificant expenses are presented within general and administrative expenses in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income in the current period, whereas in the comparative prior period these amounts were offset within interest income. These reclassifications did not have an effect on net (loss) income, (loss) income per share or cash flows for the periods presented.

Basis of Consolidation

These condensed unaudited interim consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries and entities over which the Company has control as defined in IFRS 10 *Consolidated Financial Statements*. Subsidiaries over which the Company has control are fully consolidated from the date control commences until the date control ceases. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, potential voting rights that are currently exercisable are taken into account. All intercompany balances and transactions are eliminated on consolidation.

The following are the Company's subsidiaries and consolidated entities that are included in these condensed unaudited interim consolidated financial statements as of September 30, 2020:

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

NAME [(1)(2)(3)]	STATE OR COUNTRY OF INCORPORATION	OWNERSHIP PERCENTAGE
Jushi Inc	Delaware	100%
Bear Flag Assets, LLC *and its wholly owned Subsidiaries, including GSG SBCA, Inc* [(4)]	California	100%
Beyond Hello IL Holdings, LLC *(formerly known as TGS Illinois Holdings, LLC)* [(4)]	Illinois	100%
Jushi IP, LLC	Delaware	100%
JREH, LLC *and its wholly owned Subsidiaries*	Delaware	100%
Sound Wellness Holdings, Inc. *and its wholly owned Subsidiaries*	Delaware	100%
Mend Products, LLC	Delaware	100%
JMGT, LLC	Florida	100%
Production Excellence, LLC	Nevada	100%
Jushi Ampal NJ, LLC	New Jersey	75%
Jushi OH, LLC	Ohio	100%
Franklin Bioscience - Penn LLC *and its wholly owned Subsidiaries*	Pennsylvania	100%
Jushi VA, LLC	Virginia	100%
Dalitso, LLC [(5)]	Virginia	61.765%
Jushi Europe SA	Switzerland	51%
Agape Total Health Care Inc. [(4)]	Pennsylvania	80%
PASPV Holdings, LLC *and its wholly owned Subsidiary,* Pennsylvania Medical Solutions LLC [(4)]	Pennsylvania	100%

(1) The Company consolidates an Ohio Provisional License Holder, of which it has a 0% ownership percentage, since the Company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity through a Management Services Agreement ("MSA").
(2) The Company consolidates Franklin Bioscience NV, LLC, of which it currently has a 0% ownership percentage, since the Company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity through a MSA.
(3) Certain subsidiaries have been omitted since in aggregate they do not represent a significant subsidiary.
(4) These subsidiaries were added during the nine months ended September 30, 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions".
(5) Refer to Note 21. "Subsequent Events".

Critical Accounting Policies and Significant Judgments, Estimates and Assumptions

The preparation of the Company's condensed unaudited interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. Critical accounting policies, judgements, estimates, and assumptions within these condensed unaudited interim consolidated financial statements, unless stated herein, remain the same as those applied to the annual consolidated financial statements for the year ended December 31, 2019.

The novel coronavirus or COVID-19 was declared a pandemic by the World Health Organization on March 12, 2020 and continues to cause significant economic uncertainty and consequently it is difficult to reliably measure the potential impact of this uncertainty on our future financial results.

Revenue Recognition

Disaggregation of Revenues

Net revenue as presented in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income, represents revenue from the sale of goods, which is the selling price less applicable price discounts and incentives.

Disaggregated revenues for the periods presented, are as follows (in thousands):

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Retail	$ 22,719	$ 3,156	$ 45,709	$ 3,194
Wholesale	2,192	312	2,736	312
Other	2	120	33	689
	$ 24,913	$ 3,588	$ 48,478	$ 4,195

Other revenues consist primarily of franchise fees, royalties and consulting.

Segments

The Company currently operates in one segment, retail operations. As of September 30, 2020, the results of the Company's cultivation operations were not considered significant to the overall operations of the Company. Any intercompany sales and transactions are eliminated in consolidation. All wholesale and retail revenues for the nine months ended September 30, 2020, were generated within the United States, and all long-lived assets are located in the United States.

Goodwill and Indefinite-Lived Intangible Assets

As a result of the economic conditions caused by COVID-19 in the first quarter of 2020, the Company determined the disruption in its business represented a triggering event. All cash generating units ("CGUs") were assessed and it was determined that impairment testing was required for Franklin BioScience NV, LLC ("FBS Nevada"). The Company therefore performed an impairment test on the goodwill and intangibles acquired for FBS Nevada and calculated that the CGU's recoverable amount was higher than the $7.7 million carrying amount of the CGU as of March 31, 2020, therefore, no impairment was recognized. The Company estimated the fair value using a fair value less cost of disposal approach ("FVLCD"). Under this approach, a discounted cash flow methodology was used, considering: (i) management estimates, such as projections of revenue, operating costs and cash flows, taking into consideration historical and anticipated financial results; (ii) general industry, economic and market conditions; (iii) legal outlook assumptions; and (iv) the impact of planned business and operational strategies. The key assumptions included a five-year forecast period and a perpetual growth rate of 3% thereafter. These assumptions were based on industry and market trends. The estimated discount rate was 14.5% and was determined using the Company's estimated weighted average cost of capital at the time of the analysis. Expected cash flow was based on expectations of future income taking into account past experience, adjusted for anticipated growth. The recoverable amount exceeded the carrying amount by approximately 5% as of March 31, 2020 and therefore no impairment was recognized. A 100 basis point increase in the discount rate would not have resulted in the total carrying values exceeding the fair value. During the second and third quarters of 2020, it was determined that no additional testing was required. The disruption in business previously experienced during the first quarter was no longer prevalent at the end of the second quarter as business resumed.

Derivative Financial Asset

Refer to Note 8. "Business Combinations and Asset Acquisitions" and Note 20. "Financial Instruments and Financial Risk Management" for details on the accounting, estimates and assumptions for a purchase option acquired in connection with a business combination during the third quarter of 2020.

Modification of Debt

Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for details on the accounting, estimates and judgements related to modifications of the Company's 10% senior notes.

Recent Accounting Pronouncements

Amendments to International Accounting Standard ("IAS") 1 *Presentation of Financial Statements* ("IAS 1") - Classification of Liabilities as Current or Non-Current: In January 2020, IASB issued amendments to IAS 1 to clarify its requirements for the presentation of liabilities in the statement of financial position. IAS 1 requires an entity to classify a liability as current if the entity does not have a right to defer settlement of the liability for at least twelve months after the reporting period. The amendments clarify that settlement "refers to the transfer to the counterparty of cash, equity instruments, other assets or services that results in the extinguishment of the liability". The amendments are effective retrospectively for annual reporting periods beginning on or after 1 January 2023. The Company expects that adoption of this amendment may result in the re-classification of derivative warrants liabilities from long-term liabilities to short-term liabilities in the consolidated statements of financial position.

Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* ("IAS 37") - Onerous Contracts - Cost of Fulfilling a Contract. In May 2020, the IASB issued amendments to IAS 37 to specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract, and can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The new guidance will be effective for annual periods beginning on or after January 1, 2022 and is to be applied to contracts that have unfulfilled obligations as at the beginning of that period. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

Amendment to IFRS 16 *Leases* ("IFRS 16") - COVID-19-Related Rent Concessions: In May 2020, the IASB issued an amendment to IFRS 16 to permit lessees, as a practical expedient, not to assess whether particular rent concessions that reduce lease payments occurring as a direct consequence of the COVID-19 pandemic are lease modifications and instead to account for those rent concessions as if they are not lease modifications. The amendment is effective for annual reporting periods beginning on or after June 1, 2020, with earlier application permitted. The amendment did not have an impact on the Company's interim financial statements.

In May 2020, the IASB issued *Annual Improvements to IFRS Standards 2018–2020*. The pronouncement contains amendments to several IFRSs as result of the IASB's annual improvements project, including IFRS 9 *Financial Instruments* and IFRS 16. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

3. EARNINGS (LOSS) PER SHARE

Basic and diluted earnings (loss) per share

No dilutive potential shares of common stock were included in the computation of diluted net loss per share for both the three and nine months ended September 30, 2020, because their effect would be anti-dilutive. Dilutive common stock equivalents included in the computation of diluted net income per share for the three months ended September 30, 2019 totaled 769,613 for employee stock options and 16,031,135 for warrants, respectively. The dilutive common stock equivalents for the warrants were calculated on an as-converted basis. The basic weighted average number of common shares outstanding does not include shares on an as-converted basis. No dilutive potential shares of common stock were included in the computation of diluted net loss per share for the nine months ended September 30, 2019, because their impact would be anti-dilutive.

The outstanding type of securities that could potentially dilute basic loss per common share are as follows: stock options, warrants (including derivative warrants) and convertible promissory notes. For the three months ended September 30, 2020, 1.7 million stock options and 44.0 million warrants (on an as-converted basis) were excluded from the computation of diluted loss per share because their effect would have been antidilutive, and for the nine months ended September 30, 2020, 1.6 million stock options and 58.7 million warrants (on an as-converted basis) were excluded from the computation. For the nine months ended September 30, 2019, 1.0 million stock options and 15.2 million warrants (on an as-converted basis) were excluded from the computation of diluted loss per share because their effect would have been antidilutive.

4. INVESTMENTS IN SECURITIES AND OTHER SHORT-TERM FINANCIAL ASSETS

Details of investments in securities and other short-term financial assets as of September 30, 2020 and December 31, 2019 are as follows (in thousands):

	September 30, 2020	December 31, 2019
Investments in Securities:		
Investments in mutual funds	$ 5,712	$ 1,272
Cresco shares and warrants	1,719	10,995
Organigram shares	-	-
Total investments in securities	$ 7,431	$ 12,267
Other Short-Term Financial Assets:		
Cresco Notes and accrued interest	$ -	$ 5,646

A continuity of investments in securities and other short-term financial assets for the nine months ended September 30, 2020 is as follows (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	Investments in Mutual Funds	Cresco Shares and Warrants	Organigram Shares	Cresco Notes and Accrued Interest	Total
Balance as of December 31, 2019	$ 1,272	$ 10,995	$ -	$ 5,646	$ 17,913
Cash invested	10,000	-	-	-	10,000
Redemption of invested funds	(2,033)	-	-	-	(2,033)
Value of shares received/granted	-	387	1,092	(387)	1,092
Cash received	-	-	-	(5,193)	(5,193)
Shares sold	(3,005)	(6,434)	(685)	-	(10,124)
Fair value losses, net of investment income	(523)	(3,229)	(407)	(66)	(4,225)
Balance as of September 30, 2020	$ 5,712	$ 1,719	$ -	$ -	$ 7,431

The fair value losses, net of income, are included in gains (losses) on investments and financial assets in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income.

Investments in Mutual Funds

The Company's investments in mutual funds are classified as fair value through profit or loss. Fair values of the investments in mutual funds are determined based on quoted market prices. Fair value gains and income from investments in mutual funds was $0.1 million for the three months ended September 30, 2020, and fair value losses, net of fair value gains and income from investments was $0.5 million for the nine months ended September 30, 2020. Fair value gains from investments in mutual funds was $ 0.01 million and $0.03 million for the three and nine months ended September 30, 2019, respectively.

Organigram Shares

The Company's investment in Organigram Holdings, Inc. ("Organigram") shares was classified as fair value through profit or loss. Fair values of the investments in Organigram shares were determined based on quoted market prices. A total of 0.4 million Organigram common shares were received in connection with the TGS Transaction in the first quarter of 2020, of which none are remaining as of September 30, 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional information on the TGS Transaction. During the three months ended September 30, 2020, the Company sold 0.3 million Organigram shares for proceeds of $0.4 million. During the nine months ended September 30, 2020, the Company sold a total of 0.4 million Organigram shares for $0.7 million.

Cresco

In October 2019, as consideration for its sale of its minority interest in Gloucester Street Capital, LLC, the Company was issued 7,180 of Cresco Labs Inc. ("Cresco") proportionate voting shares (which were converted in January 2020 into a total of 1.4 million Cresco subordinate voting shares), 1,657 warrants for proportionate voting shares of Cresco which convert into 0.3 million warrants for Cresco subordinate voting shares, and received $5.2 million of short-term secured notes (the "Cresco Notes") and $0.1 million of cash. The Company is also eligible to receive certain contingency payouts, which are tied to both the performance of the Gloucester operations as well as the development of the New York market. The outcome of the contingency is not able to be reliably estimated nor deemed to be likely as of September 30, 2020, primarily because the New York market condition is unknown.

As of September 30, 2020, the Company owns approximately 149,600 Cresco shares with a fair value of $5.99 each, for a total of $0.9 million. During the three months ended September 30, 2020, the Company sold

0.5 million Cresco shares for total proceeds of $3.1 million. During the nine months ended September 30, 2020, the Company sold 1.4 million Cresco shares for total proceeds of $6.4 million. As of September 30, 2020, the Cresco warrants owned by the Company are valued at $0.8 million. As of December 31, 2019, the Cresco shares were valued at $9.8 million and the Cresco warrants were valued at $1.1 million. The Company has classified these investments as fair value through profit or loss. The fair value of the tradeable shares was determined based on the quoted market price. As of September 30, 2020, the fair value of the warrants was determined based on a Black-Scholes model using the quoted market price of $5.99 and the following assumptions: a strike price of $4.24; an estimated life of 1 year; volatility of 73%; a risk-free rate of 0.12%; and a dividend rate of 0%.

As of December 31, 2019, the $5.2 million Cresco Notes, which were receivable in cash, and the related accrued interest of approximately $0.5 million, which was receivable in Cresco shares, were both included in other short-term financial assets in the consolidated statements of financial position. During the first quarter of 2020, the Company received proceeds of $5.2 million from the repayment of the short-term secured note and was granted 330 Cresco Labs Inc. proportionate voting shares (which were subsequently converted on a 200:1 basis into 66,000 subordinate voting shares) worth $0.4 million at the time as payment for the interest accrued on the short-term secured note.

5. INVENTORY AND BIOLOGICAL ASSETS

Inventory

Inventory as of September 30, 2020 and December 31, 2019 consisted of the following (in thousands):

	September 30, 2020	December 31, 2019
Finished goods	$ 5,362	$ 1,202
Work in progress and raw materials	1,807	823
Less: Inventory reserve	(77)	(67)
Total inventory	$ 7,092	$ 1,958

Finished goods consists of harvested cannabis, cultivation inventory transferred from work in progress and purchased from third parties, as well as retail supplies, consumables, and products for resale. Raw materials and work in process includes supplies and harvested cannabis that will be further processed.

Inventory expensed for the three and nine months ended September 30, 2020 included in cost of goods sold was $13.9 million and $25.9 million, respectively. Inventory expensed for both the three and nine months ended September 30, 2019 included in cost of goods sold was $2.1 million.

For the three months ended September 30, 2020, and 2019, $0.4 million and $0.02 million, respectively, of salaries, wages and employee related expense was allocated to inventory and biological assets and included in cost of goods sold. For the nine months ended September 30, 2020, and 2019, $0.6 million and $0.02 million, respectively, of salaries, wages and employee related expense was allocated to inventory and included in cost of goods sold.

Biological Assets

A continuity of biological assets for the nine months ended September 30, 2020 is as follows (in thousands):

Balance as of December 31, 2019	$	271
Purchased as part of a business acquisition		2,853
Cost incurred until harvest		1,427
Effect of unrealized change in fair value of biological assets		2,254
Transferred to inventory upon harvest		(3,165)
Balance as of September 30, 2020	$	3,640

The Company measures its biological assets at their fair value less costs to sell. This is determined using a model which estimates the expected harvest yield in grams for plants currently being cultivated, and then adjusts that amount for the expected selling price per gram. The Company's model incorporates the following unobservable inputs, all of which are classified as Level 3 on the fair value hierarchy (Refer to Note 20. "Financial Instruments and Financial Risk Management"), and which were used by management as part of the biological asset models:

- Yield per plant – represents the expected number of grams of dry cannabis expected to be harvested from each plant.
- Selling price – determined using a combination of third-party cannabis spot price reports in addition to wholesale contract prices where applicable which, combined, are expected to approximate selling prices.
- Stage of growth – represents the weighted average number of weeks out of the total growing cycle that biological assets have reached as of the measurement date. The Company has an average 22-week growing cycle.
- Wastage – represents the percentage of biological assets which are expected to fail to mature into cannabis plants that can be harvested.
- Post-harvest costs – calculated as the cost per gram of post harvested cannabis to bring the cannabis to a salable product, consisting of the cost of direct and indirect materials and labor related to labelling and packaging.

