

# Jushi

OTCQX: JUSHF | CSE: JUSH

Third Quarter 2021  
Earnings Call

# Third Quarter 2021 Earnings Call Agenda



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# Third Quarter 2021 Highlights



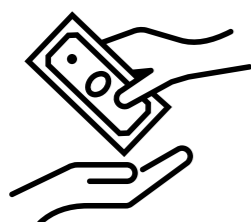
Revenue of:  
\$54mm

+13% QoQ  
+117% YoY



Adj. EBITDA\* of:  
\$6.4mm

+38% QoQ  
+125% YoY



Entered into a \$100mm  
Senior Secured Facility\*\*

\* See Disclaimers for the definition of Adjusted EBITDA and “Reconciliation of Non-IFRS Financial Measures” at the end of this presentation

\*\* Entered into a Senior Secured Facility in Q4'21

# Key Developments

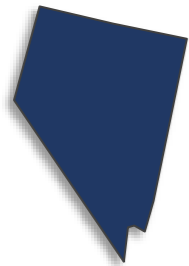


## Massachusetts



- Completed the Acquisition of Nature’s Remedy of Massachusetts; Acquired Two High-Performing Stores and a 50,000 sq. ft. Grower-Processor Facility
  - Expanded Wholesale Capabilities
  - Plan to Expand Retail Presence by Acquiring One additional Adult-use Store
- 

## Nevada



- Signed a Definitive Agreement to Acquire an Operating Adult-use Store in Nevada
  - Signed a Definitive Agreement to Acquire a Vertically Integrated Business in Nevada, with Three Retail Licenses (Two Operating) and Cultivation and Processing Facilities
  - Provides Significant Branding Exposure to Jushi’s Private Brands and Margin Uplift as a Vertical Business
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## Ohio

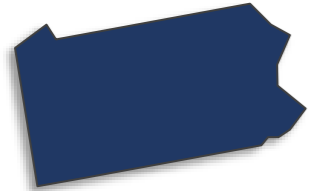


- Closed on the Acquisition of a Licensed Cultivator
  - Completed Previously Announced Acquisition of Licensed Medical Processor
  - Plan to Acquire Up to Five New Retail Dispensaries
  - Launched a Series of Brands
-

# Operational Achievements | Retail

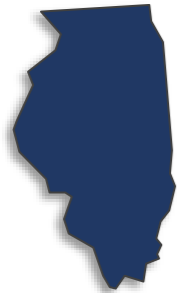


## Pennsylvania



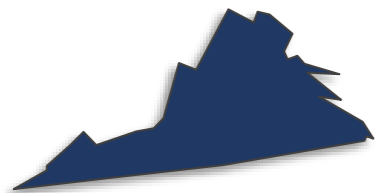
- Opened 14<sup>th</sup> and 15<sup>th</sup> BEYOND/HELLO™ dispensaries in Pennsylvania
  - Opened 16<sup>th</sup> BEYOND/HELLO™ dispensary in Pennsylvania after Q3'21
  - Increased community engagement and expanded local partnerships
- 

## Illinois



- Jushi's partner Northern Cardinal Ventures awarded a conditional retail dispensary license via the state's lottery process in Illinois
  - Increased community engagement and expanded local partnerships
- 

## Virginia



- Launched suite of brands in Virginia, including flower
  - Opened 2<sup>nd</sup> BEYOND/HELLO™ dispensary after Q3'21
-

# Steady Growth in Store Fronts Through Organic Expansion and M&A



## Current Footprint

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**36** Retail Licenses\*

**26** Operating Retail Locations

**5** Markets

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## Year-End 2021

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**39** Retail Licenses\*

**28** Operating Retail Locations

**5** Markets

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## Year-End 2022\*\*

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**~50** Retail Licenses

**~40** Operating Retail Locations

**7** Markets

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\*Includes assets under a Definitive Agreement and an awarded conditional dispensary license where Jushi owns 49% equity

\*\*Targets based on ongoing applications and potential M&A, and not based on new disclosures or undisclosed purchases

# Q3'21 – Operational Update | Grower-Processors



State	Total Building (sq. ft.)	Canopy (sq. ft.)	Annual Biomass Capacity (lbs.)	Estimated Completion Date <sup>2</sup>
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## Pennsylvania – Scranton Facility

Existing Facility	81,000	18,000	10,000	Completed
Phase 1 Expansion	123,000	~44,000	~25,000	3/22
Phase 2 Expansion	~210,000	~100,000	~67,000	12/22

