

Jushi Holdings Inc.

Investor Presentation – July 2022



Jushi

Cautionary Statement Regarding Forward-Looking Statements

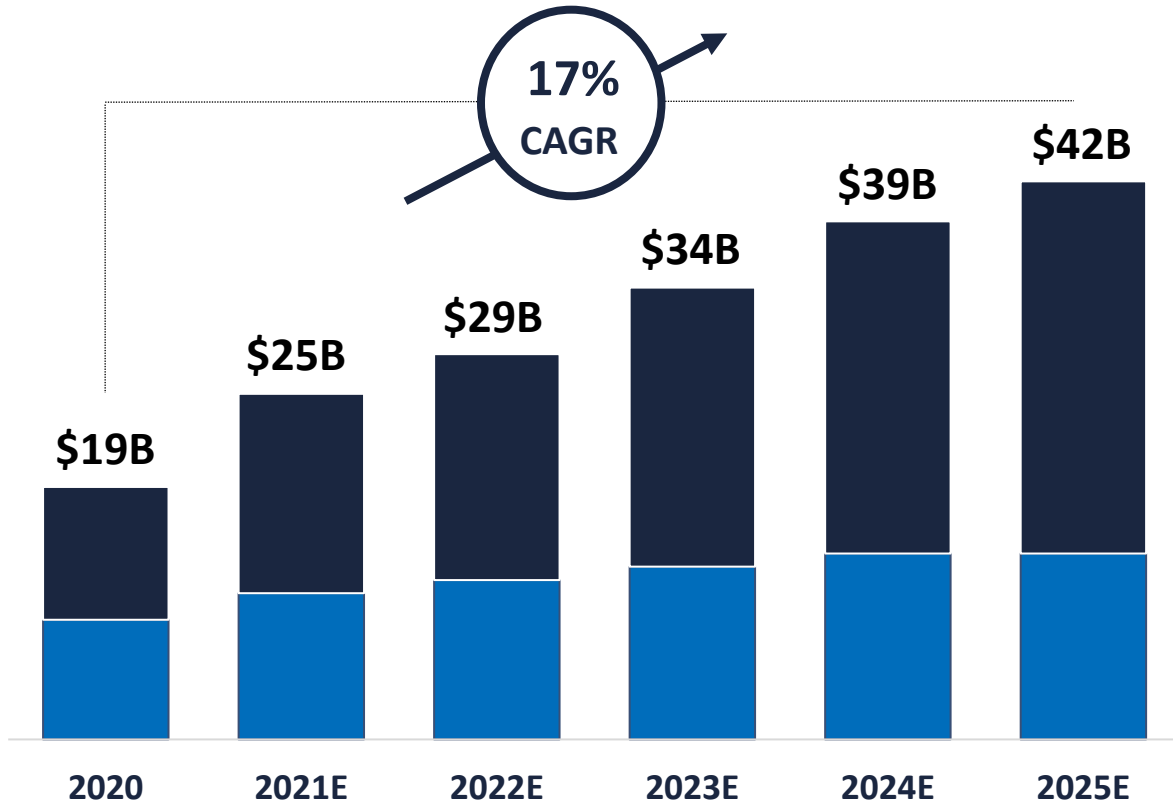
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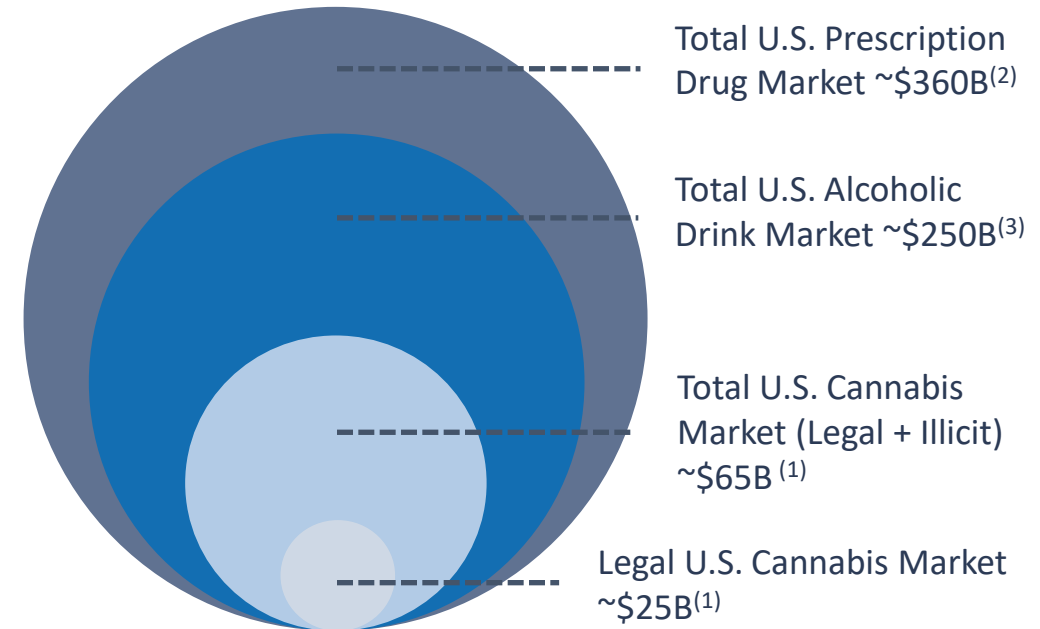
Cannabis Industry Opportunity