The following table quantifies the significant unobservable inputs, and also provides the effect of a 10% increase or decrease to each input on the calculation of the fair value of biological assets:

	September 30, 2020	Effect of 10% Change as of September 30, 2020 *(in $000s)*		December 31, 2019	Effect of 10% Change as of December 31, 2019 *(in $000s)*	
Selling price	$3.23 to $5.10	$	497	$ 2.58	$	71
Stage of growth	11.5 to 12 weeks	$	345	9 weeks	$	22
Yield by plant	117 to 241 grams	$	362	83 grams	$	23
Wastage	9.9% to 11.7%	$	49	10%	$	25
Post-harvest costs	$0.34 to $0.73	$	65	$0.35	$	80

6. DEFERRED ACQUISITION COSTS

The Company makes advance payments and deposits to certain acquisition targets for which the transfer and/or closing is pending due to certain closing conditions inclusive of certain regulatory approvals prior to the acquisition date. Advance payments and deposits for certain acquisition targets are reflected as arm's length transactions and may not be refundable.

As of September 30, 2020 and December 31, 2019, the Company had the following deferred acquisition costs and deposits, which are offset at the time of closing against the consideration payable for the related acquisition or business combination (in thousands):

Acquisition Target	September 30, 2020		December 31, 2019	
GSG Santa Barbara	$	-	$	2,250
Agape Total Health Care Inc		-		70
Total	$	-	$	2,320

GSG Santa Barbara

In February 2019, the Company entered into a binding term sheet to acquire 100% of the economic and voting interest in GSG SBCA, Inc., ("GSG Santa Barbara") a non-operating provisionally licensed Santa Barbara, California adult use cannabis dispensary operator for $4.9 million, of which $2.25 million had been paid as of December 31, 2019, subject to the fulfillment of certain conditions, $1.5 million of the total amount was a refundable deposit held in escrow. The closing of GSG Santa Barbara occurred on July 24, 2020, and the amount was applied against the purchase price at closing. Refer to Note 8. "Business Combinations and Asset Acquisitions".

Agape Total Health Care Inc

As of December 31, 2019, the Company had advanced $70 thousand in accordance with the definitive agreements that had been entered into to purchase a majority stake in Agape Total Health Care Inc ("Agape"). The closing of Agape occurred on June 25, 2020, and the amount was applied against the purchase price at closing. Refer to Note 8. "Business Combinations and Asset Acquisitions".

7. PROPERTY, PLANT AND EQUIPMENT

A continuity of property, plant and equipment and accumulated depreciation for the nine months ended September 30, 2020 is as follows (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	Buildings and Improvements	Land	Leasehold Improvements	Machinery and Equipment	Computer Equipment	Furniture and Fixtures	ROU Assets (1)	Construction in Process (2)	Total
Cost									
Balance as of December 31, 2019	$ 4,563	$ 1,738	$ 5,022	$ 290	$ 288	$ 1,284	$ 6,765	$ 3,648	$ 23,598
Additions from capital expenditures and leases	29	-	81	234	110	169	9,864	16,852	27,339
Additions from acquisitions (3)	-	-	7,014	939	-	411	12,053	95	20,512
Disposals	-	-	(30)	-	-	(2)	(672)	(276)	(980)
ROU reassessment	-	-	-	-	-	-	336	-	336
Reclassification	579	-	659	-	17	328	-	(1,583)	-
Balance as of September 30, 2020	$ 5,171	$ 1,738	$ 12,746	$ 1,463	$ 415	$ 2,190	$ 28,346	$ 18,736	$ 70,805
Accumulated Depreciation									
Balance as of December 31, 2019	$ (88)	$ -	$ (214)	$ (63)	$ (55)	$ (105)	$ (481)	$ -	$ (1,006)
Depreciation	(198)	-	(400)	(119)	(94)	(239)	(926)	-	(1,976)
Reclassification	(56)	-	56	-	-	-	-	-	-
Disposals	-	-	14	-	-	-	178	-	192
Balance as of September 30, 2020	$ (342)	$ -	$ (544)	$ (182)	$ (149)	$ (344)	$ (1,229)	$ -	$ (2,790)
Carrying amount									
Balance as of December 31, 2019	$ 4,475	$ 1,738	$ 4,808	$ 227	$ 233	$ 1,179	$ 6,284	$ 3,648	$ 22,592
Balance as of September 30, 2020	$ 4,829	$ 1,738	$ 12,202	$ 1,281	$ 266	$ 1,846	$ 27,117	$ 18,736	$ 68,015

(1) Substantially all of the Company's ROU assets pertain to building leases. Refer to Note 11. "Lease Obligations" for further details on lease obligations.

(2) Construction in Process represents assets under construction not yet completed or otherwise not ready for use. Refer to "*Construction in Process*" below for additional details.

(3) Additions from acquisitions include $7.4 million which has been incurred and funded pursuant to a $10.0 million tenant improvement allowance for Pennsylvania Medical Solutions, LLC ("PAMS") location. The remaining $2.6 million is included in other current assets as of September 30, 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional details on the PAMS acquisition.

Total depreciation expense for the three months ended September 30, 2020, and 2019 was $0.8 million and $0.3 million, respectively. Total depreciation expense for the nine months ended September 30, 2020, and 2019 was $2.0 million and $0.5 million, respectively. Of the total expense, $0.1 million and $nil was allocated to inventory and biological assets and included in cost of goods of sold for the nine months ended September 30, 2020 and 2019, respectively.

The Company's land and buildings are not considered investment properties nor held for capital appreciation as they are to be used in the Company's retail and wholesale operations.

Construction in Process

Total Construction in Process ("CIP") as of September 30, 2020 is comprised of the following:

- In connection with the 2019 Dalitso LLC ("Dalitso") acquisition, the Company is developing a facility in Virginia, and $14.5 million for the build-out of the facility has been incurred as of September 30, 2020.

- As of September 30, 2020, the Company has incurred a total of $2.0 million to develop a previously purchased commercial property located in Santa Barbara, California property. See *Sale-Leaseback* below for additional information on this property.

- As of September 30, 2020, the Company has incurred a total of $0.7 million related to retail buildouts in Illinois.

- As of September 30, 2020, the Company has incurred $0.5 million for the build-out of a manufacturing facility in Ohio.
- The other CIP as of September 30, 2020 relates primarily to other retail buildouts.

These properties are still under development and were not yet occupied as of September 30, 2020. When construction on a property is complete and available for use, the cost of construction will be reclassified to buildings and improvements, leasehold improvements or furniture and fixtures, as appropriate, and depreciated.

Total CIP disposals of $0.3 million for the nine months ended September 30, 2020 included $0.2 million of CIP that related to the property associated with a previous potential Malibu acquisition, which is included in net other expense in the condensed unaudited interim financial statements of operations and comprehensive (loss) income.

Right of Use Assets

Right of Use ("ROU") assets are tested for impairment in accordance with IAS 36 *Impairment of Assets*. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The corresponding lease liability is remeasured when there is a change in future lease payments resulting from a change in index or rate or if the Company changes its assessment of whether it will exercise an option to extend, purchase or terminate.

During the three months ended September 30, 2020, the Company recorded a net adjustment of $0.8 million to ROU assets due to changes in rent credits and extension in lease terms, which resulted in an increase of the lease liability of $0.7 million, and a net gain of $0.1 million which is included in other income (expense) in the condensed unaudited interim financial statements of operations and comprehensive (loss) income.

During the first quarter of 2020, the Company recorded a net adjustment of $0.9 million to ROU assets relating to ROU disposals, ROU assets that were unlikely to be realized and reductions of ROU assets related to changes in lease term. A corresponding lease liability reassessment was performed, which resulted in reduction of the liability and an adjustment of $0.7 million. Refer to the Note 11. "Lease Obligations" for additional details on lease liabilities. The total net adjustment of $0.2 million is included in net other expense in the condensed unaudited interim financial statements of operations and comprehensive (loss) income.

Sale-Leaseback Transaction

The Santa Barbara property was acquired in March 2019 for $3.1 million pursuant to a contract to purchase the real estate associated with the GSG Santa Barbara adult use cannabis dispensary. The owners of GSG Santa Barbara did not own the associated real estate. In April 2020, the Company entered into definitive documents for a sale and leaseback transaction related to this real estate acquired from a third party in connection with the Santa Barbara adult use cannabis dispensary acquisition. The sale and leaseback transaction closed in July 2020 for $3.1 million in cash proceeds. The Company has the option, after one year subsequent to the commencement date, to repurchase the property at amount equal to a 7.5% capitalization rate of the annual base rent which then increases by 0.1% every year up to an 8% maximum rate over the life of the lease. The Company concluded that control, including the significant risks and rewards of ownership, did not transfer to the buyer-lessor at the inception of the sale-leaseback transaction since the building may be repurchased at the Company's option, and as a result this transaction did not meet the criteria for a successful sale-leaseback transaction and therefore represents a financing obligation. The sale-leaseback transaction resulted in recognizing a financing obligation of $3.1 million, of which $0.3

million is reflected in short-term obligations (refer to Note 10. "Accrued Expensed and Other Current Liabilities") and $2.8 million is reflected in other long-term liabilities. Monthly payments for the financing obligation increase 2.25% annually and the expected term is 30 years. Interest expense related to the financing obligation for the three months and nine months ended September 30, 2020 was $0.1 million.

8. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS

Business Combinations

Preliminary Purchase Price Allocations for Business Combinations (PAMS and TGS Transaction)

The consideration has been allocated to the estimated fair values of the assets acquired and liabilities assumed at the dates of acquisition and remains preliminary as of September 30, 2020. These estimated fair values involve significant judgement and estimates. The primary areas of judgement involved are the valuation of the intangible assets acquired and given up in the transaction, which requires management to estimate value based on future cash flows from these assets. The primary areas of the preliminary purchase price allocations that are not yet finalized relate to: intangible assets acquired, deferred tax liabilities, and residual bargain purchase. The Company expects to continue to obtain information to assist in determining the fair value of the net assets acquired at the acquisition date during the measurement period. Measurement period adjustments that the Company determines to be material will be applied retrospectively to the period of acquisition in the Company's consolidated financial statements and, depending on the nature of the adjustments, other periods subsequent to the period of acquisition could be affected.

PAMS

On August 11, 2020, the Company announced the closing of the previously announced agreement to acquire 100% of the equity of Pennsylvania Medical Solutions, LLC, a Pennsylvania grower-processor ("PAMS") previously owned by a subsidiary of Vireo Health International, Inc. ("Vireo") increasing Jushi's presence in Pennsylvania and insuring expanded supply of product to the BEYOND/HELLO™ retail stores. Upon closing, Jushi paid Vireo $16.8 million in cash, as adjusted for estimated working capital adjustments; a $3.8 million seller note (Refer to Note 12. "Promissory Notes Payable"); and assumed an approximately $18 million facility associated with a long-term lease obligation. As part of the Vireo Agreement, Jushi received an assignable purchase option ("PADS Purchase Option") to acquire 100% of the equity of Pennsylvania Dispensary Solutions, LLC ("PADS") with an exercise price of $5.0 million. PADS currently operates two medical marijuana dispensaries in Scranton and Bethlehem, with the right to operate one additional dispensary in the region. The PADS Purchase Option expires 18 months from closing, and is subject to certain customary closing conditions. Refer to Note 21. "Subsequent Events".

Prior to closing, in July 2020, the Company entered into an agreement to loan $3 million to the previous owner of PAMS. The loan bore interest at 12% and was paid off at closing by netting the loan against the cash purchase price.

The following table summarizes the preliminary purchase price allocation and the total fair value of the consideration as of the date of acquisition (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

Cash and cash equivalents	$	118
Prepaids and other current assets		835
Accounts receivable, net		407
Biological assets		2,853
Inventory		2,981
Property, plant and equipment		7,994
Right-of-use assets		10,475
Intangible assets - license		30,075
Intangible assets - customer list		1,161
PADS Purchase Option		2,832
Other long-term assets		540
Total assets	$	60,271
Accounts payable and accrued liabilities	$	(335)
Right-of-use lease liabilities		(18,386)
Deferred taxation liabilities		(6,779)
Total liabilities	$	(25,500)
Net assets acquired	$	34,771
Consideration paid in cash	$	16,800
Consideration paid in notes (at fair value)		2,658
Fair value of consideration	$	19,458
Bargain purchase	$	15,313
Total fair value of consideration and bargain purchase	$	34,771

The license acquired has an indefinite useful life. The customer list intangible has an estimated useful life of 5 years.

The PADS Purchase Option was estimated using a 5-year discounted cash flow analysis using a cost of capital of 35% was used to calculate the enterprise value of PADS and then the PADS Purchase Option was estimated using valued a Black-Scholes option pricing model which included the following assumptions: strike price of $5.0 million; estimated term 1.5 years; spot price (estimated fair value of PADS) of $6.3 million; volatility 80%; risk-free rate 0.16%.

The Company purchased PAMS at a favorable price which resulted in a bargain purchase gain which is recorded in net gains on business combinations in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the three and nine months ended September 30, 2020.

Acquisition Results and Unaudited Supplemental Pro Forma Financial Information - PAMS

Total revenues of $1.3 million and net income of $0.2 million from the business combination above are included in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the period from the date of the acquisition to September 30, 2020. Had the business combination occurred on January 1, 2020, it is estimated that additional revenues of approximately $3.7 million and additional net loss of $1.9 million would have been included in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the nine months ended September 30, 2020.

TGS Transaction - Beyond Hello IL Holdings, LLC (f/k/a TGS Illinois Holdings LLC)

On January 29, 2020, the Company acquired an approximately 75% interest in TGS Illinois Holdings LLC (currently known as Beyond Hello IL Holdings, LLC) (the "TGS Transaction") and became the owner of two medical cannabis dispensaries in Illinois - one in Sauget, and one in Normal, with each dispensary eligible to seek approval from the Illinois Department of Financial & Professional Regulation to open a second retail location. On April 22, 2020, the names of the entities were changed to Beyond Hello IL Holdings, LLC, and Beyond Hello IL, LLC, which were approved by the State of Illinois.

The TGSIH acquisition is a part of a series of transactions under a settlement agreement between the Company and its respective affiliates, and The Green Solution and its respective affiliates and their owners ("TGS"). The transactions included: (1) the transfer to the Company of approximately 75% interest in the TGSIH units; (2) the Company's assumption and/or payoff of approximately $12 million in TGS debt including interest and expenses relating to the debt; (3) the Company returning its 51% majority stake in TGS National Holdings, LLC ("TGS National") to TGS and terminating the 2018 purchase agreement for TGS National which included certain restrictive covenants, employment agreements and exclusive intellectual property licenses in Jushi's favor; (4) the return to the Company and cancellation of the 5,000,000 common shares of Jushi Holdings Inc. and warrants with an exercise price of $2.00 to purchase 2,500,000 common shares of Jushi Holdings Inc. which were issued in connection with the 2018 purchase of TGS National; (5) the transfer to Jushi Inc of 416,060 Organigram common shares and approximately $0.5 million from the liquidation of certain options to purchase common shares of OGI; and (6) the transfer to a third party designee of Jushi Inc 200,000 common shares of Jushi Inc and warrants to purchase 200,000 common shares of Jushi Inc at an exercise price equal to $1.00 per common share pursuant to a confidential settlement agreement. These transactions are closely related and are therefore not accounted for as separate transactions, but rather as part of the acquisition accounting.

The $12 million in debt noted above includes $2.4 million of debt and interest paid off by the Company at closing and $9.6 million of debt which was negotiated with the holder to be exchanged for Jushi Holdings Inc. Senior Notes. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for further details on the Company's Senior Notes. The $9.6 million was comprised of secured notes of an affiliate of TGS, Beacon Holding, LLC, (the "Beacon Notes") plus unpaid accrued interest of $0.1 million.

At the time of the original acquisition of 51% of TGS National by the Company in 2018, the Company had the exclusive right to purchase the remaining 49% of TGS National for a period of 30 months from the Closing Date (the "Option Period"). The Seller also had the right to require the Company to purchase the remaining 49% no earlier than 12 months from the Closing Date, but before the end of the Option Period (the "Put Option"). The consideration to be paid for either the Call Option or Put Option (the "Redemption Liability") was $8.5 million if purchased on or after 18 months through the end of the Option Period. The adjusted present value of the Redemption Liability was $8.4 million as of December 31, 2019. As a result of the TGS Transaction, the Redemption Liability was cancelled.