## Virginia – Manassas Facility

Existing Facility	30,000 <sup>1</sup>	3,000	2,300	Completed
Phase 1 Expansion	93,000	~19,000	~12,000	12/21 - 5/22 <sup>3</sup>
Phase 2 Expansion	~195,000	~54,000	~35,000	3/23
Phase 3 Expansion	~265,000	~123,000	~80,000	TBD

<sup>1</sup>30k of operational sq. ft. within a 93k sq. ft. facility

<sup>2</sup>Subject to construction completion and regulatory developments

<sup>3</sup>Begin planting first grow rooms at the end of December and finish processing space in second quarter

# Q3'21 – Financial Highlights



- Total revenue of **\$54 million**, a **13.1%** sequential increase, and a **116.7%** increase as compared to the prior year
- Gross profit of **\$24.5 million**, a **11.4%** sequential increase, and a **99.6%** increase as compared to the prior year
- SG&A of **\$24.3 million**, or **45%** of revenue, declined **\$0.6 million** sequentially, and increased **\$12.5 million**, or **105.6%** as compared to the prior year
- Net Income of **\$38.2 million**, a **\$33.5 million improvement** vs. third quarter, and a **\$68.2 million improvement** as compared to the prior year
- Adjusted EBITDA\* of **\$6.4 million**, a **38.5%** sequential increase, and a **125%** as compared to the prior year
- **Strong liquidity position** with cash and cash equivalents of **\$94 million** and **\$60 million capacity\*\*** on Acquisition Facility, as of October 31, 2021
- Capital expenditures of **\$14.8 million**, and **\$56.4 million** year-to-date

\*See Disclaimers for the definition of Adjusted EBITDA and “Reconciliation of Non-IFRS Financial Measures” at the end of this presentation

\*\*Jushi has the ability to increase the total commitment by an incremental \$25 million



# Selected Financials



(\$USD millions)

Selected P&L Items	FY18	FY19	FY20	3Q20	4Q20	1Q21	2Q21	3Q21
<b>Revenue</b>	<b>\$1</b>	<b>\$10</b>	<b>\$81</b>	<b>\$25</b>	<b>\$32</b>	<b>\$42</b>	<b>\$48</b>	<b>\$54</b>
Retail	0	8	75	23	30	39	45	51
Wholesale	0	1	7	3	3	4	5	7
Other		1	1	0	0	0	0	0
Inter-segment eliminations		0	(2)	(1)	(1)	(2)	(2)	(4)
Cost of Goods Sold	0	(6)	(44)	(14)	(18)	(23)	(26)	(31)
<b>Gross Profit</b>	<b>\$0</b>	<b>\$5</b>	<b>\$37</b>	<b>\$11</b>	<b>\$15</b>	<b>\$19</b>	<b>\$22</b>	<b>\$23</b>
<b>Adj. EBITDA</b>	<b>FY18</b>	<b>FY19</b>	<b>FY20</b>	<b>3Q20</b>	<b>4Q20</b>	<b>1Q21</b>	<b>2Q21</b>	<b>3Q21</b>
<b>Net Income (Loss)</b>	<b>(\$18)</b>	<b>(\$31)</b>	<b>(\$212)</b>	<b>(\$30)</b>	<b>(\$157)</b>	<b>(\$27)</b>	<b>\$5</b>	<b>\$38</b>
Income Tax Expense	0	5	10	2	6	6	6	9
Interest Expense, Net	(1)	3	19	7	6	7	6	8
Depreciation and amortization	0	2	5	1	2	2	2	2
<b>EBITDA (Non-IFRS)</b>	<b>(\$18)</b>	<b>(\$21)</b>	<b>(\$177)</b>	<b>(\$20)</b>	<b>(\$143)</b>	<b>(\$12)</b>	<b>\$19</b>	<b>\$57</b>
Fair value changes included in inventory sold and biological asset	0	(0)	(6)	(1)	(5)	(1)	(0)	(1)
Share-based compensation expense	2	5	7	1	3	4	2	2
Fair value changes in derivatives	0	0	174	37	136	9	(21)	(55)
One time charges	9	(11)	(1)	(15)	11	5	4	3
<b>Adjusted EBITDA (Non-IFRS)</b>	<b>(\$7)</b>	<b>(\$28)</b>	<b>(\$3)</b>	<b>\$2</b>	<b>\$3</b>	<b>\$4</b>	<b>\$5</b>	<b>\$6</b>
	*							
<b>Selected Balance Sheet Items</b>	<b>FY18</b>	<b>FY19</b>	<b>FY20</b>	<b>3Q20</b>	<b>4Q20</b>	<b>1Q21</b>	<b>2Q21</b>	<b>3Q21</b>
Cash and short term investments	\$38	\$39	\$86	\$36	\$86	\$162	\$121	\$59
Total current assets	\$50	\$210	\$116	\$63	\$116	\$197	\$164	\$137
Total current liabilities	\$9	\$86	\$37	\$41	\$37	\$50	\$60	\$77