Projected U.S. Cannabis Market Size⁽¹⁾



Legal U.S. Recreational Cannabis Market
 Legal U.S. Medical Cannabis Market

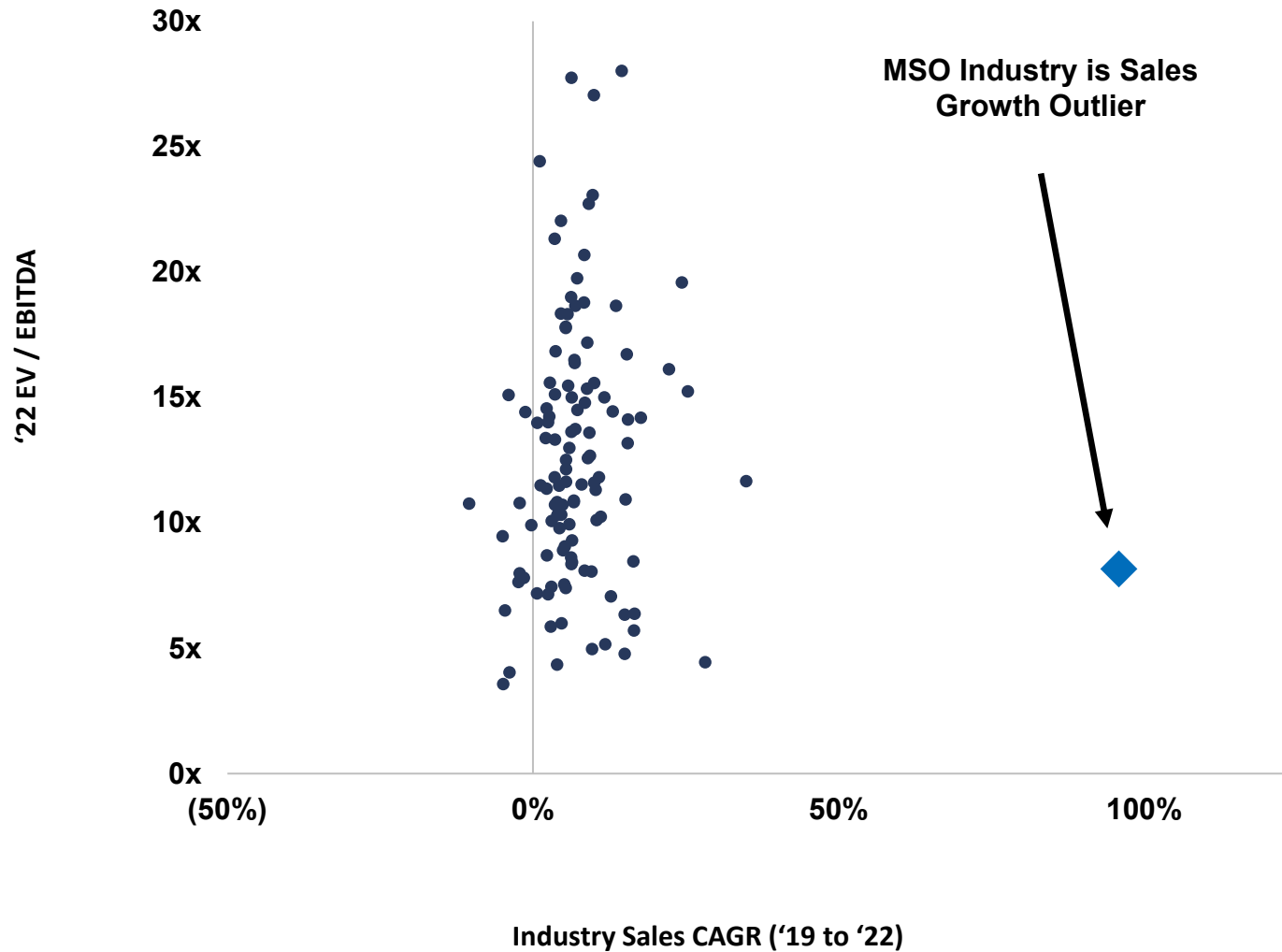
U.S. Market Size 2021



1. [Cowen Research Themes 2022, Cowen Research \(Published December 2021\)](#)
 2. [Statista: US Prescription Drug Market](#)
 3. [Statista: US Alcoholic Drink Market](#)

MSO Industry Growth & Valuation vs. Other Industries

MSO valuation is in stark contrast with growth rates compared to other industries⁽¹⁾



Compared to 125 industries in North America, MSO industry growth is the highest, with valuation in the bottom 30%

(1) Factset, Needham & Company, LLC

What Sets Jushi Apart?

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.

