

NOTICE TO READER

4Front Ventures Corp. (the “Company”) assessed its status as a “foreign private issuer” and determined that it no longer qualified as a “foreign private issuer” as such term is defined in Rule 405 under the United States Securities Act of 1933. This means that as of January 1, 2021, the Company has been required to comply with all of the periodic disclosure requirements of the Securities Exchange Act of 1934 applicable to U.S. domestic issuers, such as Forms 10-K, 10-Q, and 8-K, rather than the forms the Company has filed with the Securities and Exchange Commission (“SEC”) in the past as a foreign private issuer, such as Forms 40-F and 6-K.

Accordingly, the Company is now required to prepare its financial statements filed with the SEC in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). As required pursuant to section 4.3(4) of National Instrument 51-102 – Continuous Disclosure Obligations, the Company must restate its interim financial reports for the fiscal year ended December 31, 2020, in accordance with U.S. GAAP, such interim financial reports having previously been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The attached amended and restated condensed consolidated interim financial statements (the “Financial Statements”) for the three and six months ended June 30, 2020 and 2019 have been prepared in accordance with U.S. GAAP, are current as of August 26, 2020 and provide financial information for the three and six months ended June 30, 2020 and 2019, as amended, and restated on March 31, 2021. Other than as expressly set forth above, the revised Financial Statements do not, and do not purport to, update, or restate the information in the original condensed consolidated interim financial statements or reflect any events that occurred after the date of the filing of the original condensed consolidated interim financial statements.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under Part 4, subsection 4.3(3)(a) of National Instrument 51-102 – Continuous Disclosure Obligations, if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of 4Front Ventures Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management. The Company’s independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditor.



4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(UNAUDITED)**

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019

(EXPRESSED IN THOUSANDS OF US DOLLARS)

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

TABLE OF CONTENTS

	<u>Page(s)</u>
Condensed Consolidated Interim Balance Sheets	1
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss	2
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity	3
Condensed Consolidated Interim Statements of Cash Flows	4
Notes to Condensed Consolidated Interim Financial Statements	5-29

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Condensed Consolidated Interim Balance Sheets (unaudited)****As of June 30, 2020 and December 31, 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

	Note	June 30, 2020	December 31, 2019
ASSETS			
Current assets			
Cash		\$ 11,434	\$ 5,789
Accounts receivable - related parties		560	677
Other receivables		414	325
Current portion of lease receivables	9	10,787	9,556
Inventory, net	5	12,138	9,825
Current portion of notes receivable		1,362	1,871
Prepaid expenses		1,845	2,198
Assets held for sale		7,336	—
Total current assets		45,876	30,241
Restricted cash		—	2,352
Property and equipment, net	6	40,977	41,822
Notes receivable and accrued interest from related parties		520	1,049
Lease receivables	9	22,876	23,944
Intangible assets, net	7,8	33,593	35,147
Goodwill	7,8	35,149	40,283
Right-of-use assets	9	31,263	20,757
Other non-current assets		4,252	7,106
TOTAL ASSETS		\$ 214,506	\$ 202,701
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES			
Current liabilities			
Accounts payable		\$ 2,286	\$ 5,866
Accrued expenses and other current liabilities		\$ 4,305	3,465
Taxes payable		4,245	1,609
Current portion of convertible notes	10	6,750	—
Current portion of lease liability	9	971	972
Current portion of contingent consideration payable	16	2,100	750
Current portion of notes payable and accrued interest	10	1,752	6,190
Total current liabilities		22,409	18,852
Convertible notes	10	50,494	35,607
Notes payable and accrued interest from related party	10	43,878	44,289
Long term notes payable	10	1,978	1,903
Long term accounts payable		1,600	1,600
Contingent consideration payable	8,16	2,994	4,714
Deferred tax liability		1,058	—
Lease liability	9	31,758	20,976
TOTAL LIABILITIES		156,169	127,941
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Equity attributable to 4Front Ventures Corp.		239,089	252,656
Reserves		31,193	25,618
Deficit		(211,902)	(203,497)
Total 4Front Ventures Corp. shareholders' equity		58,380	74,777
Non-controlling interest	13	(43)	(17)
TOTAL SHAREHOLDERS' EQUITY		58,337	74,760
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 214,506	\$ 202,701
Contingencies (Note 16)		\$ —	

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

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (unaudited)****For the Three and Six Months Ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars except share amounts*