The following table summarizes the preliminary purchase price allocation and the total fair value of the consideration as of the date of acquisition (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

Cash	$	13
Prepaids		85
Inventory		100
Right-of-use assets		1,578
Property, plant and equipment		465
Intangible assets - patient database		1,250
Intangible assets - licenses		6,500
Total assets	$	9,991
Accounts payable and accrued liabilities		(585)
Right-of-use lease liabilities		(1,578)
Deferred taxation liabilities		(2,927)
Total liabilities	$	(5,090)
Fair value of net assets acquired	$	4,901
Non-controlling interests		(4,661)
Fair value of net assets acquired, net of non-controlling interests	$	240
Consideration paid in cash	$	2,692
Assumption of Beacon Notes and accrued interest		9,555
Other related consideration		(15,740)
Fair vale of consideration and settlement	$	(3,493)
Fair value of net assets acquired, net of non-controlling interests	$	(240)
Bargain purchase	$	(3,733)
Asset disposal charges and other adjustments	$	1,531
Total net gain on business combination	$	(2,202)

The other related consideration comprises of the fair value of: (1) the Redemption Liability which was cancelled ($8.4 million); (2) the fair value of the returned 5,000,000 common shares of Jushi Holdings, Inc. and warrants with an exercise price of $2.00 to purchase 2,500,000 common shares of Jushi Holdings, Inc. ($7.1 million); (3) the OGI shares ($1.1 million); (4) cash proceeds from the liquidated OGI options ($0.5 million); partially offset by (5) the fair value of TGS National returned in the TGS Transaction ($1.3 million comprised primarily of franchise agreements of $0.8 million, IP of $0.2 million, and $0.4 million in cash); and (6) $0.15 million in cash paid by Jushi for the return of the Jushi securities. The fair values of the Jushi Holdings, Inc. shares and OGI shares were based on the closing market price as of the date of the transaction and the fair value of the Jushi Holdings, Inc. warrants was calculated using a Black-Scholes model with the following assumptions: stock price of $1.28; exercise price of $2.00; estimated term 1.35 years; volatility 76%; risk-free rate 1.46%. The fair value of the Jushi securities was accounted for as a reduction to equity. The value of TGS National which was returned primarily consisted of cash and intangibles. The fair value of the intangibles was calculated using a discounted cash flow model using a discount rate of 12% and estimated useful lives ranging from 9-11 years.

The license acquired has an indefinite useful life. The customer database intangible has an estimated useful life of 5 years.

The non-controlling interests was measured using the fair value method and was based on the fair value of the consideration paid to purchase the non-controlling interests. See *Acquisition of Remaining 25% Interest in TGS Illinois Holdings from Non-Controlling Shareholders* below for further details.

The TGS Transaction resulted in a net bargain purchase which, together with the PAMS bargain purchase gain, is recorded in net gains on business combinations in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the nine months ended September 30, 2020. In addition, the Company made other related book adjustments and asset disposal charges totaling $1.5 million, net. Refer to Note 9. "Goodwill and Other Intangible Assets" for related asset disposal charges of $1.7 million which are also included in net gain on business combination in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the nine months ended September 30, 2020.

Acquisition Results and Unaudited Supplemental Pro Forma Financial Information – TGS Transaction

Total revenues of $10.8 million and net income of $2.5 million from the business combination above are included in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the three months ended September 30, 2020. Total revenues of $20.1 million and net income of $4.5 million from the business combinations above are included in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the period from the date of the acquisition to September 30, 2020. Had the business combinations occurred on January 1, 2020, it is estimated that additional revenues of approximately $0.6 million and additional net income of $0.1 million would have been included in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the nine months ended September 30, 2020.

Acquisition and Deal Costs

For the three and nine months ended September 30, 2020 acquisition and deal costs relating to these business combinations totaled $0.01 million and $0.5 million, respectively, and are included in the total acquisition and deal costs of $0.1 million and $0.7 million in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the three and nine months ended September 30, 2020, respectively.

Acquisition of Remaining 25% Interest in TGS Illinois Holdings from Non-Controlling Shareholders

In the first quarter of 2020, the previous litigation involving a non-controlling ("NCI") interest holder in TGSIH was settled resulting in an agreement for the Company to purchase the remaining interest in TGSIH held by the non-controlling interest holders. On February 21, 2020, the Company acquired the remaining approximately 25% interest in TGSIH (the "TGS NCI Transaction") for consideration comprised of $2.0 million in cash, 633,433 Subordinate Voting Shares, $2.0 million in 10% Senior Notes with 950,148 warrants to acquire Subordinate Voting Shares at an exercise price of ~$1.57 (the exercise price has since been updated to $1.25 as a result of a recent down-round – Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for additional information). The terms of the Senior Notes and warrants are those described in Note 13. "Senior Notes and Derivative Warrants Liability". The fair value of the total consideration paid was $4.7 million as of the date of the acquisition. The SVS were valued based on the closing price of the SVS as of the date of the TGS NCI Transaction. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for fair value assumptions for debt and warrants issued and valued during the nine months ended September 30, 2020. The Company now owns 100% percent of TGSIH.

Asset Acquisitions

GSG Santa Barbara

On July 24, 2020, the Company closed on the previously announced acquisition of 100% of the equity of GSG SBCA, Inc. ("GSG Santa Barbara"), a non-operating provisionally licensed Santa Barbara, California dispensary operator for a total purchase price of $4.9 million in cash, of which $2.25 million was previously paid in cash and was included in deferred acquisition costs as of December 31, 2019. Refer to Note 6. "Deferred Acquisition Costs". The Company also paid $0.4 million to facilitators at the closing date. The GSG Santa Barbara dispensary commenced retail operations on October 14, 2020.

The Company determined that this transaction did not qualify as a business combination under IFRS 3 *Business Combinations*, as amended ("IFRS 3"), because the assets acquired did not constitute a business, as evident from the practical screen test which concluded that substantially all of the fair value of the acquisition is concentrated in a single identifiable asset – the license.

The following table summarizes the allocation of the estimated fair values of the assets and liabilities acquired in the asset acquisition as of the acquisition date based on the fair value of the consideration (in thousands):

Intangible assets - license	$	5,328
Total assets	$	5,328
Total liabilities		-
Net assets acquired	$	5,328
Consideration paid in cash	$	4,900
Capitalized acquisition costs		428
Total fair value of consideration	$	5,328

The license acquired has an indefinite useful life. The Company's acquisition of the related real estate from a third party closed on March 3, 2019. Refer to Note 7. "Property, Plant and Equipment" for additional information.

Agape

On June 25, 2020, the Company closed on the previously announced acquisition of 80% of the economic and voting interests in Agape Total Health Care Inc ("Agape"), a Pennsylvania Dispensary Permittee. Agape will operate three retail locations in Pennsylvania: one in Philadelphia, one in Reading and one in Pottsville. The Company opened the Reading retail location in July 2020 and is continuing the buildout of the dispensaries in Pottsville and Philadelphia, Pennsylvania.

The consideration for the Agape acquisition included: $3.0 million in cash, subject to purchase price adjustments; $2.0 million in 10% senior secured notes and warrants to purchase 0.6 million Subordinate Voting Shares with a $1.25 strike price; and $1.0 million in Subordinate Voting Shares at a closing date price of $1.30 per share (769,231 shares). Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for additional details on the 10% senior secured notes and warrants.

The Company determined that this transaction did not qualify as a business combination under IFRS 3 because the assets acquired did not constitute a business, as evident from the practical screen test which concluded that substantially all of the fair value of the acquisition is concentrated in a single identifiable asset – the license. The Company is exposed, or has rights, to variable returns from Agape and has the power to govern the financial and operating policies of Agape so as to obtain economic benefits, and therefore the Company has consolidated Agape from the date of acquisition.

The following table summarizes the allocation of the estimated fair values of the assets and liabilities acquired in the asset acquisition as of the acquisition date based on the fair value of the consideration (in thousands):

		(in $000s)
Cash	$	0.5
Prepaids and other assets		11
Intangible assets - license		7,881
Total assets	$	7,892
Intercompany note		(90)
Net assets acquired	$	7,802
Non-controlling interest		(1,560)
Total net assets acquired net of non-controlling interest	$	6,241
Consideration paid in cash	$	3,050
Capitalized acquisition costs		191
Consideration paid in notes		1,476
Consideration paid in warrants		524
Consideration paid in shares		1,000
Total fair value of consideration	$	6,241

The license acquired has an indefinite useful life. The non-controlling interest was measured at the proportionate share method. Refer to Note 17. "Non-Controlling Interests" for further details on the Company's non-controlling interests.

Related to this acquisition, in February 2019 and March 2019, the Company purchased two commercial properties from unrelated parties in Reading and Pottsville, Pennsylvania, and agreed to develop and lease these properties to Agape. The leases commenced subsequent to the acquisition. Refer to Note 7. "Property, Plant and Equipment" for further details on these properties.

Joint Venture

Jushi Europe

In March 2020, the Company finalized its agreement to expand internationally through the establishment of Jushi Europe, S.A. ("Jushi Europe"). Jushi Europe plans to build out its European business through a combination of strategic acquisitions, partnerships, and license applications, focused on supplying the highest-quality medical cannabis products to patients throughout Europe.

The Company controls 51% of Jushi Europe and is exposed, or has rights, to variable returns from Jushi Europe and has the power to govern the financial and operating policies of Jushi Europe through voting control so as to obtain economic benefits, and therefore the Company has consolidated Jushi Europe from the date of acquisition.

During the first quarter of 2020, the Company received $2.0 million in cash from the 49% joint venture partner, and the Company contributed the right to use certain intellectual property already owned by the Company. The Company recognized a corresponding non-controlling interest in the statements of financial position of $2.0 million. The non-controlling interest was measured at the proportionate share method. Refer to Note 17. “Non-Controlling Interests” for further details on the Company’s non-controlling interests.

Refer to Note 21. Subsequent Events”.

9. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

Goodwill was $28.1 million as of both September 30, 2020 and December 31, 2019. Goodwill as of September 30, 2020 was comprised of goodwill from: a) $26.9 million relating to the 2019 Franklin BioScience - Penn, LLC (“FBS Penn”) acquisition; b) $1.0 million relating to the 2019 FBS Nevada acquisition; and c) $0.2 million relating to the 2018 Medicinal Excellence for Neurological Disorders, LLC (“MEND”) acquisition. There was no goodwill from the Company’s 2020 business combinations, which both resulted in bargain purchase gains. Refer to Note 8. “Business Combinations and Asset Acquisitions” for additional information.

Other Intangible Assets

A continuity of other intangible assets for the nine months ended September 30, 2020 is as follows (in thousands):

	Indefinite Life Intangible Asset			Finite Life Intangible Asset						
	Licenses	Formulations	Internally Generated Intangibles	Franchise Agreements	Intellectual Property	Patient Database	Tradename	Non-Compete	Website Development	Total
Cost:										
Balance as of December 31, 2019	$ 75,000	$ 50	$ 585	$ 1,850	$ 10,870	$ 1,150	$ 5,380	$ 168	$ 61	$ 95,114
Additions (1)	49,785	-	-	-	-	2,411	-	-	-	52,196
Disposals (2)	-	-	(585)	(1,850)	(1,290)	(880)	-	(8)	-	(4,613)
Balance as of September 30, 2020	$ 124,785	$ 50	$ -	$ -	$ 9,580	$ 2,681	$ 5,380	$ 160	$ 61	$ 142,697
Accumulated amortization:										
Balance as of December 31, 2019				$ (237)	$ (779)	$ (89)	$ (285)	$ (28)	$ (11)	$ (1,429)
Amortization expense				(11)	(727)	(284)	(423)	(41)	(46)	(1,532)
Disposals (2)				248	231	110	-	3	-	592
Balance as of September 30, 2020				-	$ (1,275)	$ (263)	$ (708)	$ (66)	$ (57)	$ (2,369)
Net book value:										
Balance as of December 31, 2019	$ 75,000	$ 50	$ 585	$ 1,613	$ 10,091	$ 1,061	$ 5,095	$ 140	$ 50	$ 93,686
Balance at September 30, 2020	$ 124,785	$ 50	$ -	$ -	$ 8,304	$ 2,418	$ 4,672	$ 94	$ 4	$ 140,327
Estimated useful life				14 years	10 - 10.5 years	5-15 years	1-15 years	3-5 years	3 years	

(1) Additions for the nine months ended September 30, 2020 relate to the PAMS, GSG Santa Barbara and Agape acquisitions and to the TGS Transaction. Refer to Note 8. “Business Combinations and Asset Acquisitions” for further details.

(2) Disposals for the nine months ended September 30, 2020 consisted of the following:

a. The franchise agreements and intellectual property disposals relate to the TGS Transaction. Under IFRS

3, the excess of the carrying amounts above over the estimated fair values was calculated as of the date of disposal of TGSNH and totaled $1.7 million, and is included in the net gain on business combination in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income for the nine months ended September 30, 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions" for further details on the TGS Transaction.

b. During the nine months ended September 30, 2020 the Company recorded a disposal of $0.6 million relating to internally generated intangibles that were unlikely to be realized. In addition, the Company reduced a related liability by $0.3 million, for a total net write-off of $0.3 million. The total net write-off is reflected in net other expense in the condensed unaudited interim financial statements of operations and comprehensive (loss) income.

c. During the three and nine months ended September 30, 2020, the Company recorded a net patent database disposal of $0.8 million related to a confidential legal settlement agreement which, together with other adjustments, resulted in a net loss on legal settlement of $2.0 million, which is reflected in net other expense in the condensed unaudited interim financial statements of operations and comprehensive (loss) income.

Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives. The Company recorded amortization expense of $0.5 million for both the three months ended September 30, 2020, and 2019. The Company recorded amortization expense of $1.5 million, and $0.7 million for the nine months ended September 30, 2020 and 2019, respectively. These amounts are recorded within depreciation and amortization expense in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income.

10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Details of accrued expenses and other current liabilities as of September 30, 2020 and December 31, 2019 are as follows (in thousands):

	September 30, 2020	December 31, 2019
Accrued taxes - federal	$ 7,724	$ 1,760
Accrued taxes - state	2,855	657
Accrued taxes - other	224	77
Accrued capital expenditures	4,190	1,558
Accrued employee related expenses and liabilities	1,845	1,250
Accrued sales tax payable	848	4
Accrued interest - promissory notes payable	76	427
Accrued interest - 10% senior notes	-	40
Deferred revenue	643	-
Accrued professional and management fees	531	713
Financing obligation - short-term portion	268	-
Other accrued expenses and current liabilities	2,474	1,205
	$ 21,678	$ 7,691

Refer to Note 12. "Promissory Notes Payable" for details on the promissory notes payable, refer to Note

13. "Senior Notes and Derivative Warrant Liabilities" for details on the 10% senior notes and refer to Note 7. "Property, Plant and Equipment" for details on the financing obligation.

For some of its locations, the Company offers a loyalty reward program to its dispensary customers. A portion of the revenue generated in a sale must be allocated to the loyalty points earned. The amount allocated to the points earned is deferred until the loyalty points are redeemed or expire. As of September 30, 2020, the loyalty liability ("deferred revenue") totaled $0.6 million and is included in accrued expenses and other current liabilities in the condensed unaudited interim consolidated statements of financial position. There were no loyalty liabilities as of December 31, 2019.

11. LEASE OBLIGATIONS

The Company leases certain business facilities for corporate, retail and cultivation purposes in Florida, Pennsylvania, Ohio, California, New York, Virginia, Illinois and Colorado from third parties under lease agreements that specify minimum rentals. In addition, the Company leases certain equipment for use in cultivation and extraction. The expiry dates of the leases, including reasonably certain estimated renewal periods, are between 2020 and 2048 and contain certain renewal provisions.

Lease liabilities included in the consolidated statements of financial position are as follows (in thousands):

	September 30, 2020	December 31, 2019
Short-term lease obligations	$ 4,034	$ 969
Long-term lease obligations	34,705	5,529
	$ 38,739	$ 6,498

A continuity of lease liabilities for the nine months ended September 30, 2020 is as follows (in thousands):

IFRS 16 lease liabilities as of January 1, 2020	$ 6,498
Lease additions	12,290
Lease additions from acquisitions	19,965
Lease payments	(1,876)
Interest expense on lease liabilities	1,913
Lease reassessment	(12)
Lease termination	(39)
IFRS 16 lease liabilities as of September 30, 2020	$ 38,739

Refer to Note 7. "Property Plant and Equipment" for additional information on the lease reassessment.