Industry Leading Organic Revenue and Adj. EBITDA⁽¹⁾ Margin Growth

Highly Concentrated Position in Markets w/ Favorable Regulatory Developments

Highly Accretive Acquisition Opportunities in Existing Markets

Best-in-Class M&A Track Record

Solid Liquidity Position

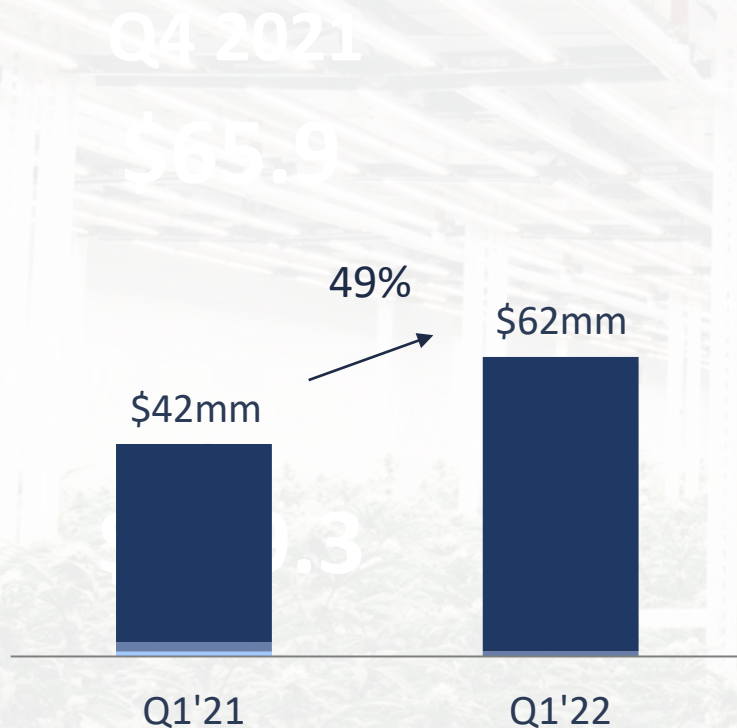
Industry Leading Online Platform