	Note	Three Months Ended June 30,		Six Months Ended June 30,	
		2020	2019	2020	2019
REVENUE					
Revenue from sale of goods		\$ 5,669	\$ 1,139	\$ 19,722	\$ 4,605
Real estate income		2,734	—	5,631	—
Total Revenues		8,403	1,139	25,353	4,605
Cost of goods sold, sale of grown and manufactured products		(5,034)	(1,122)	(7,849)	(2,349)
Cost of goods sold, sale of purchased products		(162)	461	(4,846)	(676)
Gross Profit		3,207	478	12,658	1,580
OPERATING EXPENSES					
Selling and marketing expenses		4,212	1,626	12,304	3,336
General and administrative expenses		2,903	5,386	8,181	9,277
Equity based compensation	14	1,048	250	2,275	709
Depreciation and amortization	6,7,9	684	54	1,888	706
Total operating expenses		8,847	7,316	24,648	14,028
Loss from operations		(5,640)	(6,838)	(11,990)	(12,448)
Other Income (Expense)					
Interest income		8	—	64	—
Interest expense		(4,877)	(717)	(7,013)	(993)
Gain on restructuring of notes receivable		281	—	281	—
Other income		2,456	2,500	2,456	2,500
Foreign exchange loss		(55)	—	(18)	—
Total other income (expense)		(2,187)	1,783	(4,230)	1,507
Net loss from continuing operations before income taxes		(7,827)	(5,055)	(16,220)	(10,941)
Income tax (expense) benefit	20	(2,061)	18	(2,923)	(452)
Net loss from continuing operations, net of taxes		(9,888)	(5,037)	(19,143)	(11,393)
Net income (loss) from discontinued operations, net of taxes		9,686	(351)	10,712	(950)
Net loss		(202)	(5,388)	(8,431)	(12,343)
Net loss attributable to non-controlling interest		(38)	(24)	(26)	(110)
Net loss attributable to shareholders		\$ (164)	\$ (5,364)	\$ (8,405)	\$ (12,233)
Basic and diluted loss per share		\$ (0.00)	\$ (0.02)	\$ (0.02)	\$ (0.04)
Weighted average number of shares outstanding, basic and diluted		506,379,437	340,370,271	506,379,437	340,370,271

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

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (unaudited)

For the Six Months Ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

	Note	Share Capital			Reserves	Deficit	Total 4Front Ventures Corp. Shareholders' Equity	Non- Controlling Interest	Total Equity
		Units	Shares	Amount					
Balance, December 31, 2018		803,591	—	\$ 68,960	\$ 2,227	\$ (21,487)	\$ 49,700	\$ (1,623)	\$ 48,077
Class F units of Holdings for acquisition of PHX	8	5,496	—	2,675	—	—	2,675	—	2,675
Class F units of Holdings for acquisition of Om Medicine	8	9,040	—	4,400	—	—	4,400	—	4,400
Class F units of Holdings for acquisition of non-controlling interests	13	11,642	—	5,667	—	—	5,667	—	5,667
Purchase of non-controlling interests		—	—	(4,937)	—	—	(4,937)	(730)	(5,667)
Share-based compensation	14	1,650	—	—	709	—	709	—	709
Net loss		—	—	—	—	(12,233)	(12,233)	(110)	(12,343)
Balance, June 30, 2019		<u>831,419</u>	<u>—</u>	<u>\$ 76,765</u>	<u>\$ 2,936</u>	<u>\$ (33,720)</u>	<u>\$ 45,981</u>	<u>\$ (2,463)</u>	<u>\$ 43,518</u>

	Note	Share Capital			Reserves	Deficit	Total 4Front Ventures Corp. Shareholders' Equity	Non- Controlling Interest	Total Equity
		Units	Shares	Amount					
Balance, December 31, 2019		—	531,522,819	\$ 252,656	\$ 25,618	\$ (203,497)	\$ 74,777	\$ (17)	\$ 74,760
Conversion option and warrants with notes transferred to equity		—	—	—	411	—	411	—	411
Shares issued for Pure Ratios earnout		—	223,145	94	—	—	94	—	94
Share-based compensation	14	—	—	—	2,276	—	2,276	—	2,276
Exchange of stock for convertible swap notes		—	(29,775,760)	(13,661)	—	—	(13,661)	—	(13,661)
Conversion option on notes transferred to equity		—	—	—	2,888	—	2,888	—	2,888
Net loss		—	—	—	—	(8,405)	(8,405)	(26)	(8,431)
Balance, June 30, 2020		<u>—</u>	<u>501,970,204</u>	<u>\$ 239,089</u>	<u>\$ 31,193</u>	<u>\$ (211,902)</u>	<u>\$ 58,380</u>	<u>\$ (43)</u>	<u>\$ 58,337</u>

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

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Condensed Consolidated Interim Statements of Cash Flows (unaudited)****For the Six Months Ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