\*See Disclaimers for the definition of Adjusted EBITDA and "Reconciliation of Non-IFRS Financial Measures" at the end of this presentation

# What Makes Jushi Different?



*Jushi's highly concentrated position in limited license states with favorable regulatory developments and a best-in-class M&A track record sets us apart from our competitors.*

Industry Leading Organic Revenue and Adj. EBITDA Margin Growth

Highly Concentrated Position in States w/ Favorable Regulatory Developments

Best-in-Class M&A Track Record

Industry Leading Online Platform

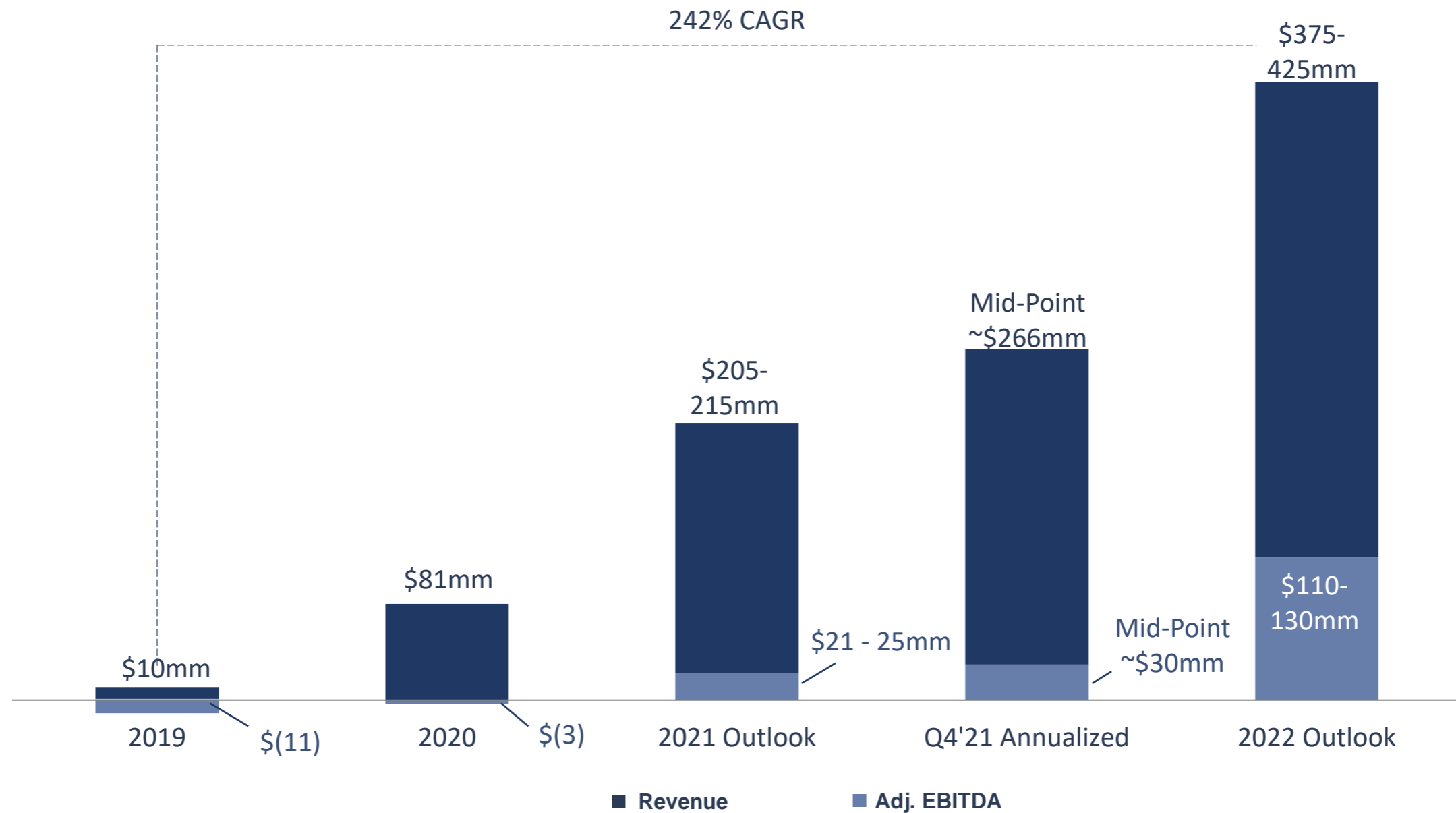
Experienced Management Team

Early Focus on "ESG" Principles

# Industry Leading Revenue and Adj. EBITDA Margin Growth



## Annual Revenue and Adj EBITDA (%)\* Outlook



\*See Disclaimers for the definition of Adjusted EBITDA and "Reconciliation of Non-IFRS Financial Measures" at the end of this presentation

# Best-in-Class M&A Track Record



State	Price Paid	Close Date	Recent Market Deals
<b><u>Pennsylvania</u></b>			
Retail – 12 Licences (FBS – PA)	\$63 million	July 2019	<ul style="list-style-type: none"> <li>• Three operational dispensaries (\$90mm)</li> <li>• Three operational dispensaries (\$80mm/\$120mm w/ earn-out)</li> </ul>
Retail – 3 Licenses (Agape)	\$12 million	June 2020	<ul style="list-style-type: none"> <li>• Three operational dispensaries (\$20mm/\$35mm w/ earn-out)</li> </ul>
Retail – 3 Licenses (PDS)	\$5 million	December 2020	<ul style="list-style-type: none"> <li>• Three operational dispensaries (\$60mm)</li> <li>• Three operational dispensaries (\$120mm)</li> </ul>
<b>Retail Total</b>	<b>\$80 million</b>		
Grower Processor (PAMS)	\$37 million	August 2020	<ul style="list-style-type: none"> <li>• 35K sq. ft. GP, expanding to 90k sq. ft. (\$46mm/\$93mm w/ earn-out)</li> <li>• 143k sq. ft. GP, plus licenses for six dispensaries (\$64mm)</li> <li>• 52k sq. ft. GP, expanding to 104k sq. ft., plus licenses for six dispensaries (\$80mm)</li> </ul>
