

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

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

Item 2 **Date of Material Change**

January 7, 2021

Item 3 **News Release**

A press release was issued on January 7, 2021 through globenewswire.com and is attached as Schedule “A”.

Item 4 **Summary of Material Change**

The Company announced the closing of an underwritten overnight marketed offering (the “**Offering**”) of an aggregate of 6,210,000 subordinate voting shares (the “**Offered Securities**”) at a price of C\$6.50 per Offered Security for total gross proceeds of approximately C\$40,365,000, which includes the full exercise of the over-allotment option granted to the underwriters.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

The Company announced the closing of the Offering of 6,210,000 Offered Securities at a price of C\$6.50 per Offered Security for total gross proceeds of C\$40,365,000, which includes the full exercise of the over-allotment option granted to the underwriters.

Canaccord Genuity Corp. and Beacon Securities Limited acted as the co-lead underwriters for the Offering.

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes, including the use of up to 33% of the net proceeds to partially repay certain of the Company’s outstanding senior secured notes in accordance with their terms.

The Offered Securities were offered in each of the Provinces of Canada, other than Québec pursuant to a prospectus supplement to the Company’s base shelf

prospectus dated October 9, 2020 (the “**Prospectus**”) and in the United States on a private placement basis to “qualified institutional buyers” pursuant to an exemption from the registration requirements of the *United States Securities Act of 1933*, as amended (the “**U.S. Securities Act**”). The subordinate voting shares have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Offered Securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

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

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

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

Item 9 **Date of Report**

January 8, 2021

Schedule "A"

(See attached)



Source: Jushi Holding

January 07, 2021 09:07 ET

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

BOCA RATON, Fla., Jan. 07, 2021 (GLOBE NEWSWIRE) -- [Jushi Holdings Inc.](#) (“Jushi” or the “Company”) (CSE: [JUSH](#)) (OTCMKTS: [JUSHF](#)), a vertically integrated, multi-state cannabis operator, announces today the closing of its previously announced overnight marketed offering (the “Offering”) of an aggregate of 6,210,000 subordinate voting shares (the “Offered Securities”) at a price of C\$6.50 per share for total gross proceeds of approximately C\$40,365,000, which includes the full exercise of the over-allotment option granted to the underwriters.

The Offered Securities were offered in each of the Provinces of Canada, other than Québec pursuant to a prospectus supplement to the Company’s base shelf prospectus dated October 9, 2020 (the “Prospectus”) and in the United States on a private placement basis to “qualified institutional buyers” pursuant to an exemption from the registration requirements of the United States *Securities Act of 1933*, as amended (the “U.S. Securities Act”).

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes, including the use of up to 33% of the net proceeds to partially repay certain of the Company’s outstanding senior secured notes in accordance with their terms.

Canaccord Genuity Corp. and Beacon Securities Limited acted as the co-lead underwriters for the Offering.

“I’m thrilled with the support we continue to receive from our shareholders. With this financing complete, we have a strong balance sheet to further accelerate our revenue growth and profitability as we enter 2021,” said Jim Cacioppo, Chief Executive Officer, Chairman and Founder of Jushi. “The opportunity in the legal U.S. cannabis industry is immense, and Jushi is strategically positioned with both the capital and talent to expand in the highest quality markets as we continue to build our business.”

As a result of the successful completion of the Offering, the Company has, as of the date hereof, (i) 138,606,064 subordinate voting shares issued and outstanding, and (ii)

246,792,034 shares issued and outstanding on an as-converted and fully-diluted basis. In connection with the acceleration of certain warrants announced on December 24, 2020, the Company anticipates the exercise of an additional 2,723,750 warrants which would result in a total of 141,329,814 subordinate voting shares issued and outstanding as of January 25, 2021.

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

No securities regulatory authority has either approved or disapproved of the contents of this news release. The subordinate voting shares have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Offered Securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Jushi Holdings Inc.

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

Forward-Looking Information and Statements

This press release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States *Private Securities Litigation Reform Act of 1995*, including statements with respect to closing of the Offering and the use of proceeds thereof. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current conditions but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, involve estimates, projections, plans, goals, forecasts and assumptions that may prove to be inaccurate. As a result, actual results could differ materially from those expressed by such forward-looking statements and such statements should not be relied upon. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans,” “expects” or “does not expect,” “is expected,” “budget,” “scheduled,” “estimates,” “forecasts,” “intends,” “anticipates” or “does not anticipate,” or “believes,” or variations of such words and

phrases or may contain statements that certain actions, events or results “may,” “could,” “would,” “might” or “will be taken,” “will continue,” “will occur” or “will be achieved”.

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

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

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