Early Focus on “ESG” Principles

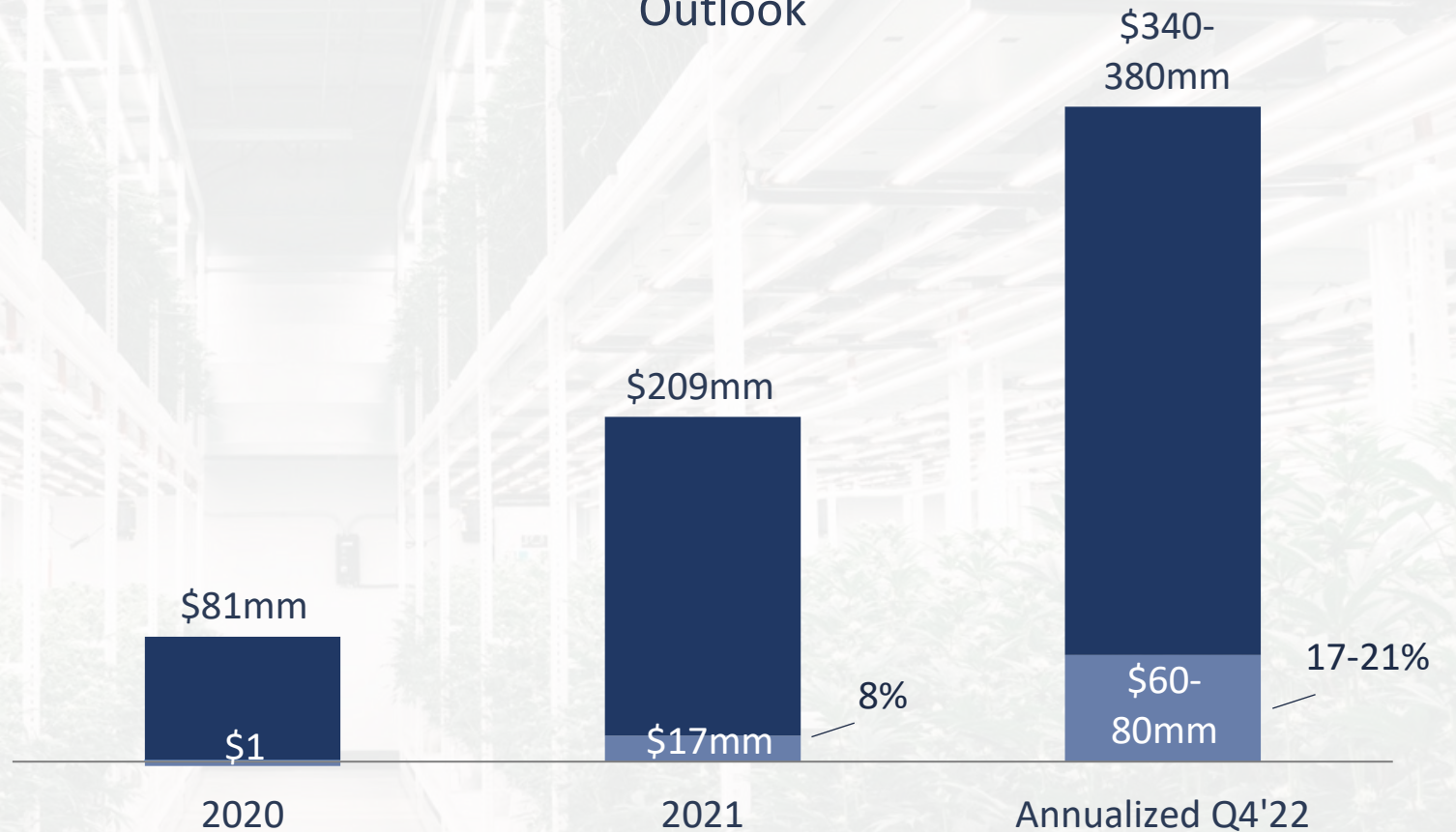
(1) See Adjusted EBITDA Reconciliation Table on page 18 for more details as well as disclaimers on page 19 for how Adjusted EBITDA is defined

Industry Leading Revenue and Adj. EBITDA Margin Growth

Strong Revenue Growth
(Q1'22 vs. Q1'21)