<b>TOTAL</b>	<b>\$117 million</b>		
<b><u>Virginia</u></b>			
Vertical License – 1 License Dalitso	\$33 million	September 2019	<ul style="list-style-type: none"> <li>• One vertically integrated license (\$83mm, plus earn-out)</li> </ul>
<b><u>Illinois</u></b>			
Retail – 4 Licenses (TGS)	\$12.5 million	January 2020	<ul style="list-style-type: none"> <li>• Four operational dispensaries, 2 licenses (\$155mm)</li> <li>• Two operational dispensaries (\$43mm)</li> <li>• One operational dispensary, one license (\$28mm)</li> </ul>
<b><u>Massachusetts</u></b>			
Retail – 2 licenses & GP Facility (Nature’s Remedy)	\$101 million (w/earn-out)	September 2021	<ul style="list-style-type: none"> <li>• GP and three operational dispensaries (\$90mm/\$158mm w/ earn-out)</li> </ul>

# Percentage of Shares Issued For Acquisitions (2019 - 2021)



Company	Shares Fully Diluted (in millions)	<u>Percentage of Shares Issued For Aquisitions</u> <u>Per Total Shares Fully Diluted *</u>
Jushi Holdings Inc Class B	264.4	8%
Company 1		23%
Company 2		27%

*All three companies will likely be successful and be \$5 billion plus market cap in the future, the question is - how many shares will be outstanding for each company at that time?*

\*Sources: Company Reports, CSE, SEDAR

# Industry Leading Online Platform



## Driving Online Revenue Growth Through Best-In-Class Customer Experience

Percent of Total Sales Online

**~80%**

Q3 2021

Online Conversion Rate

**13.6%**

Q3 2021

Average Cart Size

**\$122**

Q3 2021 Average

Online Pre-Order Daily Sales Record

**\$1mm**

October 2021

# New Hires



## Experienced New Senior Executives – Adding Shareholder Value



**Ed Kremer**  
Chief Financial Officer

Over 20 years of financial leadership experience

Previously, Chief Operating and Restructuring Officer of Le Tote and Lord & Taylor

Held executive leadership and finance roles with Oakley, Oliver Peoples, and Beats Electronics (Beats by Dr. Dre).