As of September 30, 2020 estimated future minimum lease payments under non-cancelable operating leases having an initial or remaining term of more than one year are as follows (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

Less than one year	$	4,804
One to five years		22,010
Greater than five years		135,704
Total undiscounted lease obligations	$	162,518
Interest		(123,779)
Lease obligations as of September 30, 2020	$	38,739

The estimated future minimum lease payments under non-cancelable leases above do not include payments that are not yet reasonably certain because of potential changes in state cannabis regulations. The increases in estimated future minimum lease payments as a result of changes in state cannabis regulations could be significant.

As of September 30, 2020, estimated future minimum lease payments under non-cancelable operating leases having an initial term of one year or less were $0.1 million and are not capitalized in the condensed unaudited interim consolidated statement of financial position. The Company's rent expense related to low-value and short-term leases is included in general and administrative expenses and was $0.1 million for the nine months ended September 30, 2020 and $0.2 million for the nine months ended September 30, 2019.

Some property leases may contain variable payment terms that are linked to sales generated from a store or cannabis regulation changes. Variable lease payments for both nine months ended September 30, 2020 and 2019 were $0.02 million. Variable payment terms may be used for a variety of reasons, including minimizing the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs. All extension options that are reasonably certain to be exercised have been included in the measurement of lease obligations. The Company reassesses the likelihood of extension option exercise if there is a significant event or change in circumstances within its control.

The Company's incremental borrowing rate ranged from 11.0% - 22.0% for leases entered into or reassessed during the nine months ended September 30, 2020.

In April 2020, the Company entered into a master lease agreement for up to $2.0 million of cultivation and extraction equipment for the Dalitso Virginia operations, which will serve as security for the individual leases. The master lease agreement has a 36-month term, beginning on the first day of the month from each final acceptance date, and requires monthly payment obligations at 2.9% of the capital cost. The Company has the option at the end of 18 months from final acceptance date to purchase all the equipment under the master lease for 64% of the equipment's total cost or $1.3 million. As of September 30, 2020, the Company had ROU assets and liabilities under the master lease agreement totaling $1.0 million. The remaining commitment under this facility is $1.0 million and is expected to be funded in the fourth quarter of 2020.

Refer to Note 7. "Property, Plant and Equipment" for a sale and leaseback transaction in the third quarter of 2020.

12. PROMISSORY NOTES PAYABLE

Promissory notes payable which are acquisition related consisted of the following (in thousands):

	September 30, 2020		December 31, 2019	
Short-term notes payable - principal amount	$	11,897	$	15,635
Long-term notes payable - principal amount		3,750		9,988
Total notes payable - principal amount	$	15,647	$	25,623
Less: deferred finance charges		(21)		-
Less: fair value discount		(1,054)		-
Total notes payable - carrying amount	$	14,572	$	25,623
Short-term notes payable - carrying amount	$	11,876	$	15,635
Long-term notes payable - carrying amount	$	2,696	$	9,988

A continuity of the principal amounts (which is excluding deferred finance charges and discount on issuance) of the promissory notes payable is as follows (in thousands):

Principal balance as of December 31, 2019	$	25,623
Principal payments	$	(13,726)
Principal issued	$	3,750
Principal balance as of September 30, 2020	$	15,647

Interest expense, excluding amortization of deferred finance charges and discount, related to promissory notes for the three and nine months ended September 30, 2020 was $0.4 million and $1.4 million, respectively. Interest expense related to promissory notes was $0.7 million for both the three and nine months ended September 30, 2019. The accrued interest balance was $0.1 million and $0.4 million as of September 30, 2020 and December 31, 2019, respectively. The accrued interest payable is included in accrued expenses and other current liabilities in the condensed unaudited interim consolidated statements of financial position. Refer to Note 10. “Accrued Expenses and Other Current Liabilities”.

Deferred issuance costs incurred and capitalized for the nine months ended September 30, 2020 relating to the promissory notes payable were $0.1 million and are being amortized over the expected term of the promissory notes. Amortization of deferred issuance costs for promissory notes was $0.07 million for the nine months ended September 30, 2020.

Promissory Notes – PAMS

In August 2020, in connection with the PAMS acquisition, the Company issued a $3.8 million 8% unsecured promissory note to the seller. The promissory note matures on August 11, 2024 and interest is payable quarterly. The fair value of the promissory note was determined to be $2.7 million, resulting in a fair value discount on issuance of $1.1 million, which is being amortized using the effective interest rate over the life of the promissory note. Amortization for the fair value discount was $0.04 million for both the three and nine months ended September 30, 2020.

The initial fair value of the consideration paid in notes was determined using Spread-Based Method under the Income Approach, using a discount rate of 20%. The Spread-Based Method under the Income Approach forecasts the cash flows to the debt instrument according to its contractual terms and then discounts those cash flows to the date of value at a risk-adjusted discount rate that considers the relative risk of achieving those cash flows and the time value of money. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional information on the PAMS acquisition.

Secured Promissory Notes – FBS Penn

In July 2019, in connection with the FBS Penn acquisition, the Company issued $28.1 million by way of certain 10% secured notes due to the sellers, with principal payments, together with accrued interest through each such date, due in tranches. $10.6 million in principal was paid on September 30, 2019, $7.5 million in principal was paid on March 9, 2020, $5.0 million in principal was paid on September 9, 2020 and the remaining balance was due on March 9, 2021. The secured notes are secured by Jushi Inc's pledge of the equity Jushi Inc directly and indirectly acquired in the acquisition. The pledge agreement contains standard non-financial covenants. In November 2020, the Company repaid the remaining outstanding principal balance of $5.0 million in full. Refer to Note 21. "Subsequent Events" for further information.

Secured Promissory Notes – FBS Nevada

In July 2019, in connection with the FBS Nevada management services and purchase agreements and the related acquisition of the associated real estate, the Company issued $2.25 million in promissory notes and $0.4 million in other secured notes as part of the consideration. The notes bear interest at 10% per annum. According to the original terms of the $2.25 million in promissory notes, 50% or $1.125 million was paid on the one-year anniversary of issuance in July 2020 and the remaining amount will mature on the second-year anniversary. The $0.4 million note will mature in July 2021 and is secured by the real estate. In connection with these notes, Production Excellence, LLC granted a security interest in all of its assets and JREHNV, LLC granted a second lien priority security interest on certain real property.

Promissory Notes – Dalitso

In September 2019, in connection with the Dalitso acquisition, the Company issued: (i) approximately $2.7 million in 6% promissory notes issued to the sellers maturing September 23, 2021 and convertible at the option of the holders on or prior to the maturity date into Subordinate Voting Shares at a conversion price of $6.00 per share; and (ii) approximately $1.3 million in 9% unsecured notes issued to certain sellers maturing September 23, 2021, with quarterly principal instalments of approximately $34,000 payable together with interest payments. Refer to Note 21. "Subsequent Events".

Secured Promissory Notes – Ohio Provisionally Licensed Holder

In June 2019, the Company entered into a definitive agreement with a provisionally licensed medical marijuana processor in Ohio and issued $1.5 million in 18-month secured sellers' notes as part of the consideration. The notes bear interest at 10% per annum and are payable quarterly, and are subject to acceleration based upon consummation of the closing as defined in the purchase agreement. In connection with these notes, Jushi OH, LLC granted a security interest in all of its assets.

13. SENIOR NOTES AND DERIVATIVE WARRANTS LIABILITY

Details of the carrying amounts of the Company's 10% senior notes due January 15, 2023 ("Senior Notes") and the related liability for the warrants to purchase Subordinate Voting Shares of the Company (the

"Derivative Warrants") as of September 30, 2020 and December 31, 2019 are as follows (in thousands):

	September 30, 2020	December 31, 2019
Senior Notes - Warrant Notes - principal amount	$ 77,520	$ 16,660
Senior Notes - OID Notes - principal amount	5,808	-
Senior Notes - cash received for subscriptions	-	100
Senior Notes - total principal amount and cash received for subscriptions	$ 83,328	$ 16,760
Less:		
Warrant Notes - amount to accrete	(35,932)	(5,493)
OID Notes - amount to accrete	(686)	-
Deferred transaction costs, net	(196)	(531)
Total Senior Notes, carrying amount	$ 46,514	$ 10,736
Derivative Warrants liability	$ 77,919	$ 5,529

The Senior Notes bear interest at 10.0% per annum, payable in cash quarterly.

There are two financing structures associated with the Senior Notes. The first structure is senior secured promissory notes which are issued with warrants to acquire Subordinate Voting Shares of the Company at 75% coverage ("Warrant Notes"). The warrants are issued by the Company in connection with, but are detached from, the Company's issuance of the Senior Notes. The warrants issued to noteholders have an expiration date of December 23, 2024, and an exercise price of US$1.25 (~US$1.58 as of December 31, 2019) (Refer to *Activity for the Three Months Ended June 30, 2020* below for information on the change in exercise price*)*. The warrants may be settled only with cash for the first year following the issuance date but may be net share settled after one year from the issuance date. These warrants are considered derivative instruments ("Derivative Warrants") under IAS 32 *Financial Instruments* ("IAS 32") due to the cashless exercise option contained in the warrant agreements, and certain of these warrants also contain down-round price protection features which also requires liability presentation. Refer to "Derivative Warrants" below for additional information. The second structure is 17% original issue discount senior secured promissory notes with no warrants ("OID Notes").

The Company's obligations under both the Warrant Notes and the OID Notes are secured by the assets of the Company and certain of its Subsidiaries (subject to certain exclusions) and are guaranteed by certain Subsidiaries. The Senior Notes are not convertible, and the Senior Notes and Derivative Warrants may be sold only with the prior consent of the Company; such consent cannot be unreasonably withheld, conditioned or delayed.

A continuity of the Senior Notes, related Derivative Warrants liability and accrued interest on the Senior Notes is as follows (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	Senior Notes	Derivative Warrants Liability	Accrued Interest	Income (Expense)
10% Senior Notes principal amount	$ 16,660	$ -	$ -	$ -
10% Senior Notes - subscription received	100	-	-	-
Fair value of derivative warrant liability	(5,529)	5,529	-	-
Cash based debt issuance costs	(424)	-	-	(211)
Warrants transactions costs	(110)	-	-	(55)
Accretion and amortization expense	39	-	-	(39)
Accrued interest	-	-	40	(40)
Carrying amount as of December 31, 2019	$ 10,736	$ 5,529	$ 40	$ (344)
10% Senior Notes principal amount issued, net	32,185	-	-	-
OID on issuance	(1,735)	-	-	-
Fair value of derivative warrant liability on issuance	(8,914)	8,914	-	-
Debt and warrant modifications	1,953	(1,954)	(31)	69
Cash based debt issuance costs	(136)	-	-	(32)
Warrants transactions costs	110	-	-	(163)
Accretion and amortization expense	732	-	-	(732)
Interest expense	-	-	1,074	(1,074)
Interest paid in cash	-	-	(1,084)	-
Fair value adjustment for derivative warrant liability	-	(2,587)	-	2,587
Carrying amount as of March 31, 2020	$ 34,930	$ 9,901	$ -	$ 655
Interest accrued	-	-	1,263	(1,263)
Interest paid in cash	-	-	(1,224)	-
10% Senior Notes principal amount issued	10,300	-	-	-
Fair value of warrant liability on issuance date	(4,532)	4,532	-	-
Cash based debt issuance costs	(143)	-	-	(132)
Warrants transactions costs	-	-	-	(105)
Accretion and amortization expense	1,086	-	-	(1,086)
Fair value adjustment for derivative warrant liability	-	3,748	-	(3,748)
Debt and warrant modifications	(5,761)	5,527	-	235
Cash subscriptions received	6,050	-	-	-
Carrying amount as of June 30, 2020	$ 41,930	$ 23,709	$ 39	$ (5,444)
Interest accrued	-	-	1,978	(1,978)
Interest paid in cash	-	-	(2,017)	-
10% Senior Notes principal amount issued	18,960	-	-	-
Fair value of warrant liability on issuance date	(16,798)	16,798	-	-
Cash based debt issuance costs	(58)	-	-	(130)
Warrants transactions costs	-	-	-	(18)
Accretion and amortization expense	2,830	-	-	(2,830)
Fair value adjustment for derivative warrant liability	-	36,888	-	(36,888)
Debt and warrant modifications	(350)	606	-	(256)
Warrant exercises	-	(82)	-	-
Carrying amount as of September 30, 2020	$ 46,514	$ 77,919	$ -	$ (47,544)

Coupon interest expense, accretion, amortization and amounts expensed for debt issuance costs are all included in interest expense in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income. Accrued interest payable is included in accrued liabilities in the condensed unaudited interim statements of financial position. Refer to Note 10. “Accrued Expenses and Other Current

Liabilities". The debt and warrants modification adjustments are included in net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income.

Activity for the Three Months Ended September 30, 2020

New Senior Notes Issued

During the three months ended September 30, 2020, the Company issued $25.0 million in Senior Notes (including $6.1 million issued for subscriptions received in June 2020) and issued 15.0 million Derivative Warrants (excluding broker warrants) in connection with the upsizing and closing of the second tranche of the Company's debt offering (a private placement), which second tranche was announced in June 2020 ("Tranche 2"). Refer to *Activity for the Three Months Ended June 30, 2020* below for additional information on Tranche 2.

The Company recorded a derivative liability related to the 15.0 million Derivative Warrants issued during the three months ended September 30, 2020, in the amount of $16.8 million upon their issuance, which was based on the estimated fair values of the Derivative Warrants at the dates of grant. The residual consideration was allocated to the Senior Notes liability. Refer to *Derivative Warrants* below for details of the methods and assumptions used in calculating the fair values of the Derivative Warrants.

Modifications and Extinguishments - Offering Documents Extinguishments and New Issuances

As a result of Most Favored Nation ("MFN") clauses in certain of the Tranche 1 Senior Notes holders' offering documents, in June 2020, those certain investors were offered to either retain their current offering documents, including the Senior Notes, and warrants, if applicable, with an unmodified MFN clause and continued down-round price protection ("Option 1"); or they could elect to exchange their offering documents for the new offering documents with revised terms including an increased number of warrants based on 75% warrant coverage with a strike price of $1.25; but with a substantially narrowed MFN and no down-round price protection going forward ("Option 2").

During July 2020, the remainder of the Tranche 1 Senior Notes holders, who had not previously responded during June 2020, responded with their selections. Certain Tranche 1 Senior Notes holders accepted Option 2 to exchange their Senior Notes and warrants, or their OID Notes, for the new offered terms, and as a result the Company was obligated to modify the offering documents as follows:

(a) OID Note Holders

As a result of the July 2020 selection of Option 2 by an OID Note Holder, $0.6 million principal amount of OID Notes were extinguished and replaced with $0.5 million principal amount of Warrant Notes and 0.3 million warrants. The Company determined that these modifications were substantial and qualified as an accounting extinguishment as a result of the change to the MFN, a greater than 10% change to the principal amount of the debt and the addition of warrants, and therefore the exchanges were accounted for as accounting extinguishments of the original financial liability and the recognition of new financial liabilities.

The difference between the extinguished carrying value of the OID Notes of $0.5 million, and the total new fair value of $0.5 million for the replacement Warrants Notes (fair value of $0.3 million) and the new 3.0 million Derivative Warrants (fair value of $0.2 million), was a gain of $13 thousand and is included in the net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income.

(b) Warrant Note Holders

For the three months ended September 30, 2020, the Company issued an additional 0.5 million warrants as a result of the election of Option 2 by the Warrant Note holders in July 2020. The Company determined that these modifications were substantial and qualified as an accounting extinguishment under IFRS 9 *Financial Instruments* ("IFRS 9") as a result of the change to the MFN and the removal of the down-round price protection for the Derivative Warrants, and therefore the exchanges were accounted for as accounting extinguishments of the original financial liabilities and the recognition of new financial liabilities.

The difference between the previous carrying value of the Warrant Notes and existing related Derivative Warrants liabilities of $3.9 million (Warrants Notes $2.5 million and Derivative Warrants $1.4 million), and the total new fair value of $3.7 million for the replacement Warrant Notes (fair value of $1.9 million) and new total Derivative Warrants (fair value of $1.8 million), was a gain of $0.2 million and is included in net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income.

Additionally, during the three and nine months ended September 30, 2020, the Company expensed previously deferred financing costs of $0.5 million related to Tranche 1 which had been included in the net carrying amount of the Senior Notes as of December 31, 2019.