	Six Months Ended June 30,	
	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$ (8,431)	\$ (12,343)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation and amortization	4,296	706
Equity based compensation	2,275	709
Change in value of contingent consideration	24	—
Gain on restructuring note payable	(281)	—
Accretion of lease liability	767	201
Accretion of convertible debenture and interest	(331)	—
Accrued interest - lease receivable	(163)	—
Accrued interest - notes payable	3,043	342
Deferred taxes	—	126
Changes in operating assets and liabilities	(2,088)	(693)
NET CASH USED IN CONTINUED OPERATING ACTIVITIES	(889)	(10,952)
Net cash provided by (used in) discontinued operating activities (Note 21)	7,107	(695)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	6,218	(11,647)
CASH FLOWS FROM INVESTING ACTIVITIES		
Long term deposits	2,745	—
Issuance of notes receivable	—	(1,205)
Repayment of notes receivable	998	—
Purchase of PHX, net of cash acquired	—	(3,258)
Purchase of Om of Medicine	—	(176)
Purchases of property and equipment	(6,639)	(6,107)
NET CASH USED IN CONTINUED INVESTING ACTIVITIES	(2,896)	(10,746)
Net cash used in discontinued investing activities (Note 21)	(59)	(1,801)
NET CASH USED IN INVESTING ACTIVITIES	(2,955)	(12,547)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from related party loan from Cannex	—	9,887
Proceeds from related party loan from LI Lending	—	11,606
Payment of contingent consideration	(750)	—
Issuance of convertible debt	8,597	—
Repayment of convertible debt	(2,810)	—
Repayment of notes payable	(3,455)	(207)
NET CASH PROVIDED BY CONTINUED FINANCING ACTIVITIES	1,582	21,286
Net cash used in discontinued financing activities (Note 21)	—	2,796
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,582	24,082
NET INCREASE (DECREASE) IN CASH AND RESTRICTED CASH	4,845	(112)
CASH INCLUDED IN ASSETS HELD FOR SALE	(1,552)	—
CASH AND RESTRICTED CASH, BEGINNING OF PERIOD	8,141	1,435
CASH AND RESTRICTED CASH, END OF PERIOD	\$ 11,434	\$ 1,323

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

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months Ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

1. NATURE OF OPERATIONS

4Front Ventures Corp. (“4Front” or the “Company”) exists pursuant to the provisions of the British Columbia Corporations Act. On July 31, 2019, 4Front Holdings LLC (“Holdings”) completed a Reverse Takeover Transaction (“RTO”) with Cannex Capital Holdings, Inc. (“Cannex”) whereby Holdings acquired Cannex, and the shareholders of Holdings became the controlling shareholders of the Company (Note 8). Following the RTO, the Company is listed on the Canadian Securities Exchange (“CSE”) under the ticker “FFNT” and is quoted on the OTC (OTCQX: FFNTF).

As of June 30, 2020, the Company operates nine dispensaries in Massachusetts, Illinois, Maryland, Michigan, and Arkansas. The Company operates two production facilities in Massachusetts, and one in Illinois.

The Company leases real estate and sells equipment, supplies, and intellectual property to cannabis producers in the state of Washington. The Company also owns and operates Pure Ratios (which was acquired by Cannex in June 2019), a CBD-focused wellness company in California, that sells non-THC products throughout the United States.

While marijuana is legal under the laws of several U.S. states (with varying restrictions), the United States Federal Controlled Substances Act classifies all “marijuana” as a Schedule I drug, whether for medical or recreational use. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision.

The Company’s business could be materially and adversely affected by the outbreak of a widespread epidemic or pandemic or other public health crisis, including arising from the novel strain of the coronavirus known as “COVID-19.” This has resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on our future financial results.

The head office address of the Company is 5060 North 40th Street, Suite 120, Phoenix, Arizona, and the registered office is 550 Burrard Street, Suite 2900, Vancouver, British Columbia.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information.

In the opinion of management, the financial statements included herein contain all adjustments, including normal recurring adjustments, considered necessary to present fairly the financial position, the results of operations and comprehensive income (loss) and cash flows of the Company for the periods presented in accordance with U.S. GAAP.

The results reported in these condensed consolidated interim financial statements should not be regarded as necessarily indicative of results that may be expected for an entire fiscal year. The policies set out below are consistently applied to all periods presented, unless otherwise noted.

(a) Principles of consolidation

The accompanying condensed consolidated interim financial statements include the accounts of the Company and all entities in which the Company either has a controlling voting interest or is the primary beneficiary of a variable interest entity. All intercompany accounts and transactions have been eliminated on consolidation. Information on the Company’s subsidiaries with non-controlling interests is included in Note 13.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

3. SUMMARY OF SIGNICANT ACCOUNTING POLICIES

(a) Critical accounting estimates and judgements

The preparation of the Company's condensed consolidated interim 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. The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those described in the latest annual consolidated financial statements.