**Leonardo “Leo” Garcia-Berg**  
Chief Operations Officer

Vast operational and global supply chain management experience

Over 10 years at Anheuser-Busch InBEV in numerous roles including leading strategies focused on improving manufacturing, logistics, and sourcing. He also served as an international consultant for

McKinsey & Company focusing on operational strategies.



**Brendon Lynch**

EVP, Retail Operations

Proven track record of building and transforming iconic consumer and service brands

Brings decades of retail expertise that he refined and developed while working with Anthropologie, Rudy’s Barbershop, TOMS, David Yurman and the Gap.



**Robert “Bob” Young**

EVP, Information Systems

Over 20 years of success in the IT, hospitality, airline, and casino industries

Held several leadership positions at Seminole Gaming, Southwest Airlines, Motorola, UnitedHealth Group and Harrah’s Entertainment.

# Early Focus on Environmental, Social and Governance (“ESG”) Principles





# Share Count Analysis



## JUSHI HOLDINGS INC. CAPITALIZATION (as of November 15, 2021)

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### SHARE CLASS<sup>(1)</sup>

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Subordinate Voting Shares <sup>(1)</sup>	182,720,963 <sup>(2)</sup>
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Warrants	69,419,758
Stock Options	18,968,787

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Fully Diluted Shares	272,091,509 <sup>(3)</sup>
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(1) Super Voting Shares and Multiple Voting Shares were converted into Subordinate Voting Shares on August 9, 2021.

(2) Market Capitalization: \$877 million (share price on 11/11/21 was \$4.80)

(3) Fully Diluted Market Capitalization: \$1,306 million (share price on 11/11/21 was \$4.80)

# Adj. EBITDA Reconciliation



	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021	Three Months Ended September 30, 2020
Net Income (loss) (1)	\$ 38,234	\$ 4,760	\$ (29,999)
Income tax expense	8,905	6,100	1,849
Interest expense, net	8,033	5,998	6,722
Depreciation and amortization (2)	2,004	2,417	1,370
EBITDA (Non-IFRS)	\$ 57,176	\$ 19,275	\$ (20,058)
Fair value changes included in inventory sold and biological assets	(1,136)	(328)	(1,225)
Share-based compensation expense	2,035	2,383	1,274
Fair value changes in derivatives	(55,060)	(21,099)	36,888
Losses on debt and warrant modifications	-	-	257
Net gains on business combinations	-	-	(15,313)
(Gains) losses on investments and financial assets	(76)	(124)	(1,654)
Acquisition and deal costs	258	870	88
Severance costs (3)(4)	(69)	1,839	-
Start-up costs (3)(5)	2,315	1,172	550
Losses on legal settlements	(22)	601	2,018
Inventory step-up on business combination (6)	865	-	-
Registration statement costs (7)	68	-	-
Adjusted EBITDA (Non-IFRS)	\$ 6,354	\$ 4,589	\$ 2,825

(1) Net income (loss) includes amounts attributable to non-controlling interests.

(2) From the statement of cash flows. Includes amounts that are included in cost of goods sold and in operating expenses.

(3) During the second quarter of 2021, we revised our methodology for calculating Adjusted EBITDA to also adjust for the effects of acquisition and deal costs, severance costs and start-up costs. We revised our methodology for calculating Adjusted EBITDA because we believe that the fluctuations caused in our operating results from these items are not reflective of our core performance, and that the revised methodology provides management and investors more useful information to evaluate the operations of our business. The prior period data for these items has been added to conform to current period presentation.

(4) Severance costs for the nine months ended September 30, 2021 relate to a founder's separation cost and to severance for former executives of a previously acquired business.

(5) Expansion and start-up costs incurred in order to prepare a location for its intended use. Start-up costs are expensed as incurred and are not indicative of ongoing operations of each new location.

(6) Relates to the fair value write-up on inventory acquired in the Nature's Remedy acquisition and sold during the third quarter of 2021.