Subsequent to all Option 2 elections made by the Warrant Notes holders in June and July of 2020, only 6.1 million Derivative Warrants are subject to the downward price protection.

Activity for the Three Months Ended June 30, 2020

New Senior Notes Issued

During the three months ended June 30, 2020, the Company issued $10.3 million in Senior Notes and issued 5.6 million Derivative Warrants (excluding broker warrants) in connection with the second tranche of the Company's debt offering (a private placement), which second tranche was announced in June 2020 ("Tranche 2"). Of the total amount of Senior Notes and Derivative Warrants issued during the three months ended June 30, 2020, $2.0 million of Senior Notes and 0.6 million Derivative Warrants were issued in connection with the Agape acquisition. Refer to Note 8. "Business Combinations and Asset Acquisitions". In addition, as of June 30, 2020, the Company had received $6.1 million in cash subscriptions, for which the Senior Notes and related Derivative Warrants were issued in July 2020.

As of June 30, 2020, the Company had also received non-binding indications of interest and subsequent to June 30, 2020, the Company received the cash and closed on these and additional subscriptions, bringing the total for Tranche 2 to approximately $33.3 million.

The Senior Notes issued in connection with Tranche 2 rank pari passu with the Senior Notes issued in connection with the first tranche of the Company's debt offering (a private placement) announced in December 2019 ("Tranche 1").

The Tranche 2 Senior Notes holders received warrants to acquire subordinate voting shares of the Company at 75% coverage with an expiry date of December 23, 2024, at a fixed exercise price equal to $1.25. The

Derivative Warrants are considered derivative instruments under IAS 32 due to the cashless exercise option contained in the warrant agreements. The Company recorded a derivative liability related to the 5.6 million Derivative Warrants issued during the three months ended June 30, 2020, in the amount of $4.5 million upon their issuance, which was based on the estimated fair values of the Derivative Warrants at the dates of grant. The residual consideration was allocated to the Senior Notes liability. Refer to *Derivative Warrants* below for details of the methods and assumptions used in calculating the fair values of the Derivative Warrants.

Modifications and Extinguishments

(i) *Down-Round Warrant Exercise Price Adjustment*

As a result of the issuance of the Tranche 2 warrants at an exercise price equal to $1.25, the warrants associated with the Tranche 1 Senior Notes were adjusted down to an exercise price of $1.25 because they contained a down-round price protection feature. This resulted in a loss on modification of $1.0 million and is included in net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income.

(ii) *Offering Documents Extinguishments and New Issuances*

As a result of Most Favored Nation ("MFN") clauses in certain of the Tranche 1 Senior Notes holders' offering documents, in June 2020, those certain investors were offered to either retain their current offering documents, including the Senior Notes, and warrants, if applicable, with an unmodified MFN clause and continued down-round price protection ("Option 1"); or they could elect to exchange their offering documents for the new offering documents with revised terms including an increased number of warrants based on 75% warrant coverage with a strike price of $1.25; but with a substantially narrowed MFN and no down-round price protection going forward ("Option 2").

As of June 30, 2020, various Tranche 1 Senior Notes holders had responded with their selection of Option 2 to exchange their Senior Notes and warrants, or their OID Notes, for the new offered terms, and as a result the Company was obligated to modify the offering documents as follows:

a. OID Note Holders

As a result of the June 2020 selection of Option 2 by certain OID Note Holders, $5.8 million principal amount of OID Notes were extinguished and replaced with $5.0 million principal amount of Warrant Notes and 3.0 million warrants. The Company determined that these modifications were substantial and qualified as an accounting extinguishment as a result of the change to the MFN, a greater than 10% change to the principal amount of the debt and the addition of warrants, and therefore the exchanges were accounted for as accounting extinguishments of the original financial liabilities and the recognition of new financial liabilities.

The difference between the extinguished carrying value of the OID Notes of $5.1 million, and the total new fair value of $5.0 million for the replacement Warrants Notes (fair value of $2.5 million) and the new 3.0 million Derivative Warrants (fair value of $2.5 million), was a gain of $0.1 million and is included in the net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income .

b. Warrant Note Holders

As of June 30, 2020, the Company was obligated to issue an additional 2.5 million warrants as a result of the election of Option 2 by the Warrant Note holders. The Company determined that these modifications were substantial and qualified as an accounting extinguishment under IFRS 9 as a result of the change to the MFN and the removal of the down-round price protection for the Derivative Warrants, and therefore the exchanges were accounted for as accounting extinguishments of the original financial liabilities and the recognition of new financial liabilities. The difference between the previous carrying value of the Warrant Notes and existing related Derivative Warrants liabilities of $21.1 million (Warrants Notes $13.3 million and Derivative Warrants $7.8 million), and the total new fair value of $20.0 million for the replacement Warrant Notes (fair value of $10.1 million) and new total Derivative Warrants (fair value of $9.9 million), was a gain of $1.1 million and is included in net other expense in the condensed unaudited interim statements of operations and comprehensive (loss) income.

Activity for the Three Months Ended March 31, 2020

During the first quarter of 2020, the Company issued $32.3 million in Senior Notes (including $0.1 million issued for a subscription received in December 2019) and issued 10.0 million warrants in connection with the upsizing and closing of Tranche 1. These Senior Notes and Warrants issued are net of amounts cancelled or voided as a result of Warrant Notes exchanged for OID Notes. For the three months ended March 31, 2020, the Company recorded an initial Derivative Warrants liability for the warrants issued during the three months ended March 31, 2020, net of the warrants that were cancelled in exchanges for OID Notes of $2.0 million, of approximately $7.0 million, which was based on the estimated fair value of the Warrants at the date of grant. The residual consideration was allocated to the Senior Notes liability. The OID Notes were initially recorded at the cash amount received and are being accreted to the principal amount using the effective interest rate method.

Of the total principal amount of Senior Notes issued during the first quarter of 2020, $9.6 million principal amount (which equaled the total fair value of Senior Notes and Derivative Warrants issued) related to debt which was assumed in the TGS Transaction and was exchanged for Warrant Notes with a slightly different redemption right and warrant vesting terms (both subject to an unrelated contingency) and $2.0 million principal amount of Warrant Notes (which equaled the total fair value of Senior Notes and Derivative Warrants issued) were issued in connection with the TGS NCI Acquisition. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional details on the TGS Transaction and the TGS NCI Acquisition.

In January 2020, $0.5 million of Warrant Notes that had been issued in December 2019 were exchanged for OID Notes of $0.6 million in January 2020, and the related 0.2 million Warrants that were issued in December 2019 were voided. In addition, Warrant Notes of $5.0 million that were issued in January 2020 were subsequently also exchanged for OID Notes of $5.8 million in January 2020, and the related 2.4 million warrants that were issued in connection with the Warrant Notes were also voided. The notes exchanged were determined to have substantially different terms as a result of the cancellation of the Warrants and therefore the exchanges were accounted for as an accounting extinguishment of the original financial liabilities and the recognition of new financial liabilities. The difference in the fair values of the new OID Notes of $5.5 million and the carrying amounts of the extinguished Warrants Notes of $3.6 million and the derivative warrants liability of $2.0 million was $0.1 million. The adjustment for the debt and warrants modifications of $0.1 million is included in net other expense in the condensed unaudited interim consolidated financial statements of operations and comprehensive (loss) income.

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

Activity for the Year Ended December 31, 2019

During the month and year ended December 31, 2019, the Company issued $16.66 million of Senior Notes and 7.7 million Derivative Warrants and received cash proceeds of $16.76 million, as part of Tranche 1. On December 31, 2019, $0.1 million of cash subscriptions were received after close of business and the related senior note was issued in January 2020. At initial recognition as of December 23, 2019, the Company had recorded a derivative liability related to the Derivative Warrants of $5.5 million, which was based on the estimated fair value of the Derivative Warrants at the date of grant.

Derivative Warrants

As of September 30, 2020 and December 31, 2019, there were 44,267,892 and 7,392,157 Derivative Warrants outstanding, respectively, which had been issued to Senior Notes holders.

The Derivative Warrants are considered derivative instruments under IAS 32 due to the cashless exercise option contained in the warrant agreements. In addition, certain of the Derivative Warrants also contain down-round price protection features. In accordance with IFRS, a contract to issue a variable number of equity shares or variable value fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the condensed interim consolidated statement of operations and comprehensive (loss) income at each period-end. The derivative liabilities will ultimately be converted into the Company's equity (Subordinate Voting Shares) when the Derivative Warrants are exercised and will not result in the outlay of any additional cash by the Company. The derivative warrant liabilities are classified as long-term liabilities.

The estimated fair value of the Warrants is measured at each reporting period and an adjustment is reflected in fair value changes in derivative warrants in the statements of operations and comprehensive income (loss). The estimated fair value of the derivative warrants was determined using the Black-Scholes option-pricing model and the Monte Carlo simulation model taking into account the fair value of the Company's Subordinate Voting Shares on the valuation dates and into the future encompassing a wide range of possible future market conditions. These are Level 3 recurring fair value measurements. The assumptions used in the calculations at the time of grant and measurement for the nine months ended September 30, 2020 included the following:

	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2020
Stock price	$1.21 -$2.44	$1.02 - $2.44
Risk-free annual interest rate	0.11% - 0.31%	0.11% - 1.74%
Range of estimated possible exercise price	$0.02 - $1.25	$0.01 - $1.58
Volatility	80% - 85%	75% - 85%
Remaining life	4.2 - 4.5 years	4.2 years - 5 years
Forfeiture rate	0%	0%
Expected annual dividend yield	0%	0%

Volatility was estimated by using a weighting of the average historical volatility of comparable companies from a representative peer group of publicly traded cannabis companies and the Company volatility. The risk-free interest rate for the expected life of the Warrants was based on the yield available on government benchmark bonds with an approximate equivalent remaining term at the time of the grant. The expected life is based on the contractual term. If any of the assumptions used in the calculation were to increase or decrease, this could result in a material or significant increase or decrease in the estimated fair value of the derivative liability. For example, the following table illustrates an increase or decrease in certain significant assumptions as of September 30, 2020:

	Input	Effect of 10% Increase	Effect of 10% Decrease
		(in $000s)	*(in $000s)*
Stock price	$ 2.44	$ 10,669	$ (8,492)
Volatility	80%	$ 2,838	$ (2,348)

Debt Issuance Costs

All cash-based debt issuance costs relating to OID Notes are deferred, whereas cash-based debt issuance costs relating to the Warrant Notes are allocated to the Senior Notes and to the Derivative Warrants liability based on their relative fair values. Debt issuance costs that are allocated to the Derivative Warrants liability are expensed as incurred and are reported within interest expense in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income, whereas debt issuance costs allocated to the Senior Notes are deferred and amortized over the life of the Senior Notes.

In addition, the Company may incur equity-based debt issuance costs for brokers, which are issued for services and are therefore classified as equity under IFRS 2 *Share-Based Payment.*

Optional and Mandatory Redemption

The Senior Notes may be prepaid or redeemed by the Company in whole or in part, only as follows:

(i) Optional Redemptions

A redemption may by initiated by the Company at any time upon 3 days written notice and may redeem all or any portion of the Senior Notes at par plus accrued interest plus a premium equal to (i) 10% of the aggregate principal amount of the Senior Notes being redeemed prior to the first anniversary of the issue date, or (ii) 5% of the aggregate principal amount of the Senior Notes being redeemed on or after the first anniversary of the issue date but prior to the second anniversary of the issue date. The Company (at its option) may redeem all or any portion of the 2019 Senior Secured Notes at par plus accrued interest (without any premium) on or after the second anniversary of the date of issuance.

In addition, prior to the twelve month anniversary of the issue date, the Company may redeem all or any portion of the Senior Note with up to 33% of the net proceeds received by the Company or any of its subsidiaries (including the Guarantors) from any equity offerings at a redemption price equal to par plus accrued interest plus a premium equal to 1% of the aggregate principal amount of the Senior Note being redeemed.

(ii) Mandatory Redemptions

Following the twelve month anniversary of the issue date, the Company shall repurchase the Senior Notes using 33% of the net proceeds from any equity offerings by the Company or any of its subsidiaries (including the Guarantors), at a purchase price equal to par plus accrued but unpaid interest (no premiums).

The Company shall offer to repurchase the Senior Notes at par plus accrued interest with 100% of the net cash proceeds resulting from: i) non-ordinary course sales or other dispositions of assets consummated by the Company or any subsidiary, and/or; ii) as a result of casualty or condemnation as described in the Senior Note agreement, subject to certain limitations, including Permitted Reinvestments during a two-year Reinvestment Period, both as defined in the Senior Note agreement and/or; iii) change of control – if a change of control transaction pursuant to which the Company receives all cash or liquid securities prior to the Maturity Date, at the election of the Holder, the Company shall prepay the Senior Note by paying the holder 101% of the principal amount of this note plus all accrued but unpaid interest.

In addition to the mandatory redemptions described above, certain Warrant Notes issued during January 2020 totaling $11.0 million may be redeemed by the holder(s) following the 18-month anniversary of the issue date subject to an unrelated contingency of the holder(s).

Guarantees and Seniority

The Company's obligations under the Senior Notes are secured by certain assets of the Company and certain Subsidiaries (subject to certain exclusions) and are guaranteed by certain Subsidiaries (the "Guarantors").

Default Provisions

The Senior Notes agreement provides for customary events of default, as well as customary remedies upon an event of default as defined in the Senior Notes agreement ("Event of Default"), including acceleration of repayment of outstanding amounts. In addition, automatically upon the occurrence and during the continuance of an Event of Default, the interest rate accruing on the outstanding principal amount of the Note shall be 3% more than the rate otherwise payable under the Senior Notes.

Covenants

The Senior Notes are subject to certain customary non-financial provisions and covenants. The covenants, among other things, generally limit the ability of the Company and certain of its subsidiaries, subject to certain exceptions, to (i) incur certain additional debt; (ii) pay dividends or make distributions from certain subsidiaries; (iii) sell certain assets; and (iv) effect certain transactions including mergers. As of September 30, 2020 and December 31, 2019, the Company was in compliance with all provisions and covenants.

Related Parties

In connection with Tranche 2 of the Company's debt offering, insiders and founders subscribed for approximately $5 million, of which Jushi Chairman & CEO Jim Cacioppo, and entities he controls, subscribed for $1.5 million. In connection with the Tranche 1 of the Company's debt offering, insiders and founders subscribed for $18.5 million, of which Jim Cacioppo, and entities he controls, led the subscription with $10 million. The participation of the insiders of the Company in the debt offering constituted related party transactions.

14. EQUITY

(a) Authorized

As of September 30, 2020, the authorized share capital consists of common shares with an unlimited number of Subordinate Voting Shares ("SVS"), an unlimited number of Multiple Voting Shares ("MVS"), and an unlimited number of Super Voting Shares ("SV"). Super Voting Shares carry 1,000 votes per share and are convertible into 100 Subordinate Voting Shares per share. Multiple Voting Shares carry 10 votes per share and are convertible into 1 Subordinate Voting Share per share.

(b) Issued and Outstanding

Refer to the condensed unaudited interim consolidated statements of changes in equity for a reconciliation of the beginning and ending amounts of the issued and outstanding shares and the related share capital and share reserves.

(i) Restricted Stock Grants

Refer to Note 15. "Share-Based Compensation" for details of restricted stock grants.

(ii) Stock Options

Refer to Note 15. "Share-Based Compensation" for details on stock options.

(iii) Warrants

Each whole Super Voting warrant, each Multi-Voting warrant, and each Subordinate Voting warrant, entitles the holder to purchase one Super Voting Share, one Multi-Voting Share and one Subordinate Voting Share, respectively.