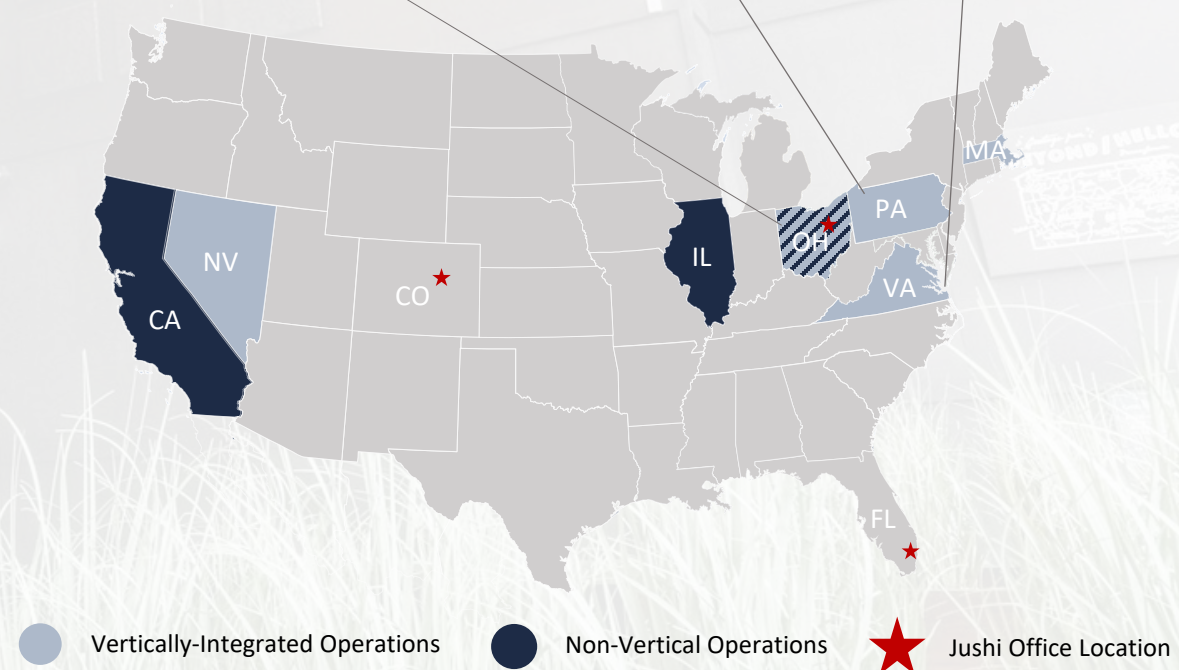
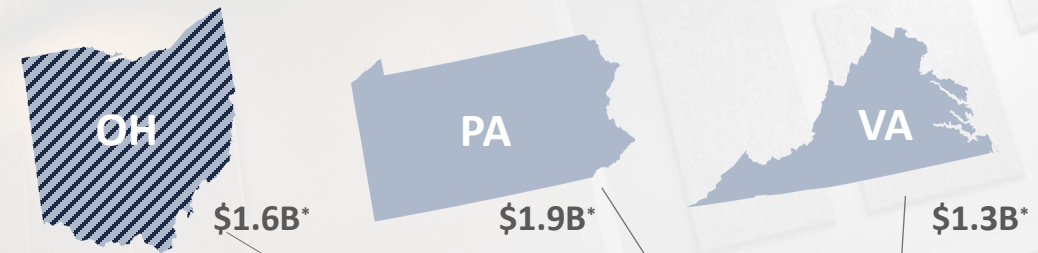
Annual Revenue and Adj. EBITDA⁽¹⁾ (%)
Outlook



(1) See Adjusted EBITDA Reconciliation Table on page 18 for more details as well as disclaimers on page 19 for how Adjusted EBITDA is defined