(b) Recently Accounting Pronouncements

Recently Adopted

- (i) In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02 "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to record most leases on the balance sheet but recognize expense on the income statement in a manner similar to current accounting. For lessors, ASU 2016-02 also modifies the classification criteria and the accounting for sales-type and direct financing leases. The standard requires a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements and was effective in the first quarter of 2019.

Upon adoption of ASU 2016-02, the Company recorded right-of-use assets of \$5,580 and corresponding lease liabilities of \$5,897 with the difference of \$317 recorded in opening retained earnings. The adoption did not have a material impact on consolidated net earnings or cash flows. See Note 9 for additional information.

- (ii) In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". ASU 2016-13 requires the measurement of current expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Adoption of ASU 2016-13 requires financial institutions and other organizations to use forward-looking information to better formulate their credit loss estimates. In addition, the ASU amends the accounting for credit losses on available for sale debt securities and purchased financial assets with credit deterioration. This update was effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company adopted the provisions of ASU 2016-13 as of January 1, 2020. The adoption did not have a material impact on the Company's condensed consolidated interim financial statements.
- (iii) In January 2017, the FASB issued ASU No. 2017-04 "Intangibles— Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment", which simplifies the accounting for goodwill impairment. ASU 2017-04 requires entities to record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (Step 1 under the current impairment test). The standard eliminates Step 2 from the current goodwill impairment test, which included determining the implied fair value of goodwill and comparing it with the carrying amount of that goodwill. ASU 2017-04 is applied prospectively, and the Company adopted the new standard in the first quarter of 2020. The adoption did not have a material impact on the Company's condensed consolidated interim financial statements.
- (iv) In August 2018, the FASB issued ASU 2018-13, "Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820)". ASU 2018-13 adds, modifies, and removes certain fair value measurement disclosure requirements. ASU 2018-13 is effective for annual and interim periods beginning after December 15, 2019. ASU 2018-13 is applied prospectively, and the Company adopted the new standard in the first quarter of 2020. The adoption did not have a material impact on the Company's condensed consolidated interim financial statements.

Accounting Pronouncements Not Yet Adopted

- (i) In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

Taxes." The new guidance is intended to simplify the accounting for income taxes by removing certain exceptions and by updating accounting requirements around franchise taxes, goodwill recognized for tax purposes, the allocation of current and deferred tax expense among legal entities, among other minor changes. The ASU is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. Early adoption is permitted. The Company is assessing what impact ASU 2019-12 will have on the condensed consolidated interim financial statements.

- (ii) In January 2020, the FASB issued ASU 2020-01, "Investments—Equity Securities (Topic 321), Investments—Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying the Interactions between Topic 321, Topic 323, and Topic 815." The amendments in ASU 2020-01 clarify the interaction of the accounting for equity securities under Topic 321 and investments accounted for under the equity method of accounting. The ASU is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. Early adoption is permitted. The Company is assessing what impact ASU 2020-01 will have on the condensed consolidated interim financial statements.
- (iii) In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting." This ASU provides temporary optional expedients for applying GAAP to contract modifications, hedging relationships and other transactions if certain criteria are met in order to ease the potential accounting and financial reporting burden associated with the expected market transaction away from the London Interbank Offered Rate (LIBOR) and other interbank offered rates to alternative reference rates. The ASU is currently effective and may be applied prospectively at any point through December 31, 2022 at the Company's option. The Company is assessing what impact ASU 2020-04 will have on the condensed consolidated interim financial statements.

4. CAPITAL MANAGEMENT

The Company's primary objectives, when managing its capital, are to maintain adequate levels of funding to ensure the Company's ability to continue as a going concern, support the operations of the Company and to maintain corporate and administrative functions. The Company defines capital as notes payable, convertible notes and equity, consisting of the issued units of the Company. The capital structure of the Company is managed to provide sufficient funding for planned operating activities of the Company. Funds are primarily secured through a combination of equity capital raised by way of private placements and debt. There can be no assurances that the Company will be able to continue raising equity capital and debt in this manner.

Capital is comprised of the Company's shareholders' equity. As of June 30, 2020, the Company's shareholders' equity was \$59,556. There were no changes to the Company's approach to capital management during the six months ended June 30, 2020. The Company is exposed to certain externally imposed capital requirements, as described in Note 10.

5. INVENTORY

Raw material consists of unharvested cannabis plants, and materials used to manufacture CBD and cannabis products. Work in process is harvested cannabis, processed cannabis oil, and manufactured products that are not complete. Finished goods are cultivation supplies to be sold to cultivators, purchased, and manufactured packaged flower, pre-rolls, vape cartridges, edibles, CBD products, and paraphernalia.