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

The following table summarizes the warrants outstanding as of September 30, 2020:

Security Issuable	Exercise Price	Number of Warrants		Expiration Date
Super Voting Shares	$ 0.50	13,750	(1)(7)	June 6, 2029
Super Voting Shares	$ 1.00	149,000	(2)(7)	June 6, 2029
Total Super Voting Shares		162,750		
Multiple Voting Shares	$ 0.50	2,750,000	(1)(7)	June 6, 2029
Multiple Voting Shares	$ 1.00	4,000,000	(2)(7)	June 6, 2029
Total Multiple Voting Shares		6,750,000		
Subordinate Voting	$ 2.00	750,000	(1)	November 10, 2020
Subordinate Voting	$ 2.00	100,000	(4)	March 24, 2021
Subordinate Voting	$ 2.00	17,504,542	(2)(7)(8)	June 6, 2021
Subordinate Voting	$ 2.00	1,000,000	(5)(7)	June 6, 2021
Subordinate Voting	$ 2.25	1,000,000	(2)(7)(8)	June 6, 2021
Subordinate Voting	$ 2.75	943,328	(1)	June 6, 2021
Subordinate Voting	$ 3.00	4,040,000	(2)(7)(8)	June 6, 2021
Subordinate Voting	$ 1.50	325,000	(6)	September 27, 2023
Subordinate Voting	$ 1.50	750,000	(1)	March 18, 2024
Subordinate Voting	$ 1.35	990,000	(1)(7)(8)	June 6, 2029
Subordinate Voting	$ 1.50	155,958	(1)	January 1, 2029
Subordinate Voting	$ 2.00	1,500,000	(1)	April 17, 2029
Subordinate Voting	$ 0.50	687,500	(1)(7)	June 6, 2029
Subordinate Voting	$ 1.00	1,850,000	(2)(7)	June 6, 2029
Subordinate Voting	$ 3.00	1,047,500	(3)(8)	September 23, 2021
Subordinate Voting	$ 1.47	100,000	(1)	February 6, 2023
Subordinate Voting	$ 1.35	350,000	(1)	February 2, 2022
Subordinate Voting	$ 1.58	79,179	(1)	January 15, 2022
Subordinate Voting	$ 1.58	303,374	(1)	December 23, 2021
Subordinate Voting	$ 1.47	75,000	(1)	January 30, 2022
Subordinate Voting	$ 1.25	199,200	(1)	June 22, 2022
Subordinate Voting	$ 1.25	44,267,892	(9)	December 23, 2024
Subordinate Voting	$ 1.31	200,000	(1)	July 17, 2022
Subordinate Voting	$ 1.25	23,160	(1)	July 30, 2022
Total Subordinate Voting Shares		78,241,633		
Total warrants		85,154,383		

(1) Issued for services rendered, including broker warrants issued in connection with the 10% Senior Notes. The fair value of these warrants was determined using the Black-Scholes option-pricing model, which is determined to provide a reliable estimate of the fair value of goods or services received.

(2) Issued with the sale of stock.

(3) Issued in 2019 in connection with an acquisition.

(4) Issued in 2019 in connection with the agreement which provided an option to acquire certain cannabis licenses which were in the application phase.

(5) Issued 1,000,000 warrants in 2018 in connection with the sale of notes receivable.

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

(6) Issued in 2018 in connection with a contemplated financing.
(7) Subject to exercise trigger/liquidity event noted below.
(8) Subject to accelerated expiration or forced exercise noted below.
(9) Issued in connection with the 10% Senior Notes. Refer to Note 13. "Senior Notes and Derivative Warrants Liability". These warrants represent a derivative liability and are therefore not classified as equity in the statement of financial position. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for further details.

As of September 30, 2020, warrants issued and outstanding have a weighted-average remaining contractual life of 3.7 years (on a non-converted basis). As of September 30, 2020, 82.5 million warrants are exercisable. Certain warrants may be net share settled.

Several of the warrants contain terms under which the Company can force exercise and many of the warrants contain terms under which the Company can accelerate the expiration date following a liquidity event if the volume weighted average price for any 20 consecutive trading days equals or exceeds a certain per share price. Refer to Note 21. "Subsequent Events".

In addition, the majority of the warrants issued prior to the RTO in 2019 have expiration dates that are subject to certain terms described in the warrant agreements. Specifically, many of the warrants have an expiration date that did not start until there was an exercise trigger/liquidity event. For this purpose, an exercise trigger/liquidity event is an amalgamation, share exchange, merger, plan or arrangement, or other form of business combination pursuant to which the Company's Common Stock (or the common shares of the resulting issuer) becomes listed on the Canadian Securities Exchange or any other securities exchange. The RTO transaction completed on June 6, 2019 qualified as an exercise trigger/liquidity event.

A reconciliation of the beginning and ending balances of the warrants outstanding (on a non-converted basis) is as follows:

	Number of Warrants	Weighted - Average Exercise Price
Balance as of December 31, 2019 (1)(2)(3)	50,966,619	$ 1.75
Granted (3)(4)	40,767,441	1.25
Exercised (5)	(404,851)	1.27
Cancelled or voided (4)(6)	(6,174,826)	1.60
Balance as of September 30, 2020 (1)(2)	85,154,383	$ 1.53

(1) Number of outstanding warrants on an as-converted basis was 101,266,633 and 67,078,869 as of September 30, 2020 and December 31, 2019, respectively. The 162,750 outstanding warrants for Super Voting Shares equal 16,275,000 warrants on an as-converted basis. Refer to table above for details of warrants outstanding.

(2) Includes 44,267,892 derivative warrants as of September 30, 2020 which were issued to the 10% Senior Notes holders and which have an exercise price of $1.25. Includes 7,392,157 derivative warrants as of December 31, 2019 which were issued to the 10% Senior Notes holders and which had an exercise price of ~$1.58, which price was subsequently adjusted during the second quarter of 2020. These warrants represent a derivative liability and are therefore not classified as equity in the statement of financial position. Refer to Note 13. "Senior Notes and Derivative Warrants Liability".

(3) The balance as of December 31, 2019 excluded 200,000 Jushi Inc warrants held in escrow that were transferred into 200,000 Jushi Holdings Inc. Subordinate Voting Warrants during the first quarter of 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions".

(4) Includes 2,375,372 warrants that were issued in 2020 in connection with the issuance of Warrant Notes and subsequently voided when the Warrant Notes were exchanged for OID Notes. Refer to Note 13. "Senior Notes and Derivative Warrants Liability". Refer to "*2020 Grants*" below for details of warrants granted during the nine months ended September 30, 2020.

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

(5) During the nine months ended September 30, 2020, warrants to purchase 404,851 subordinate voting shares were exercised for total aggregate proceeds of $0.5 million. The weighted average share price as of the dates of exercised was $2.22.

(6) Includes 237,537 derivative warrants that were issued in connection with Warrant Notes during the year ended December 31, 2019 and subsequently voided during the first quarter of, 2020 when the Warrant Note was exchanged for an OID Note. In addition, amounts cancelled for the nine months ended September 30, 2020 includes the cancellation of 2,500,000 warrants returned in the TGS Transaction. Refer to Note 8. "Business Combinations and Asset Acquisitions".

2020 Grants

During the third quarter of 2020, in connection with the issuance of Warrant Notes and Option 2 modifications, the Company issued 21,266,738 derivative warrants to purchase Subordinate Voting Shares with an exercise price of $1.25 per share. During the second quarter of 2020, in connection with the issuance of the Warrant Notes, the Company issued 5,613,433 derivative warrants to purchase Subordinate Voting Shares with an exercise price of $1.25 per share. During the first quarter of 2020, in connection with the issuance of the Warrant Notes, the Company issued 10,285,359 derivative warrants to purchase Subordinate Voting Shares with an exercise price of ~$1.58 per share, which exercise price was changed to $1.25 during the second quarter of 2020. Refer to Note 13. "Senior Notes and Derivative Warrants Liability". In addition, 2,375,372 warrants were issued in the first quarter of 2020 in connection with the issuance of Warrant Notes and subsequently voided when the Warrant Notes were exchanged for OID Notes. Of the total derivative warrants issued and not voided during the nine months ended September 30, 2020, 2,508,393 of the warrants are subject to vesting restrictions and 950,148 were issued in connection with the Warrant Notes issued for the TGS NCI buyout, 200,000 were issued in connection with the TGS Transaction and 633,433 were issued in connection with the Warrant Notes issued for the Agape acquisition. Refer to Note 8. "Business Combinations and Asset Acquisitions".

In addition, the Company issued 326,539 warrants for broker services rendered in connection with the issuance of 10% Senior Notes. The expense relating to these awards is included in interest expense in the condensed unaudited interim consolidated financial statements of operations and comprehensive (loss) income. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for additional details on the 10% Senior Notes.

During the nine months ended September 30, 2020, the Company issued 700,000 warrants for consulting or other services with exercise prices ranging from $1.31-$2.00, excluding the broker warrants issued in connection with the 10% senior notes. The weighted average per share grant date fair value for these warrants was $0.31. The fair value of these warrants was determined using the Black-Scholes option-pricing model. The following assumptions were used for the calculations at the time of issuance or grant of the warrants issued for services:

	For the Nine Months Ended September 30, 2020
Stock price	$0.71 -$1.38
Risk-free annual interest rate	0.14% - 1.47%
Expected annual dividend yield	nil
Expected stock price volatility	80% - 85%
Expected life of warrants	1 - 2 years

Volatility was estimated by using a weighting of the average historical volatility of comparable companies from a representative peer group of publicly traded cannabis companies and the Company volatility. The expected life in years represents the period of time that warrants issued are expected to be outstanding. The risk-free rate is based on U.S. Treasury bills with a remaining term equal to the expected life of the warrants. The Company currently does not anticipate paying dividends in the foreseeable future and as a result, the expected annual dividend yield is assumed to be 0%.

15. SHARE-BASED COMPENSATION

A summary of all share-based compensation expense for the three and nine months ended September 30, 2020 and 2019, is as follows (in thousands):

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Stock options	$ 384	$ 561	$ 1,350	$ 1,816
Restricted stock grants	785	969	2,177	1,288
Warrants	104	291	276	648
Total share-based compensation expense	$ 1,274	$ 1,821	$ 3,804	$ 3,752

The expense related to the broker warrants from the Company's recent debt offerings is included in interest expense in the condensed unaudited interim consolidated statements of operations and comprehensive (loss) income. Refer to Note 14. "Equity" for additional details.

Equity Incentive Plan

Under the Company's equity incentive plan, as amended (the "Plan"), non-transferable options to purchase Subordinate Voting Shares and restricted Subordinate Voting Shares of the Company may be issued to directors, officers, employees, or consultants of the Company. The Plan was amended during the second quarter of 2020 to (i) allow for the previously-intended favorable income tax treatment accorded to incentive stock options and (ii) clarify the maximum number of Subordinate Voting Shares that may be issued by the Company pursuant to such plan. As of September 30, 2020, the maximum number of incentive plan awards, and the number of incentive stock option awards remaining that is available for issuance under the 2019 Plan was 1.4 million, and an additional 2.1 million was available for certain new hires.

(a) Stock Options

The stock options issued by the Company are options to purchase Subordinate Voting Shares of the Company. All stock options issued have been issued to employees of certain subsidiaries of the Company under the Company's Plan. Such options generally expire in ten years from the date of grant and generally have the following vesting conditions: 1/3 of the options vest on each anniversary of the grant date. The options may be net share settled.

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

A reconciliation of the beginning and ending balance of stock options outstanding is as follows:

	Number of Stock Options		Weighted-Average Per Share Exercise Price
Issued and outstanding as of December 31, 2019	9,061,333		$ 1.89
Granted	487,500	(1)	$ 1.58
Forfeited or expired	(458,333)		$ 1.74
Issued and outstanding as of September 30, 2020	9,090,500		$ 1.88
Exercisable as of September 30, 2020	2,739,332		$ 1.92

1) The weighted-average per share grant date fair value was $1.07 for the nine months ended September 30, 2020.

The following table summarizes the issued and outstanding stock options as of September 30, 2020:

Expiration Date	Stock Options Outstanding		Exercise Price	Stock Options Exercisable
May 1, 2021	5,000		$ 3.00	5,000
May 25, 2028	150,000		$ 1.00	100,000
October 12, 2028	570,000		$ 1.35	190,000
December 1, 2028	200,000		$ 1.35	66,667
April 17, 2029	6,488,000	(1)	$ 2.00	2,162,667
June 7, 2029	355,000		$ 2.75	118,333
September 3, 2029	275,000		$ 1.80	91,665
December 2, 2029	560,000		$ 1.26	5,000
February 14, 2030	150,000		$ 1.36	-
May 15, 2030	30,000		$ 0.91	-
June 19, 2030	67,500		$ 1.28	-
August 8, 2030	240,000		$ 1.88	-
	9,090,500			2,739,332

(1) Includes 5,098,000 of stock options issued to key senior management of the Company under the Company's Plan.

In determining the amount of share-based compensation expense related to options issued, the Company used the Black-Scholes option-pricing model to establish the measurement date fair value of stock options granted during the period. The following assumptions were applied at the time of grant:

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	For the Nine Months Ended September 30, 2020
Stock price	\$0.91 - \$1.87
Risk-free annual interest rate	0.26% -1.47%
Expected annual dividend yield	0%
Volatility	80% -85%
Expected life of stock options	5 - 6 years
Forefeiture rate	0%

Volatility was estimated by using a weighting of the average historical volatility of comparable companies from a representative peer group of publicly traded cannabis companies and the Company volatility. The expected life in years represents the period of time that stock options issued are expected to be outstanding, using a simplified method. The risk-free rate is based on U.S. Treasury bills with a remaining term equal to the expected life of the options. The Company does not anticipate paying dividends in the foreseeable future. As a result, the expected annual dividend yield is expected to be 0%.

As of September 30, 2020, stock options outstanding have a weighted-average remaining contractual life of 8.6 years.

(b) Restricted Stock Grants

The Company grants restricted Subordinated Voting Shares to former owners of acquired businesses or assets, independent directors, management, consultants and other employees. A continuity for the nine months ended September 30, 2020 is as follows:

	Number of Restricted Subordinate Voting Shares
Unvested restricted stock as of December 31, 2019	3,539,285
Granted	4,753,616
Cancelled	(166,667)
Vested	(1,085,117)
Unvested restricted stock as of September 30, 2020	7,041,117

2020 Grants

During the third quarter of 2020, the Company issued 3,674,325 restricted shares to employees with a weighted average grant date fair value of \$2.43 of which 3,595,855 will vest one-third on each anniversary of the vesting start date and 78,470 will be fully vested on the completion of one year from the vesting start date. Refer to Note 21. "Subsequent Events".

In May and June 2020, the Company issued 578,330 restricted shares to employees with a weighted average grant date fair value of \$1.21, of which 26,005 will vest one-third on each anniversary of the vesting start date and 552,325 will be fully vested on the completion of one year from the vesting start date.

In accordance with the terms of the Advisory and Consulting Agreement and the Data Purchase Agreement related to the MEND transaction completed in November 2018, in January 2020 the Company issued 242,248 restricted shares with a grant date fair value of $1.29 and a three-year vesting period to Dr. Mechtler and another former owner of MEND for services rendered.

Of the total restricted shares issued during the three and nine months ended September 30, 2020, 185,184 and 258,713 restricted shares were granted to independent directors of the board, respectively with weighted average grant date fair values of $2.45 and $2.14, respectively and will vest on the one-year anniversaries of the grant dates.

The fair value of restricted stock grants is based on the closing price of the subordinate voting shares of the Company on the grant date.

16. INCOME TAXES

The Company is subject U.S. federal taxation and is also subject to income taxes in various state jurisdictions, all with varying tax rates. During the nine months ended September 30, 2020, there were no material changes to the statutory tax rates in the taxing jurisdictions where the majority of the Company's income for tax purposes was earned, or where its temporary differences or losses are expected to be realized or settled. During the nine months ended September 30, 2020, the Company's deferred tax liabilities were impacted by (1) the TGS Transaction, including receipt of the Organigram shares, (2) the receipt of the Cresco Notes, shares and warrants, and certain sales thereof, and (3) the PAMS Transaction.

Internal Revenue Code ("IRC") Section 280E denies, at the US federal level, deductions and credits attributable to a trade or business trafficking in controlled substances. Case law shows that "cost of goods sold" has been permitted as a deduction in determining taxable income. Certain subsidiaries of the Company with medical and recreational cannabis operations are subject to IRC Section 280E, for those subsidiaries, the Company's US tax is based on gross receipts less cost of goods sold.

The Company's 2019 tax returns benefited from not applying IRC Section 280E to certain entities of the consolidated group either due to the entity not yet starting operations or because the entity had a separate trade or business that was not medical or recreational cannabis operations. During the three months ended September 30, 2020, the Company determined that it is not probable that certain tax positions taken in the 2019 income tax returns would be sustained under IFRIC *23 Uncertainty over Income Tax Treatments*. As a result, income tax liabilities of $1.9 million recorded in 2019, which applied IRC Section 280E, will remain on the balance sheet as uncertain tax liabilities.

The CARES Act

On March 27, 2020 the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted in response to the COVID-19 pandemic. The CARES Act did not have a material effect on the Company's condensed unaudited interim consolidated financial statements. The Company will continue to monitor future developments and interpretations for further impacts.