Highly Concentrated Position in Markets w/ Favorable Regulatory Developments

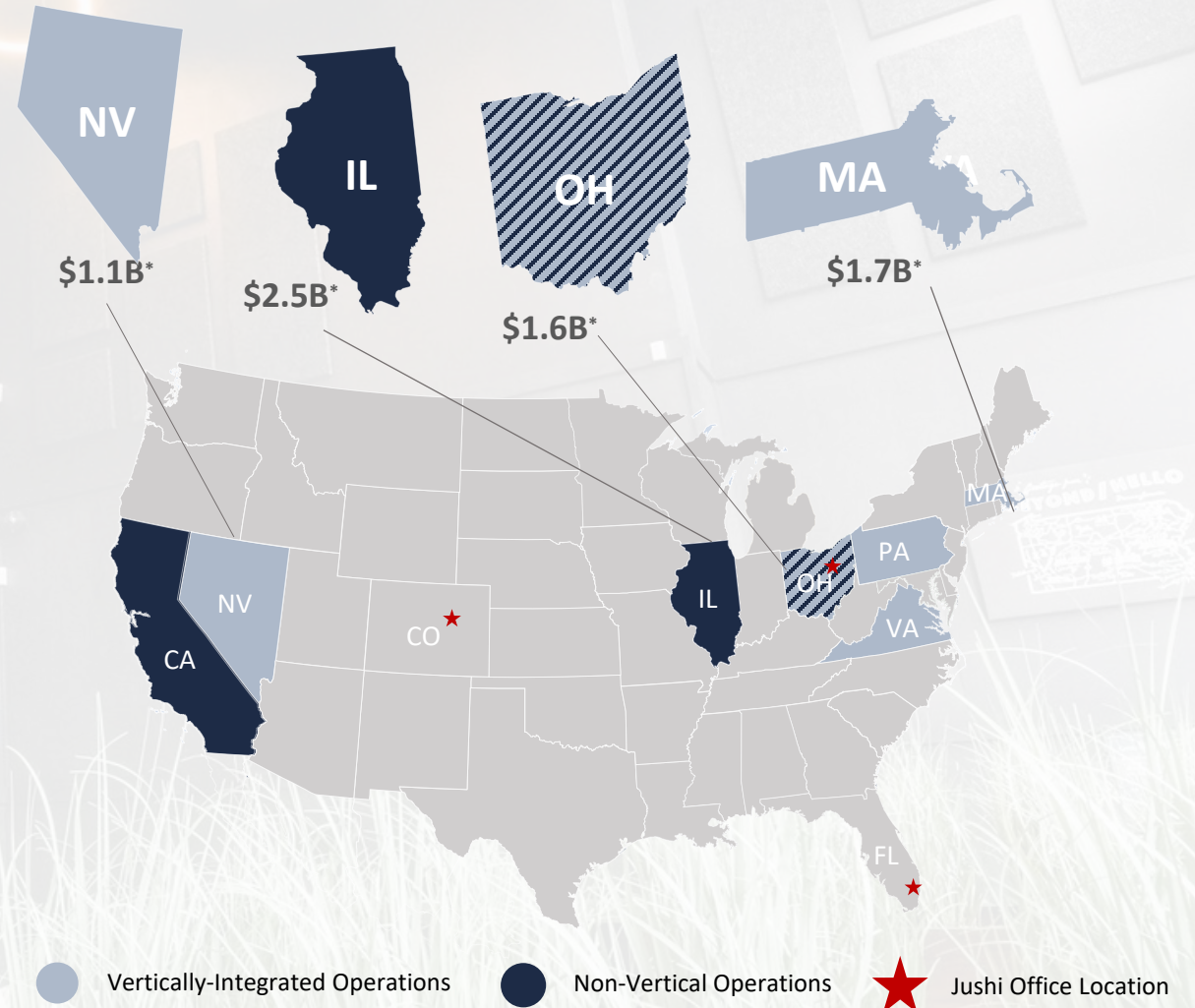
Emerging Markets	Regulatory Status	Jushi Assets
Pennsylvania	Mature medical program / Planning for adult-use	<ul style="list-style-type: none"> Vertically Integrated 18 medical dispensaries 81k sq. ft. facility, expanding to 123k sq. ft. (add'l expansion potential)
Virginia	Early medical program / adult-use legislation passed	<ul style="list-style-type: none"> Vertically Integrated 2 medical dispensaries open (total of 6 planned) 93k sq. ft. facility (add'l expansion potential)
Ohio	Early medical program / Planning for adult-use	<ul style="list-style-type: none"> Vertically Integrated 1 awarded provisional medical retail license 8k sq. ft. processing facility 10k sq. ft. grow facility (add'l expansion potential)