	June 30, 2020	December 31, 2019
Raw materials – unharvested cannabis	\$ 1,699	\$ 687
Raw materials – CBD and ingredients	84	76
Work in process – flower and extract	6,959	6,757
Finished goods – cultivation supplies	116	677
Finished goods – packaged products	3,280	1,628
Total	\$ 12,138	\$ 9,825

Inventories of purchased finished goods and packing materials are initially valued at cost and subsequently at the lower of cost or net realizable value. Costs incurred during the growing and production process are capitalized as incurred to the extent that cost is less than net realizable value. These costs include materials, labor and manufacturing overhead used in the growing and production processes. During 2020 and 2019, no inventory was pledged as collateral.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***6. PROPERTY AND EQUIPMENT**

Property and equipment and related depreciation are summarized in the table below:

Cost	Land	Buildings	Building Improvements	Furniture, Equipment, and Other	Leasehold Improvements	Total
Balance, December 31, 2018	50	624	2,586	2,843	14,286	20,389
Additions	1,586	5,901	1,983	4,273	9,289	23,032
Acquisitions	—	—	—	357	1,137	1,494
Balance, December 31, 2019	\$ 1,636	\$ 6,525	\$ 4,569	\$ 7,473	\$ 24,712	\$ 44,915
Additions	—	335	225	3,771	2,048	6,379
Disposals	—	—	—	(283)	(1,458)	(1,741)
Transferred to assets held for sale	—	(362)	(637)	(835)	(2,254)	(4,088)
Balance, June 30, 2020	\$ 1,636	\$ 6,498	\$ 4,157	\$ 10,126	\$ 23,048	\$ 45,465
Accumulated Depreciation						
Balance, December 31, 2018	—	12	174	174	180	540
Depreciation	—	101	305	763	1,384	2,553
Balance, December 31, 2019	—	113	479	937	1,564	3,093
Depreciation	—	126	352	441	476	1,395
Balance, June 30, 2020	—	\$ 239	\$ 831	\$ 1,378	\$ 2,040	\$ 4,488

Net Book Value

December 31, 2018	\$ 50	\$ 612	\$ 2,412	\$ 2,669	\$ 14,106	\$ 19,849
December 31, 2019	\$ 1,636	\$ 6,412	\$ 4,090	\$ 6,536	\$ 23,148	\$ 41,822
June 30, 2020	\$ 1,636	\$ 6,259	\$ 3,326	\$ 8,748	\$ 21,008	\$ 40,977

Depreciation expense for the six months ended June 30, 2020 and 2019 was \$958 and \$762, respectively. ROU assets and depreciation are not included in the table above. Depreciation of \$483 and \$206 was included in cost of goods sold for the six months ended June 30, 2020 and 2019, respectively.

7. GOODWILL AND INTANGIBLE ASSETS**(a) Goodwill**

A summary of goodwill is as follows:

Balance, December 31, 2018	\$ 6,066
Cannex acquisition (Note 8)	166,557
Om acquisition (Note 8)	1,435
PHX/Greens Goddess acquisition (Note 8)	6,225
Impairment of PHX/Greens Goddess goodwill	(1,091)
Impairment of continuing operations goodwill	(138,909)
Balance, December 31, 2019	\$ 40,283
Disposal of PHX/Greens Goddess (Note 21)	(5,134)
Balance, June 30, 2020	\$ 35,149

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***(b) Intangible Assets**

	Licenses	Customer Relationships	Non- Competition Agreements	Trademarks	Know- How	Total
Balance, December 31, 2018	\$ 18,741	\$ 2,827	\$ 237	\$ 88	\$ —	\$ 21,893
Cannex acquisition (Note 8)	—	—	—	3,900	9,700	13,600
Om of Medicine LLC acquisition (Note 8)	7,700	—	—	—	—	7,700
Accumulated amortization	—	(580)	(100)	(263)	(808)	(1,751)
Impairment	(6,295)	—	—	—	—	(6,295)
Balance, December 31, 2019	\$ 20,146	\$ 2,247	\$ 137	\$ 3,725	\$ 8,892	\$ 35,147
Amortization expense	—	(290)	(52)	(1,016)	(196)	(1,554)
Balance, June 30, 2020	<u>\$ 20,146</u>	<u>\$ 1,957</u>	<u>\$ 85</u>	<u>\$ 2,709</u>	<u>\$ 8,696</u>	<u>\$ 33,593</u>

(c) Impairment of Intangible Assets and Goodwill

On an annual basis, the Company assesses the Company's Reporting Unit's ("RUs") for indicators of impairment or when facts or circumstances suggest that it is more likely than not that the carrying amount may exceed the recoverable amount. For the purpose of impairment testing, goodwill is allocated to the Company's RUs to which it relates.

Goodwill was not tested during the six months ended June 30, 2020 and 2019.

8. ACQUISITIONS AND BUSINESS COMBINATIONS

Cannex Capital Holdings, Inc.