(7) Adjustment to reflect the elimination of costs relating to Company's SEC registration, listing and compliance

INTRODUCING

# Jushi

BOCA RATON • DENVER

INVESTOR presentation  
version 02

the future of cannabis

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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 presentation, 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 ability of Jushi to successfully and/or timely achieve business objectives, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; and compliance with extensive government regulation, as well as other risks and uncertainties which are more fully described in the Company's Management, Discussion and Analysis for the three months ended September 30, 2021, and other filings with securities and regulatory authorities which are available at [www.sedar.com](http://www.sedar.com). Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward- looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. The financial information reported in this presentation is based on unaudited management prepared financial statements for the three and nine months ended September 30, 2021. These preliminary results are provided prior to completion of all internal and external reviews and therefore are subject to adjustment until the filing of the Company's quarterly financial statements, which the Company expects to file on SEDAR on or about November 18, 2021. The review of the unaudited consolidated financial statements for the three and nine month periods ended September 30, 2021 by the Company's auditors is currently in process. All financial information contained in this presentation is qualified in its entirety with reference to such financial statements. While the Company does not expect there to be any material changes between the information contained in this presentation and the consolidated financial statements it files on SEDAR, to the extent that the financial information contained in this presentation is inconsistent with the information contained in the Company's financial statements, the financial information contained in this presentation shall be deemed to be modified or superseded by the Company's filed financial statements. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation for purposes of applicable securities laws.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this presentation are made as of the date of this presentation, 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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### Non-IFRS Measures

In addition to providing financial measurements based on IFRS, the Company provides additional financial metrics that are not prepared in accordance with IFRS. Management uses non-IFRS financial measures, in addition to IFRS financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate the Corporation’s financial performance. These non-IFRS financial measures are EBITDA and Adjusted EBITDA (both defined below). Management believes that these non-IFRS financial measures reflect the Company’s ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business, as they facilitate comparing financial results across accounting periods and to those of peer companies. As there are no standardized methods of calculating these non-IFRS measures, the Company’s methods may differ from those used by others, and accordingly, the use of these measures may not be directly comparable to similar measures used by others, thus limiting their usefulness. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

EBITDA and Adjusted EBITDA are financial measures that are not defined under IFRS. Management believes EBITDA is a useful measure to assess the performance of the Company as it provides meaningful operating results by excluding the effects of expenses that are not reflective of our operating business performance. Management defines EBITDA as net income (loss), or “earnings”, before interest, income taxes, depreciation and amortization. Management believes Adjusted EBITDA is a useful measure to assess the performance of the Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of the Company’s operating business performance and other one-time or non-recurring expenses. Management defines Adjusted EBITDA as EBITDA before: (i) fair value changes included in inventory sold and biological assets; (ii) share-based compensation expense; (iii) fair value changes in derivatives; (iv) gains/losses on debt and warrant modifications; (v) net gains on business combinations; (vi) gains/losses on investments and financial assets; (vii) acquisition and deal costs; (viii) severance costs; (ix) start-up costs; (x) gains/losses on legal settlements; (xi) inventory step-up on business combination and (xii) registration statement costs.

These non-IFRS measures are not recognized measures under International Financial Reporting Standards (“IFRS”) and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies.

Adjusted EBITDA is included as a supplemental disclosure because we believe that such measurement provides a better assessment of the Company’s operations on a continuing basis by eliminating certain material non-cash items and certain other adjustments we believe are not reflective of the Company’s ongoing operations and performance. Adjusted EBITDA has limitations as an analytical tool as it excludes from net income as reported interest, tax, depreciation, non-cash expenses, RTO expense, other income, grow cost expensed for biological assets and unsold inventory, and the non-cash fair value effects of accounting for biological assets and inventories. Because of these limitations, Adjusted EBITDA should not be considered as the sole measure of the Company’s performance and should not be considered in isolation from, or as a substitute for, analysis of the Company’s results as reported under IFRS. The most directly comparable measure to Adjusted EBITDA calculated in accordance with IFRS is operating income (loss).

### NO OFFERS

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### CURRENCY

All references to \$ or "dollar" in this presentation are references to USD, unless otherwise indicated.

### RISKS RELATED TO A LOSS OF FOREIGN PRIVATE ISSUER STATUS AND BECOMING A U.S. REPORTING COMPANY

On July 22, 2021, the Company announced that it no longer meets the definition of a Foreign Private Issuer ("FPI"). As a public issuer, the Company is currently subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which the Company's securities may be listed from time to time. In addition, with the loss of FPI status, the Company will become subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder. Additional or new regulatory requirements may be adopted in the future. The loss of FPI status may have adverse consequences on the Company's ability to issue its securities to acquire companies and its ability to raise capital in private placements or prospectus offerings. In addition, the requirements of existing and potential future rules and regulations will increase the Company's legal, audit, accounting and financial compliance costs, make some activities more difficult, time consuming or costly and may also place undue strain on our personnel, systems and resources, including the transition of the Company's financial reporting from IFRS to U.S. GAAP, which could adversely affect our business, financial condition, and results of operations. Further, should the Company seek to list on a securities exchange in the United States, the loss of Foreign Private Issuer status may increase the cost and time required for such a listing.