17. NON-CONTROLLING INTERESTS

The following table presents the summarized condensed interim unaudited financial information as of and for the nine months ended September 30, 2020 for the Company's subsidiaries that have non-controlling interests. This information represents amounts before intercompany eliminations (in thousands):

	Dalitso	Jushi Europe	Agape	Other Non-Material Interests	Total
Cash and cash equivalents	$ 1,097	$ 155	$ 256	$ -	$ 1,508
Prepaid expenses	48	-	44	-	92
Other current assets and receivables	14	4,921	-	102	5,037
Inventory	-	-	146	-	146
Property, plant and equipment	23,287	-	828	-	24,115
Other intangible assets, net	25,700	-	7,881	-	33,581
Other long-term assets	34	138	-	-	172
Total assets	$ 50,180	$ 5,214	$ 9,155	$ 102	$ 64,651
Accounts payable and accrued liabilities	$ 3,160	$ 5,003	$ 429	$ 321	$ 8,913
Loan payable	14,899	-	188	-	15,087
Lease obligations	9,137	-	769	-	9,906
Non-controlling interests	8,753	1,625	1,552	2	11,932
Equity attributable to Jushi	14,231	(1,414)	6,217	(221)	18,813
Total liabilities and equity	$ 50,180	$ 5,214	$ 9,155	$ 102	$ 64,651
Net loss	(2,218)	(918)	(33)	(57)	(3,226)
Net loss attributable to non-controlling interests	889	375	8	10	1,282
Net loss and comprehensive loss attributable to Jushi shareholders	$ (1,329)	$ (543)	$ (25)	$ (47)	$ (1,944)

Revenues included in the condensed unaudited consolidated statements of operations and comprehensive (loss) income for these entities totaled $1.0 million for the nine months ended September 30, 2020 and $nil for the nine months ended September 30, 2019.

The net change in the non-controlling interests for the nine months ended September 30, 2020 is as follows (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	Dalitso	TGSIH	Jushi Europe	Agape	Other Non-Material Interests	Total
Balance as of December 31, 2019	$ 9,642	$ -	$ -	$ -	$ 18	$ 9,660
Acquisitions	-	4,661	-	1,560	-	6,221
Purchase of non-controlling interests	-	(4,661)	-	-	-	(4,661)
Cash contribution	-	-	2,000	-	-	2,000
Transactions with non-controlling interests	-	-	-	-	(6)	(6)
Net (loss)	(889)	-	(375)	(8)	(10)	(1,282)
Balance as of September 30, 2020	$ 8,753	$ -	$ 1,625	$ 1,552	$ 2	$ 11,932

18. COMMITMENTS AND CONTINGENCIES

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, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state regulations as of September 30, 2020, marijuana regulations continue to evolve and are subject to differing interpretations. As a result, the Company could be subject to regulatory fines, penalties or restrictions in the future. In addition, refer to Note 16. "Income Taxes" for certain tax related contingencies.

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. Other than the civil disputes and other matters described below, the settlement discussed in Note 8. "Business Combinations and Asset Acquisitions", and the settlement discussed in Note 19. "Related Party Transactions", to the Company's knowledge, there are no material legal proceedings or regulatory actions to which the Company is a party, or has been a party to, or of which any of its property is or was the subject matter of, and no such proceedings or actions are known by the Company to be contemplated. 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.

TGS and TGSIH

On June 1, 2018, TGS National Holdings LLC, which was acquired by the Company in 2018 and which controls TGS National Franchise, LLC ("TGS"), a franchisor, filed a lawsuit in Colorado state court against San Felasco Nurseries, Inc. ("SFN"), as assignee of Florida Compassionate Growers, LLC, relating to TGS's 2018 exercise of a contractual right of first refusal to purchase SFN, its franchisee, following SFN entering into a letter of intent to sell its franchise to a third-party. The state court lawsuit, which sought equitable relief only, was dismissed by the trial court and the dismissal was affirmed on appeal in May of 2020. Based on a contractual provision entitling the prevailing party to attorneys' fees and costs, the trial court ordered TGS to pay SFN approximately $0.3 million in combined attorney's fees and costs for the SFN's success on the dismissal which was put up in bond by the Company in 2018 and released on August 6, 2020.

On October 22, 2018, TGS filed a claim in an arbitration action against SFN pending before the American

Arbitration Association ("AAA"). During 2018, SFN terminated the franchise agreements between it and TGS. SFN then sold its business to a third-party. TGS contends the termination and transfer were wrongful and in late 2018 initiated arbitration seeking to recover its monetary damages. In May 2020, Jushi FL SPV, LLC was substituted for TGS as the claimant in the arbitration. The arbitration is scheduled for February 2021.

A minority interest holder in TGS Illinois Holdings LLC ("TGSIH") sued the majority interest holders in TGSIH and Jushi Inc (including a Jushi-affiliated entity) in state court in Illinois relating to the confidential settlement agreement it entered with the owners of TGS National to purchase its interests in TGSIH. The state trial court dismissed the claims against Jushi and its affiliated entity. The minority interest holder filed a notice of appeal. This legal matter was settled in the first quarter of 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions".

Thar

Between November 2018 and January 2019, a subsidiary of the Company, Sound Wellness, LLC ("Sound Wellness"), purchased raw industrial hemp for a total of $0.7 million from Plant Science Laboratories, LLC and certain of its affiliated growers. Sound Wellness subsequently paid approximately $0.1 million of extraction and other costs related to this raw hemp to Thar Process, Inc. ("Thar"). Testing of the product in its current form has shown that the material is not commercially viable, and as a result the Company recorded a loss relating to inventory impairment of $0.8 million during the year ended December 31, 2019, which was presented within operating costs in the statement of operations and comprehensive income (loss). The outcome of any disputes related to this item is unknown as of September 30, 2020 and may result in additional effects on the Company's statements of operations and comprehensive income (loss) in the future. On May 20, 2020, Thar Process, Inc. filed a lawsuit against Sound Wellness in state court in Allegheny County, Pennsylvania claiming breach of contract and unjust enrichments with damages in the amount of $0.1 million plus attorney's fees and costs. On June 24, 2020, Sound Wellness removed the lawsuit to the federal Western District of Pennsylvania in Pittsburgh. On July 1, Sound Wellness filed an answer, affirmative defenses, counterclaims against Thar and on July 15, 2020, filed a third-party complaint against Plant Science Laboratories, LLC ("PSL") and Michael Barnhart ("Barnhart"), both of whom were involved in the purchase, extraction and processing of the raw hemp with Thar. In response to motions to dismiss filed by Thar and PSL/Barnhart, Sound Wellness amended its counterclaim against Thar on August 5, 2020 and amended its third-party complaint against PSL/Barnhart on September 23, 2020. Presently before the Court is Thar's motion to dismiss Sound Wellness' amended counterclaim, which has been fully briefed. Also before the court is PSL/Barnhart's motion to dismiss Sound Wellness' amended third party complaint, which also seeks to transfer the case to the Western District of New York in Buffalo on venue grounds. Thar has joined Sound Wellness in opposing the transfer of the case. The briefing of this motion will be complete on or about November 9, 2020. Should the case proceed in its current form after these motions are decided, PSL plans to assert claims against Thar arising from Thar's installation, operation, and removal of equipment from PSL's Buffalo facility.

Malibu Dispensary

In May 2020, subsidiaries of the Company, Bear Flag Assets, LLP ("Bear Flag") and Jushi Inc ("Jushi"), terminated a previously disclosed transaction to acquire a medical and adult-use dispensary in Malibu pursuant to the terms of the definitive agreement. Additionally, a subsidiary of the Company, JCVCA, LLC, who is the tenant of the property where the Malibu dispensary is located, terminated the sublease with this Malibu dispensary. Despite the sublease termination, the sublessee Malibu dispensary has failed to vacate the premises. On May 19, 2020, Bear Flag and Jushi filed a lawsuit in Los Angeles state court against the

Malibu Community Collective, Inc., Michael Sutton and RSM, LLC for repayment of advances and unpaid lease payments totaling approximately $0.5 million as of the filing date which continue to accrue due to the failure to vacate the premises. The parties stipulated to litigate the claims in arbitration.

San Diego Dispensary

Under the agreement that was signed in the third quarter of 2019, Jushi was to purchase 75% equity and voting interest in a San Diego dispensary, The Healing Center of San Diego ("THCSD") - subject to working capital and other customary adjustments - for a price of approximately $12 million. The closing of the transaction was subject to regulatory and other customary closing conditions and was initially scheduled for completion by the end of 2019. On April 8, 2020, the Company notified the sellers of THCSD, Raymond John Taylor and James Vernon Dickinson ("Sellers") that they were in breach of the agreement and had 30 days to cure the breaches or the Company may terminate the agreement. The Sellers responded on April 21, 2020 that they had not breached the agreement and alleged that the Company was in breach for not closing the transaction. As of May 9, 2020, the Sellers had not cured the breaches to the agreement, and therefore, in the best interest of the Company and its shareholders, the decision was made for the Company to terminate the agreement effective immediately. On August 14, 2020, of THCSD and Sellers filed a Complaint for breach of contract and declaratory relief in state court in San Diego, California. The lawsuit was served on September 30, 2020. On November 10, 2020, THCSD and the Sellers filed a notice of dismissal without prejudice of the lawsuit.

Commitments

In addition to the contractual obligations outlined in Note 20. "Financial Instruments and Financial Risk Management", the Company has the following commitments as of September 30, 2020:

(i) Property and Construction Commitments

The Company has various lease commitments related to various office space, retail locations and warehouses. The Company has certain operating leases with optional renewal terms that the Company may exercise at its option. Refer to Note 11. "Lease Obligations" for further details and for any equipment purchase commitments.

In connection with various license applications, the Company may enter into conditional leases or other property commitments which will be executed if the Company is successful in obtaining the applicable license and/or resolving other contingencies related to the license or application.

In addition, the Company expects to incur capital expenditures for leasehold improvements and construction of buildouts of certain locations, including for properties for which the lease is conditional on obtaining the applicable related license or for which other contingencies exist. If the Company were to be unsuccessful in obtaining a particular license or certain other conditions are not met, the previously capitalized improvements and buildouts relating to that license may need to be expensed in the statements of operations and comprehensive income (loss).

In connection with certain acquisitions, the Company may agree to lend amounts to the acquiree for the buildout, equipment purchases and other working capital needs. For example, the Company will lend up to $15 million to Dalitso in a 9% secured note for such purposes. As of September 30, 2020, the balance of the 9% secured note totaled $14.9 million and was eliminated on consolidation. The Company acquired 61.765% of the membership interests in Dalitso in September 2019. Refer to Note 21. "Subsequent Events".

(ii) Consulting Agreements

In July 2019, the Company was identified as one of three applicants to move forward in the application process for a business license to operate a retail storefront within Culver City, California. If awarded, the Company is obligated to pay, under various consulting arrangements, success fees of approximately $0.3 million and, subject to regulatory approvals, grant a 5% equity interest in the applicant entity. A commitment fund will also be set up to fund $0.1 million annually towards non-profit organizations in Culver City, California.

In addition, the Company has entered into various consulting and service agreements in the ordinary course of business for services to be performed for the Company. Refer to Note 19. "Related Party Transactions" for related party consulting agreements and commitments.

(iii) Joint Arrangements

From time to time, the Company may enter into arrangements to work together to obtain a license and/or initiate operations. Such arrangements may include capital contributions for application, real estate and development costs.

(iv) Purchase Agreements

During 2020, the Company entered into non-exclusive wholesale purchase agreements, whereby the Company will purchase inventory during 2020, with total prepayments of $5.5 million made during 2020, of which $1.5 million remained prepaid as of September 30, 2020.

19. RELATED PARTY TRANSACTIONS

Transactions with related parties are entered into during the normal course of business and are measured at the amount established and agreed to by the parties. The Company had the following related party transactions during the nine months ended September 30, 2020 and 2019:

Services Agreements

In December 2019, the Company entered into a services agreement with ST2 LLC (a wholly owned subsidiary of One East Capital Advisors, LLP ("OECA") (the "ST2 Services Agreement") for the shared costs of administrative services for James Cacioppo. James Cacioppo is the CEO of Jushi. Pursuant to the ST2 Services Agreement, Jushi will pay ST2 LLC $10 thousand quarterly until termination by either party. Prepaid fees to ST2 LLC were $6.7 thousand as of both September 30, 2020 and December 31, 2019.

On April 17, 2019, the Company entered into an agreement with OECA for OECA's ongoing provision of financial and research-related advice. James Cacioppo is the majority owner and managing partner of OECA. OECA earned a step-up fee of $75 thousand and was issued warrants exercisable for 800,000 of Jushi's Subordinate Voting Shares at an exercise price of $2.00. The grant date fair value of the warrants was $0.43 each. The Company recorded $0.1 million of stock-based compensation expense related to these warrants for both the nine months ended September 30, 2020 and 2019.

In July 2018, the Company entered into a services agreement with One East Management Services LLC

("OEMS") (a wholly owned subsidiary of OECA), of which James Cacioppo is the managing partner). The services agreement, as amended, provides for, among other things, sourcing and assisting in mergers and acquisitions and capital transactions for Jushi. Pursuant to the OEMS Services Agreement, during 2018 OEMS was issued warrants exercisable for 1.0 million Subordinate Voting Shares. The Company recorded $0.2 million of share-based compensation expense related to the warrants for the nine months ended September 30, 2019. The Company paid OEMS $0.2 million and $0.5 million for services rendered during the nine months ended September 30, 2020 and 2019, respectively. Prepaid consulting fees were $nil and $0.1 million as of September 30, 2020 and December 31, 2019, respectively. The OEMS Services Agreement terminated on May 31, 2020.

Consulting Agreements

During the year ended December 31, 2019, the Company entered into a consulting agreement with the then owner of Agape, whereby the Company is committed to pay up to $12,500 per month for consulting services. The Company expensed $0.1 million of consulting fees related to this agreement during the nine months ended September 30, 2020. The agreement terminated in July 2020. Refer to Note 8. "Business Combinations and Asset Acquisitions" for details on the Agape acquisition.

On April 9, 2019 and September 12, 2019, the Company amended its Consulting Agreement dated February 25, 2019, with Brooke Gehring ("Amendment No. 1 Consulting - Gehring" and "Amendment No. 2 Consulting - Gehring", respectively). Brooke Gehring is the wife of a director of the Board of Directors of the Company. The following are the amendments included in Amendment No. 1 Consulting - Gehring: (i) issue warrants to Mrs. Gehring to purchase 200,000 shares of Senior Subordinated Shares at an exercise price of $2.00 per share that vested over the six month period beginning on February 25, 2019 with an expiration date of February 25, 2029; and (ii) monthly compensation of $19,583 while providing services to the Company. "Amendment No. 2 Consulting - Gehring extended the term of the agreement. The agreement ended during the first quarter of 2020. The Company recognized expenses related to this consulting agreement as the services were performed. The grant date fair value of the warrants was $0.40 each and the Company fully expensed the fair value of $0.1 million in share-based compensation expense related to the warrants during the nine months ended September 30, 2019.

On June 28, 2019, the Company entered into a consulting agreement, with a former shareholder of Dalitso, to provide consulting services to the Company for $14,585 per month for three years. The Company recognizes expenses related to this consulting agreement as the services are performed. The Company is committed to the full amount of the contract.

On February 13, 2018, the Company and Mr. Denis Arsenault entered into a Consulting Agreement. Mr. Arsenault provides general business consulting and advice on the cannabis industry. Mr. Arsenault is a significant shareholder of the Company and a former member of the Board of Directors of Jushi Inc. The term of the Consulting Agreement was for a period of (5) five years. On April 8, 2019, the Company amended its Consulting Agreement dated February 13, 2018, with Denis Arsenault ("Amendment No. 1 Consulting. as follows: (1) issue an additional warrant to Mr. Arsenault to purchase 500,000 shares of Senior Subordinated Shares at an exercise price of $2.00 per share that vest over a three-year period beginning one year after the grant date with an expiration date of April 18, 2029; (ii) payment of an additional one-time step up fee of $150,000; and (iii) annual compensation of $50,000 to be paid quarterly and prorated for partial periods for so long as Mr. Arsenault continues to consult for the Company. The grant date fair value of the warrants was $0.43 each and the Company recorded less than $0.1 million of share-based compensation expense related to the warrants for both the nine months ended September 30, 2020 and 2019. The Company recognizes expenses related to this consulting agreement as the services are performed. The

Company recognized less than $0.1 million in consulting expense for Mr. Arsenault for both the nine months ended September 30, 2020 and 2019. Amounts accrued for the consulting fees were $12,500 as of both September 30, 2020 and December 31, 2019.