On July 31, 2019, 4Front Holdings LLC ("Holdings") and Cannex Capital Holdings, Inc. ("Cannex") completed their business combination and the creation of 4Front Ventures Corp. ("4Front"). The acquisition combines Cannex's understanding of large-scale cultivation and manufacturing operations with 4Front's existing asset base and its retail and regulatory capabilities.

The business combination was completed by way of a plan of arrangement agreement under the Business Corporations Act (British Columbia) pursuant to the terms of the business combination agreement among Holdings, Cannex, 4Front and 1196260 B.C. Ltd. dated March 1, 2019, as amended (the "Arrangement Agreement"). Pursuant to the terms of the Arrangement Agreement, the former owners of Holdings exchanged, through a series of transactions, their respective interests in Holdings in exchange for a total of 340.4 million shares in 4Front when calculated as if all share classes were converted to Subordinate Voting Shares.

Holdings has been identified for accounting purposes as the acquirer, and accordingly 4Front is considered a continuation of Holdings and the net assets of Cannex on July 31, 2019, the date of the business combination, are deemed to have been acquired by Holdings.

The Company recorded the acquired balance at fair value as determined by third party valuation firms. The purchase price allocation calculation is preliminary, and the Company has up to one year to make adjustments. The following table summarizes the preliminary purchase price allocation:

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated**Cannex Capital Holdings, Inc. (continued)*

Consideration transferred:	
Equity issued ⁽¹⁾	\$ 181,110
Fair value of GGP warrants ⁽²⁾	5,779
Replacement warrants ⁽³⁾	5,317
Replacement stock options ⁽⁴⁾	6,825
Total	\$ 199,031
Fair value of net assets acquired:	
Cash	\$ 9,119
Accounts receivable	1,869
Prepaid expenses	352
Inventory	527
Property and equipment	1,230
Notes receivable	2,233
Notes receivable – 4Front ⁽⁵⁾	12,497
Deposits – equipment	2,182
Deposits – real estate	820
Right-of-use assets	15,160
Investments	759
Lease receivables	33,192
Intangible assets	13,600
Goodwill	166,557
Accounts payable and accrued liabilities	(3,042)
Notes payable	(201)
Contingent consideration payable – Pure Ratios	(1,500)
Convertible notes	(39,881)
Lease liability	(16,442)
	\$ 199,031

⁽¹⁾ As part of the business combination, 190,482,146 shares were issued to Cannex investors with a value of \$0.95 per share (\$1.25 CAD).

⁽²⁾ On July 31, 2019, 13,521,328 warrants that were held by Gotham Green Partners (the “GGP Warrants”) were replaced with warrants with the same terms in 4Front Ventures Corp, with a fair value of \$5,779.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated**Cannex Capital Holdings, Inc. (continued)*

In determining the fair value of the warrants issued to GGP, the Company used the Black-Scholes option pricing model with the following weighted average assumptions:

	<u>July 31, 2019</u>
Risk-Free Interest Rate	1.84%
Expected Life of Options (years)	2.31
Expected Annualized Volatility	89%
Expected Forfeiture Rate	nil
Expected Dividend Yield	nil
Black-Scholes Value of Each Option	<u>\$ 0.43</u>

- (3) On July 31, 2019, 25,251,757 warrants that were held by third parties, were replaced with warrants with the same terms in 4Front Ventures Corp, which had a total fair value of \$5,317 determined using the Black-Scholes valuation model (Note 12). The value of these warrants is recorded as derivative liability, as the exercise price of these warrants are denominated in a foreign currency, Canadian Dollars.
- (4) On July 31, 2019, 16,346,665 stock options held by Cannex shareholders were replaced with stock options of 4Front. These replacement options had the same terms as the original options. The fair value of the replacement options was \$9,098, determined using the Black-Scholes model. The consideration for the business combination includes \$6,825 for replacement options, relating to past service with the remaining \$2,273 recognized over the vesting period.
- (5) As of July 31, 2019, Cannex had advanced the Company \$12,497. The note was eliminated upon consolidation.

Intangible assets comprise of trademarks with a fair value of \$3,900 and know-how with a fair value of \$9,700. The goodwill of \$166,557 is attributable mainly to the skills and technical expertise of Cannex's workforce and the synergies expected to be achieved from integrating Cannex into 4Front's existing Cannabis business. None of the goodwill recognized is expected to be deductible for tax purposes.

During the year ended December 31, 2019, the Company recognized an impairment loss of \$131,406 related to the business combination with Cannex.

Acquisition costs of \$2,324, were excluded from the consideration transferred, and were included in Selling, General and Administrative Expenses in the year ended December 31, 2019.