## Risk Factors

An investment in the securities described herein is speculative and involves a number of risks that should be considered by a prospective investor. Prospective investors should carefully consider the risk factors described under “Risk Factors” in the Appendix at the end of this presentation and those contained in the Company’s most recent Management Discussion & Analysis (“MD&A), as filed on SEDAR, before investing in the Company and purchasing the securities described herein.

### UNCERTAINTY CAUSED BY NEW AND CHANGING REGULATORY FRAMEWORK

There is substantial uncertainty regarding federal, state and local regulation of both cannabis and hemp described more fully in the Risk Factors contained in the MD&A. Federal, state and local governments are developing new regulations and amending current regulations, of which some are subject to varying interpretations, under which the Company is and/or will operate. Accordingly, there is uncertainty as to the restrictions placed on the Company and the industry. If these uncertainties continue, they may have an adverse effect upon the introduction of the Company’s products in different markets.

### BANKING LIMITATIONS NEGATIVELY IMPACT BUSINESS IN THE CANNABIS INDUSTRY

The terms cannabis and marijuana are terms generally used to describe the products and derivatives of the cannabis plant. The use of those terms varies by federal, state and local regulators and in federal, state and local laws, rules, regulations and ordinances and can create confusion. The possession and use of cannabis for any purposes is illegal under federal law. Therefore, there is a strong argument that banks cannot, and they typically do not accept deposit funds from the drug trade and therefore cannot do business with businesses engaged in the production, sale or distribution of cannabis, as well as businesses that provide products and services to these businesses, despite the fact that the activities in which these businesses engage may be legal under applicable state law. While the Company currently has a banking relationship, there can be no assurances that the Company will be able to maintain this relationship. On February 14, 2014, FinCEN released guidance to banks clarifying BSA expectations for financial institutions seeking to provide services to cannabis-related businesses.” Even with the FinCEN guidance, however, there can be no guaranty that banks will decide to do business with businesses in the cannabis industry, or that, in the absence of actual legislation, state and federal banking regulators will not strictly enforce current prohibitions on banks handling funds generated from an activity that is illegal under federal law. The inability of businesses operating in the cannabis industry to open accounts and otherwise use the services of banks may make it difficult for such businesses to prosper and expand, which could have a significant and negative impact on such businesses and their operations and financial condition.

### SCIENTIFIC RESEARCH RELATED TO THE BENEFITS OF CANNABIS REMAINS IN EARLY STAGES IS SUBJECT TO A NUMBER OF IMPORTANT ASSUMPTIONS, AND MAY PROVE TO BE INACCURATE

Research in Canada, the United States and internationally regarding the medical benefits, viability, safety, efficacy and dosing of cannabis or isolated cannabinoids remains in early stages. To the Company’s knowledge, there have been relatively few double-blind placebo-controlled clinical trials on the benefits of cannabis or isolated cannabinoids. Any statements made in this Presentation concerning cannabis’ or cannabinoids’ potential medical benefits are based on published articles and reports. As a result, any statements made in this Presentation are subject to the experimental parameters, qualifications, assumptions and limitations in the studies that have been completed.

Although the Company believes that the articles and reports, and details of research studies and clinical trials that are publicly available reasonably support its beliefs regarding the medical benefits, viability, safety, efficacy and dosing of cannabis, future research and clinical trials may prove such statements to be incorrect or could raise concerns regarding and perceptions relating to cannabis. Given these risks, uncertainties and assumptions, prospective purchasers under investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Presentation or reach negative conclusions regarding the viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could materially impact the Company.

### TAXATION

Prospective investors should be aware that the purchase of securities of the Company or any entity related thereto may have tax consequences both in Canada and the United States. Each prospective investor is strongly encouraged to consult its own tax advisor concerning any purchase of securities of the Company or any entity related thereto and the holding and disposition of any such securities. This presentation does not address the tax consequences of the purchase, ownership or disposition of any such securities.