In connection with the Company's 2018 MEND acquisition, an advisory and consulting agreement was executed between the Company and Dr. Laszlo Mechtler, a former owner. The Company recognized $0.1 million in consulting expense related to Dr. Mechtler for the nine months ended September 30, 2020, and $0.1 million in expense for the nine months ended September 30, 2019. On November 6, 2018, the Company had also purchased the rights to certain anonymized cannabinoid treatment data developed by Dr. Laszlo Mechtler of the Dent Neurologic Group LLP and the Dent Cannabis Clinic (the "Data Purchase Agreement"). During the third quarter of 2020, the Company was engaged in negotiations with the parties to the Data Purchase Agreement to execute new agreements. As of September 30, 2020, the expected final terms had been drafted, which resulted in a net loss on settlement of $2.0 million for the three and nine months ended September 30, 2020. The net loss is recorded in other (expense) income in the condensed unaudited interim consolidated financial statements of operations and comprehensive (loss) income. In November 2020, the agreements with the parties to the Data Purchase Agreement were terminated. All parties executed a confidential settlement agreement and a consulting agreement with Laszlo Mechtler was entered into. Refer to Note 21. "Subsequent Events".

Remuneration of Directors and Key Management

The Company's key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company and consists of the Company's executive management team. The remuneration for services awarded directly to senior key management includes the following (in thousands):

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Salary and wages	$ 325	$ 319	$ 925	$ 2,312
Share-based compensation	326	541	1,286	1,393
Total	$ 651	$ 860	$ 2,211	$ 3,705

The compensation for each independent director is $50,000 per year paid quarterly. During both the nine months ended September 30, 2020, and 2019, each director was granted $100,000 in restricted stock, which vested/vests after one complete year of service. The Audit Committee Chair received an additional $50,000 in restricted stock for the second year commencing on July 1, 2020, which will vest after one complete year of service. The Audit Committee Chair received an additional $50,000 in restricted stock for the first year commencing on July 1, 2019, which vested quarterly. The Company recorded $0.15 million of independent director fees expense for the nine months ended September 30, 2020. The Company recorded $0.1 million and $0.3 million of share-based compensation expense related to the restricted stock awards for the three and nine months ended September 30, 2020, respectively. The Company recorded less than $0.1 million of share-based compensation expense related to the restricted stock awards for both the three and nine months ended September 30, 2019. As of September 30, 2020 and December 31, 2019, amounts accrued for independent director fees were $50,000 and $37,500, respectively.

Lease Agreements

In addition, in the ordinary course of business, the Company may enter into lease or property related agreements with former owners of acquired assets or businesses. Refer to Note 11. "Lease Obligations" for details of variable lease payments.

Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for information regarding senior notes issued to related parties. Refer to Note 14. "Equity" and Note 15. "Share-Based Compensation" for additional details on equity issued to related parties.

20. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Financial Instruments

The Company's financial instruments consist of cash, accounts receivable, investments in securities, financial assets, other assets, refundable deferred acquisition costs, certain other long-term assets, the PADS Purchase Option, accounts payable, accrued expenses and other current liabilities, senior notes, derivative warrants liability, promissory notes payable, and the Redemption Liability.

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 three levels of hierarchy are:

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.

There were no transfers between fair value levels during the nine months ended September 30, 2020.

Financial instruments are measured at amortized cost or at fair value though profit and loss. The following table provides a summary of the Company's classification and measurement of financial assets and liabilities (in thousands):

	September 30, 2020		December 31, 2019	Classification and Measurement
Financial Assets:				
Cash	$ 35,767		$ 38,936	Amortized Cost
Investments in securities	$ 7,431		$ 12,267	FVTPL
Other short-term financial assets	$ -		$ 5,646	Amortized Cost
Accounts receivable	$ 1,052		$ 395	Amortized Cost
Other current assets	$ 3,046		$ 188	Amortized Cost
PADS Purchase Option	$ 2,670		$ -	FVTPL
Other long-term assets	$ 1,580	(1)	$ 1,181	Amortized Cost
Financial Liabilities:				
Accounts payable	$ 3,618		$ 1,182	Amortized Cost
Accrued expenses and other current liabilities	$ 21,678		$ 7,691	Amortized Cost
Promissory notes	$ 14,572		$ 25,623	Amortized Cost
Senior notes	$ 46,514		$ 10,736	Amortized Cost
Derivative warrants liability	$ 77,919		$ 5,529	FVTPL
Lease liabilities	$ 38,739		$ 6,498	Amortized Cost
Redemption Liability	$ -		$ 8,440	FVTPL
Other liabilities	$ 2,842		$ 2	Amortized Cost

(1) Other long-term assets, which primarily includes escrow and other deposits, approximates its fair value at the balance sheet. Certain deposits or escrow may relate to pending license applications and therefore may be expensed in future periods if such licenses are not granted.

The carrying values of cash, accounts receivable, other current assets, other short-term financial assets, accounts payable and accrued expenses are carried at cost which approximates fair value due to the relatively short maturity of those instruments. Other financial instruments measured at amortized cost include promissory notes and senior notes.

The following table presents the fair value hierarchy for the Company's financial assets and financial liabilities that are re-measured at their fair values periodically (in thousands):

(Amounts Expressed in United States Dollars, Unless Otherwise Stated)

	September 30, 2020			
	Level 1	Level 2	Level 3	Total
Investments in securities	$ 6,609	$ -	$ 822	$ 7,431
PADS Purchase Option	$ -	$ -	$ 2,670	$ 2,670
Derivative warrants liability	$ -	$ -	$ 77,919	$ 77,919

	December 31, 2019			
	Level 1	Level 2	Level 3	Total
Investments in securities	$ 11,120	$ -	$ 1,146	$ 12,267
Derivative warrants liability	$ -	$ -	$ 5,529	$ 5,529
Redemption liability	$ -	$ -	$ 8,440	$ 8,440

Investments in Securities

Certain of the Company's investments in securities are considered to be Level 1 instruments because they are comprised of shares of public companies and there is an active market for the shares with observable market data or inputs. The remainder of the investments in securities and the Company's financial assets are considered to be Level 3 instruments because they are comprised of convertible warrants of a company; and there was no active market for the convertible warrants. Refer to Note 4. "Investments in Securities and Other Short-Term Financial Assets" for further details on the valuation and a continuity of these securities.

Derivative Warrants Liability

As of September 30, 2020 and December 31, 2019, the derivative warrant liability is measured at fair value based on the Black Scholes or Monte Carlo valuation model, as appropriate, which both use Level 1, 2, and 3 inputs. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for additional details on the derivative warrants liability.

PADS Purchase Option

The PADS Purchase Option relates to the PAMS acquisition and was recorded at fair value and was estimated using a Black Scholes option pricing model which included the estimated enterprise value of PADS using a discounted cash flow analysis and is therefore considered to be a Level 3 measurement. The PADS Purchase Option is remeasured to fair value at each reporting period. The Black-Scholes option pricing model was used to remeasure the value as of September 30, 2020 using the following assumptions: strike price of $5.0 million; estimated term 1.2 years; spot price (estimated fair value of PADS) of $6.3 million; volatility 80%; risk-free rate 0.13%. The total change in the fair value of the PADS Purchase Option totaled $0.2 million for the three and nine months ended September 30, 2020, and is included in interest expense and finance charges in the condensed unaudited consolidated statements of operations and comprehensive income (loss). A 10% change in the value of PADS Purchase Option as of September 30, 2020 would result in a $0.3 million effect on net income (loss). Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional details on the PADS Purchase Option and the PAMS acquisition.

Redemption Liability

The Redemption Liability related to the acquisition of 49% of TGS National was recorded at fair value and was estimated using the present value of the Put Option and Call Option and was therefore considered to be a Level 3 measurement. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional details on the Redemption Liability and the cancellation thereof during the first quarter of 2020.

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board mitigates these risks by assessing, monitoring and approving the Company's risk management processes:

(a) Credit Risk

Credit risk is the risk of a potential loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit exposure as of September 30, 2020, is the carrying amount of cash, accounts receivable, and other current assets. The Company does not have significant credit risk with respect to its customers. All cash is placed with major U.S. or Canadian financial institutions. Although some cash is placed with major U.S. financial institutions, there has been no change in the U.S. federal banking laws related to the deposit and holding of funds derived from activities related to the cannabis industry. Given that U.S. federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the marijuana industry.

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Cash accounts at each institution are insured by either the Canada Deposit Insurance Corporation ("CDIC") up to CAD$100,000, or the Federal Deposit Insurance Corporation ("FDIC") or the National Credit Union Association ("NCUA") up to $250,000, as applicable. As September 30, 2020, the Company had $31.2 million in cash in excess of the CDIC, FDIC, and NCUA insured limits.

The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk but has limited risk as the majority of its sales are transacted with cash.

(b) Asset Forfeiture Risk

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. During 2020, the Company announced, upsized and closed Tranche 2 of the Company's recent debt offering and upsized and closed on Tranche 1. Refer to Note 13. "Senior Notes and Derivative Warrants Liability".

These condensed unaudited interim consolidated financial statements have been prepared under the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company plans to use existing funds and funds from the Company's recent debt offering, the Company's October 2020 equity offering, as well as funds from the future sale of products, to fund operations and expansion activities. However, the Company may attempt to issue new shares or issue new debt. There can be no assurance that the Company will be able to continue raising capital in this manner.

In addition to the commitments outlined in Note 18. "Commitments and Contingencies", the Company has the following estimated future contractual payment obligations, excluding interest payments on notes, and excluding potential escalations for changes in cannabis regulations, as of September 30, 2020 (in thousands):

	< 1 Year	1 to 3 Years	3 to 5 Years	> 5 Years	Total
Accounts payable, accrued expenses and other current liabilities	$ 25,296	$ -	$ -	$ -	$ 25,296
Promissory notes - principal	$ 11,897	$ -	$ 3,750	$ -	$ 15,647
Senior Notes - principal	$ -	$ 83,328	$ -	$ -	$ 83,328
Leases	$ 4,804	$ 11,126	$ 10,885	$ 135,704	$ 162,518

Refer to Note 21. "Subsequent Events".

(d) Market Risk

(i) Currency Risk

The operating results and financial position of the Company are reported in U.S. dollars. The Company had limited exposure to foreign currency transactions for the nine months ended September 30, 2020.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash bears interest at market rates. The Company's financial debts have fixed rates of interest and therefore expose the Company to a limited interest rate fair value risk.

(iii) Price Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices. Refer to Note 5. "Inventory and Biological Assets" for the Company's sensitivity assessment of certain fair value assumptions used in the calculation of biological asset values. Refer to Note 13. "Senior Notes and Derivative Warrants Liability" for the Company's sensitivity assessment of certain fair value assumptions used in the calculation of the derivative warrants liability. Investments in securities are linked to market rates and therefore expose the Company to fair value price risk. A 10% change in the value of investments as of September 30, 2020 would result in a $0.7 million effect on net (loss) income.

(iv) Regulatory Risk

Regulatory risk pertains to the risk that the Company's business objectives are contingent, in part, upon the compliance of regulatory requirements. Due to the nature of the industry, the Company recognizes that regulatory requirements are more stringent and punitive in nature. Any delays in obtaining, or failure to obtain regulatory approvals can significantly delay operational and product development and can have a material adverse effect on the Company's business, results of operation, and financial condition.

The Company is cognizant of the advent of regulatory changes occurring in the cannabis industry on the city, state, and national levels. Although regulatory outlook on the cannabis industry has been moving in a positive trend, the Company is aware of the effect of unforeseen regulatory changes can have on the goals and operations of the business as a whole.

21. SUBSEQUENT EVENTS

Equity Offering

On October 23, 2020, the Company issued 11,500,000 subordinate voting shares at a price of C$3.55 per share for total gross proceeds of approximately C$40.825 million (~USD$31 million), which includes the full exercise of the over-allotment option granted to the underwriters. The Company intends to use the net proceeds of this offering for opportunistic acquisitions and for general corporate purposes.

Warrants - Acceleration

Effective November 23, the Company had the right to accelerate the expiry date of subordinate voting share purchase warrants (the "Warrants") issued to participants in the Company's previously-announced private placement offerings, which closed in April 2018 and June 2018 (the "Offerings"). Participants have thirty days from the date of notice of the acceleration to exercise their Warrants ("Accelerated Expiry Date"). The Company expects redemptions of the Warrants to result in the issuance of approximately 15 million additional subordinate voting shares and cash proceeds of approximately $30 million; however, there can be no assurance that any of the Warrants will be exercised prior to the Accelerated Expiry Date.

Warrants - Exercises

In October and November 2020, the Company received $2.6 million in proceeds as a result of warrants exercised to purchase 1.5 million subordinated voting shares.

Warrants Issued for Professional Services

In October 2020, the Company issued 1.3 million warrants at an exercise price of $2.47 as consideration for professional services. These warrants will expire on October 2, 2025.

PADS Purchase Option

In November 2020, the Company exercised its assignable purchase option to acquire 100 percent of the equity of PADS, a Pennsylvania medical marijuana dispensary permittee in the Commonwealth's Northeast region. The timing is subject to closing conditions being met. Refer to Note 8. "Business Combinations and Asset Acquisitions" for additional information on the PADS Purchase Option.

FBS Penn Secured Notes – Early Payoff

In July 2019, in connection with the FBS Penn acquisition, the Company issued $28.1 million by way of certain 10% secured notes due to the sellers, with principal payments, together with accrued interest through each such date, due in tranches. The balance of the FBS Penn secured notes was $5.0 million as of September 30, 2020. In November 2020, the Company repaid the remaining outstanding principal balance of $5.0 million in full.

Acquisition of Additional Interests in Dalitso and Issuance of Convertible Promissory Notes and Subordinate Voting Shares

On November 1, 2020, the Company purchased an additional 1.47 membership units (1.47%) of Dalitso from an existing member for 135,000 subordinate voting shares at CAD$3.45 (~$2.59) per share.

In addition, on November 19, 2020, the Company agreed to purchase 15.765 membership units (15.765%) of Dalitso from another existing member for 910,000 subordinate voting shares at a $2.65 per share and issued an unsecured promissory note for $2.4 million, which is convertible after the first anniversary into 910,000 subordinate voting shares at a conversion price per share of $2.65 and matures on November 19, 2022. In connection with this purchase, certain promissory notes which were issued in connection with the 61.765% Dalitso acquisition during 2019, having outstanding principal amounts of $1.525 million as of September 30, 2020, were paid off including accrued interest. Taking these purchases into consideration, the Company's new ownership in Dalitso is approximately 79%.

Jushi Europe

On November 9, 2020, The Company announced that Jushi Europe, a European-based, internationally-focused medical cannabis operator, was granted a provisional license (the "pre-license") from INFARMED, I.P., the Portuguese National Authority for Medicines and Health Products through its 100%-owned Portugal-based subsidiary JPTREH Unipessoal Limitada. Jushi Europe was established in March 2020 to develop Jushi's international expansion strategy. The pre-license grants conditional approval for Jushi Europe to import, cultivate and export medical cannabis from its planned greenhouse cultivation facility, which the Company intends to build near the City of Beja in southern Portugal.

On November 17, 2020, Jushi Europe received an advance draw of Euro 0.5 million from a Euro 6 million credit facility that is expected to be executed by Jushi Europe prior to the year end.

Data Purchase Agreement and Consulting Agreements

On November 6, 2020, the agreements with the parties to the Data Purchase Agreement were terminated. All parties executed a confidential settlement agreement and a new consulting agreement with Laszlo Mechtler was entered into. The consulting agreement will terminate on December 31, 2021. Refer to Note 19. "Related Party Transactions" for additional details.

Real Estate

In November 2020, the Company executed two real estate purchase contracts for real estate in Scranton, PA, adjacent to PAMS' facility. The Company paid $30 thousand in refundable deposits, with the total balance of $1.7 million due on the closings.

Loans to Employees

In connection with tax elections related to the issuance of certain restricted stock to key management personnel during the third quarter of 2020, the Company paid taxes totaling $2.45 million on behalf of these employees during the fourth quarter of 2020, which amount is included in other current assets as of November 2020. Refer to Note 15. "Share-Based Compensation" for additional details on restricted stock awards issued during the third quarter of 2020.