Preliminary Fair Value Estimates

The purchase price allocations for the acquisitions, as set forth in the tables above, reflect various preliminary fair value estimates and analyses that are subject to change within the measurement period. The primary areas of the preliminary purchase price allocations relate to the valuation of deferred tax liabilities, intangible assets acquired and residual goodwill. 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 reflected in the current period in the Company's consolidated financial statements and, depending on the nature of the adjustments, with disclosure on the effects of the adjustment on prior periods.

Om of Medicine LLC

On April 15, 2019, the Company acquired 100% of Om of Medicine LLC ("OM of Medicine"), a dispensary in Michigan. The purpose of the acquisition was to expand the Company's presence to Michigan.

The acquisition was accounted for in accordance with ASC 805, and related operating results are included in the accompanying consolidated statements of operations, changes in equity and statement of cash flows for periods subsequent to the date of acquisition.

Goodwill arose because the consideration paid for the business acquisition reflected the benefit of expected revenue growth and future

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

market development. During the fourth quarter of 2019, management performed its annual impairment test and concluded that the carrying value was higher than the recoverable amount and recorded impairment losses of goodwill and intangibles assets of \$2,651.

The transaction was accounted for by the Company as a business combination, with the results included in the Company's net earnings from the date of acquisition. The assets acquired and the liabilities assumed have been recorded by the Company at fair value as determined by the Company.

The following table summarizes the purchase price allocation:

Consideration transferred:	
Cash	\$ 227
Contingent consideration ⁽¹⁾	3,750
Payables issued ⁽²⁾	1,058
Equity paid ⁽³⁾	4,400
Total	\$ 9,435
Fair value of net assets acquired:	
Cash	\$ 51
Inventory	298
Property and equipment	192
Right-of-use assets	574
Goodwill	1,435
Intangible assets	7,700
Accounts payable and accrued liabilities	(161)
Notes payable	(80)
Lease liability	(574)
	\$ 9,435

⁽¹⁾ Contingent consideration is payable depending on reaching certain future sales targets by Om of Medicine LLC. The Company determined the contingent payments to be \$3,750. See Note 16.

⁽²⁾ Consists of \$1,058 held back by the Company to pay future taxes, other expenses, or payments to the sellers.

⁽³⁾ As part of the business combination, 9,040 Class F shares were issued which were valued at \$4,400.

Acquisition costs of \$29, were excluded from the consideration transferred, and were included in Selling, General and Administrative Expenses in the period in which they were incurred.

PHX Interactive, LLC

On February 22, 2019, the Company completed an acquisition of 100% of PHX Interactive, LLC ("PHX"), an entity that operates Greens Goddess Products, Inc., a cannabis license holder and dispensary operator in Phoenix, Arizona. The purpose of the acquisition was to expand the Company's operations to Arizona.

The acquisition was accounted for in accordance with ASC 805, and related operating results are included in the accompanying consolidated statements of operations and comprehensive loss, changes in equity and statement of cash flows for periods subsequent to the date of acquisition. Due to a management agreement between PHX and Greens Goddess, PHX controls Greens Goddess and the Company consolidates both PHX and Greens Goddess from the date of acquisition.

Goodwill arose because the consideration paid for the business acquisition reflected the benefit of expected revenue growth and future market development. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

PHX Interactive, LLC (continued)

The following table summarizes the purchase price allocation:

Consideration transferred:	
Cash	\$ 3,360
Payables issued ⁽¹⁾	305
Equity paid ⁽²⁾	2,675
Total	\$ 6,340
Fair value of net assets acquired:	
Cash	\$ 102
Inventory	91
Property and equipment	72
Deposits	2
Goodwill	6,225
Accounts payable and accrued liabilities	(152)
	<u>\$ 6,340</u>

⁽¹⁾ Consists of \$305 held back by the Company to pay certain vendor payables.

⁽²⁾ As part of the business combination, 5,496 Class F shares were issued which were valued at \$2,675.

On March 30, 2020, the Company announced the divestiture of PHX and Green Goddess to a third party for cash of \$6,000.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***9. LEASES****(a) The Company as a Lessee**

The Company initially adopted ASC 842 – Leases effective January 1, 2019. Upon adoption of ASU 2016-02, Right of Use (“ROU”) assets were adjusted for deferred rent and prepaids as of January 1, 2019. Lease expense is recognized on a straight-line basis over the expected lease term. The Company’s incremental borrowing rate is used in determining the present value of future payments at the commencement date of the lease, or for the adoption of ASU 2016-02, on January 1, 2019. Balances related to operating leases are included in ROU assets and noncurrent lease liabilities on the consolidated balance sheet.

The Company primarily leases office and production facilities, warehouses, production equipment and vehicles. The Company assesses service arrangements to determine if an asset is explicitly or implicitly specified in the agreement and if we have the right to control the use of the identified asset.