* Source: Headset; estimated market size by 2025

Highly Accretive Acquisition Opportunities in Existing Markets

Adult-Use Markets	Jushi Assets	Expansion Potential
Illinois	<ul style="list-style-type: none"> Retail only 4 operational dispensaries 1 awarded conditional dispensary license** 	<ul style="list-style-type: none"> 5 dispensaries Grower-processor
Massachusetts	<ul style="list-style-type: none"> Vertically integrated 2 operational adult-use (one co-located medical) dispensaries 1 grower-processor 	<ul style="list-style-type: none"> 1 adult-use dispensary Additional 67k sq. ft. of canopy
Nevada	<ul style="list-style-type: none"> Vertically integrated 4 operational dispensaries 1 grower-processor 1 cultivation facility 1 processing facility 	<ul style="list-style-type: none"> Additional adult-use dispensaries Additional canopy
Ohio	<ul style="list-style-type: none"> Vertically Integrated 1 awarded provisional medical retail license 8k sq. ft. processing facility 10k sq. ft. grow facility 	<ul style="list-style-type: none"> 4 dispensaries Additional canopy



* Source: Headset; estimated market size by 2025
 ** Awarded conditional license where Jushi owns 49%

Best-in-Class M&A Track Record

State	Price Paid	Close Date	Recent Market Deals
<u>Pennsylvania</u>			
Retail – 12 Licences (FBS – PA)	\$63 million	July 2019	<ul style="list-style-type: none"> • Three operational dispensaries (\$90mm) • Three operational dispensaries (\$120mm w/ earn-out)
Retail – 3 Licenses (Agape)	\$12 million	June 2020	<ul style="list-style-type: none"> • Three operational dispensaries (\$35mm w/ earn-out) • Three operational dispensaries (\$60mm)
Retail – 3 Licenses (PDS)	\$5 million	December 2020	<ul style="list-style-type: none"> • Three operational dispensaries (\$120mm)
Retail Total	\$80 million		
Grower Processor (PAMS)	\$37 million	August 2020	<ul style="list-style-type: none"> • 35K sq. ft. GP, expanding to 90k sq. ft. (\$93mm w/ earn-out) • 143k sq. ft. GP, plus licenses for six dispensaries (\$64mm) • 52k sq. ft. GP, expanding to 104k sq. ft., plus licenses for six dispensaries (\$80mm)
TOTAL	\$117 million		
<u>Virginia</u>			
Vertical License – 1 License Dalitso	\$33 million	September 2019	<ul style="list-style-type: none"> • One vertically integrated license (\$83mm, plus earn-out)
<u>Illinois</u>			
Retail – 4 Licenses (TGS)	\$12.5 million	January 2020	<ul style="list-style-type: none"> • Four operational dispensaries, 2 licenses (\$155mm) • Two operational dispensaries (\$43mm) • One operational dispensary, one license (\$28mm)
<u>Massachusetts</u>			
Retail – 2 licenses & GP Facility (Nature’s Remedy)	\$79.6 million (w/earn-out)*	September 2021	<ul style="list-style-type: none"> • GP and three operational dispensaries (\$158mm w/ earn-out)
<ul style="list-style-type: none"> • Nature’s Remedy’s total consideration is \$79.6 million, based on an upfront payment of \$69.6 million using a \$1.50 share price, plus a \$10 million earn-out 			

Solid Liquidity Position

~\$76MM

Cash
Balance

As of March 31, 2022

\$100MM*

Acquisition
Facility

Q1 2022

C\$500MM

Base Shelf
Prospectus

Q1 2021

~\$156MM**

Total Debt

As of March 31, 2022

* \$35mm of capacity. Does not include the \$25 million accordion feature

** Total debt, excluding leases and property, plant, and equipment financing obligations

Industry Leading Online Platform

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



Percent of Total
Sales Online

~68%

Q1 2022

Online
Conversion Rate

19%

Q1 2022

Average
Cart Size

\$107

Q1 2022 Average

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



Environmental

Focus on environmentally sustainable construction - Culver City, CA
Increasing use of organic packaging materials



Social

Maintain leadership position in workforce diversity
Established Diversity, Equity, and Inclusion (DEI) team focused on empowering employees and improving the representation of people and ideas
Actively working with states to create legislation that will advance social equity ownership within the cannabis space



Governance

Diversity at the Board of Director Level: Two of the five members of the board are diverse (ethnicity & gender)
Single class voting structure (eliminated Super Voting Shares)
Compliance Hotline (Whistleblower program)

EXPRESS

Appendix

go beyond

Store Opening Schedule

State	Store Count (As of Q1'22)	Q2'22	Q3'22	Q4'22	Store Count (As of 12/31/22)	Targeted Store Count (As of 12/31/23) ¹
Pennsylvania	18	-	-	-	18	18
Illinois	4	-	-	-	4	10
Virginia	2	-	3	-	5	6
California	2	1	-	-	3	4
Massachusetts	2	-	-	-	2	3
Ohio	-	-	-	-	-	5
Nevada	1	3	-	-	4	4
TOTAL	29	4	3	-	36	50

¹**Targets based on ongoing applications and potential M&A, and not based on new disclosures or undisclosed purchases

Bolstered Cultivation and Processing Capabilities

Q1 2022

248k sq. ft.

of cultivation and processing capabilities

61k sq. ft.

of canopy

Year-End 2022

~330k sq. ft.

of cultivation and processing capabilities

103k sq. ft.

of canopy

Expansion in high-growth, limited license states, including:

- Pennsylvania (Scranton)
- Virginia (Manassas)
- Massachusetts (Lakeville)
- Nevada (North Las Vegas)
- Ohio (Toledo & Columbus)
- Illinois (TBD)



Bolstered Cultivation and Processing Capabilities

State	Total Building (sq. ft.)	Canopy (sq. ft.)	Annual Biomass Capacity (lbs.)	Estimated Completion Date
Pennsylvania – Scranton Facility				
Existing Facility	81,000	~16,000	~8,000	Completed
Phase 1 Expansion	~123,000	~35,000	~22,000	Summer '22
Phase 2 Expansion	~210,000	~107,000	~60,000	Future**
Virginia – Manassas Facility				
Existing Facility	30,000*	~2,700	~1,700	Completed
Phase 1 Expansion	93,000	~19,000	~12,000	6/22
Phase 2 Expansion	~195,000	~54,000	~35,000	Future**
Phase 3 Expansion	~263,000	~123,000	~80,000	Future**

*30k of operational sq. ft. within a 93k sq. ft. facility

**Pending regulatory developments

Adjusted EBITDA Reconciliation

	Year Ended December 31,	
	2021	2020
NET INCOME (LOSS) ⁽¹⁾	\$ 21,364	\$ (211,866)
Income tax expense	31,089	10,401
Interest expense, net	30,956	18,902
Depreciation and amortization ⁽²⁾	9,468	5,412
EBITDA (Non-IFRS)	\$ 92,877	\$ (177,151)
Non-cash share-based compensation and other one-time charges ⁽³⁾⁽⁸⁾	18,015	7,425
Inventory-related adjustments ⁽⁴⁾	(553)	(5,842)
Fair value changes in derivatives	(105,170)	173,707
Other (income) expense items ⁽⁵⁾	(7,409)	(793)
Start-up costs ⁽⁶⁾⁽⁸⁾	9,768	2,364
Transaction costs ⁽⁷⁾⁽⁸⁾	2,472	810
Goodwill impairment	2,384	170
Asset impairment charges	4,561	—
Adjusted EBITDA (Non-IFRS)	\$ 16,945	\$ 690

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) Includes: (i) non-cash share-based compensation expense for the period; (ii) severance costs; and (iii) loan forgiveness. Severance costs for the year ended December 31, 2021 primarily relate to separation costs for executives. In addition, loans to certain executives were forgiven in preparation for the Company's registration with the SEC in 2022 and treated as incremental incentive compensation.

4) Includes: (i) fair value changes included in inventory sold and biological assets; (ii) inventory step-up on business combinations; and (iii) inventory recall reserves. The inventory step-up on business combination relates to the fair value writeup on inventory acquired in the Nature's Remedy acquisition and subsequently sold during 2021. The inventory recall reserves relate to the potential impact of the Pennsylvania Department of Health recall and ban of vape products containing certain cannabis concentrates.

5) Includes: (i) net (gains) reductions on business combinations; (ii) (gains) losses on legal settlements; (iii) losses (gains) on investments and financial assets; and (iv) losses on debt modifications.

6) 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.

7) Transaction costs include: (i) registration statement costs such as professional fees and other costs relating to our SEC registration; and (ii) acquisition and deal costs.

8) During 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.

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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).

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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.