The right-of-use asset is initially measured at cost, which is primarily comprised of the initial amount of the lease liability, plus initial direct costs, and lease payments at or before the lease commencement date, less any lease incentives received, and is amortized on a straight-line basis over the remaining lease term. All right-of-use assets are reviewed periodically for impairment. The lease liability is initially measured at the present value of lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. We elected to recognize expenses for leases with a term of 12 months or less on a straight-line basis over the lease term and not to recognize these short-term leases on the balance sheet. Leases have varying terms with remaining lease terms of up to approximately 30 years. Certain of our lease arrangements provide us with the option to extend or to terminate the lease early.

Lease payments included in the measurement of the lease liability comprise (a) fixed payments, including in substance fixed payments; (b) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; (c) amounts expected to be payable under a residual value guarantee; and (d) the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

At inception or reassessment of a contract that contains lease and non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

Right of use assets consist of the following:

	Right of Use
Balance, January 1, 2019	\$ —
Adoption of ASC 842	5,580
Acquisition	15,734
Additions	936
Disposals	(933)
Depreciation	(560)
Balance, December 31, 2019	\$ 20,757
Additions	12,545
Disposals	(1,356)
Depreciation	(683)
Balance, June 30, 2020	\$ 31,263

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

The lease obligations consist of the following:

	June 30, 2020	December 31, 2019
Balance, beginning of the year	\$ 21,948	\$ 87
Adoption of ASC 842	—	5,810
Acquisitions	—	17,016
Additions	11,870	936
Disposals	(1,474)	(968)
Interest	1,110	1,157
Principal payments	(725)	(2,090)
Balance, end of the period	\$ 32,729	\$ 21,948
Less current portion	(971)	(972)
Long term lease obligations	\$ 31,758	\$ 20,976

Future minimum lease payments (principal and interest) on the leases are as follows:

	June 30, 2020
2020	\$ 1,898
2021	4,800
2022	4,886
2023	4,903
2024	4,812
Thereafter	35,845
Total minimum lease payments	\$ 57,144
Effect of discounting	(24,415)
Present value of minimum lease payments	\$ 32,729
Current portion lease obligations	(971)
Long term lease obligations	\$ 31,758

The Company has right-of-use assets and lease liabilities for leased real estate for dispensaries, cultivation facilities and office space. The incremental borrowing rate for the Company on January 1, 2019 through June 30, 2020 was 10.25%.

(b) The Company as a Lessor:

The Company is a landlord for one lease and one sublease for cannabis facilities with two licensed cannabis cultivators in the state of Washington. The Company acquired these leases in the Cannex business combination. The Company owns one of the facilities and leases the other from a third party. The following table summarizes changes in the Company's lease receivables:

	June 30, 2020	December 31, 2019
Balance, beginning of the year	\$ 33,500	\$ —
Acquisitions	—	33,192
Interest	5,631	4,528
Lease payments received	(5,468)	(4,220)
Balance, end of the period	\$ 33,663	\$ 33,500
Less current portion	(10,787)	(9,556)
Long term lease receivable	\$ 22,876	\$ 23,944

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

Future minimum lease payments receivable (principal and interest) on the leases is as follows:

	As of
	June 30, 2020
2020	\$ 5,498
2021	11,846
2022	12,725
2023	1,575
2024	—
Thereafter	—
Total minimum lease payments	\$ 31,644
Effect of discounting	(11,182)
Present value of minimum lease payments	\$ 20,462
Present value of residual value of leased property	13,201
Total lease receivable	\$ 33,663
Current portion lease receivable	(10,787)
Long term lease receivable	\$ 22,876

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***10. NOTES PAYABLE AND CONVERTIBLE NOTES**

The Company's notes payable and convertible notes are as follows:

	Gotham Green Partners, LLC	LI Lending, LLC	Convertible Notes	Convertible Notes (Swap)	Other Loans	Total
Balance, December 31, 2018	\$ —	\$ —	\$ —	\$ —	\$ 9,198	\$ 9,198
Acquisitions (Note 8)	39,881	—	—	—	—	39,881
Equity component	(4,874)	—	—	—	—	(4,874)
Loans advanced, net	—	44,194	—	—	2,953	47,147
Loan payments	(953)	—	—	—	(4,058)	(5,011)
Accretion income	(337)	—	—	—	—	(337)
Accrued interest	1,890	95	—	—	—	1,985
Balance, December 31, 2019	\$ 35,607	\$ 44,289	\$ —	\$ —	\$ 8,093	\$ 87,989
Loans advanced, net	2,810	—	5,827	—	1,192	9,829
Equity exchanged	—	—	—	13,661	—	13,661
Equity component	(411)	—	(2,888)	—	—	(3,299)
Loan payments	(6,738)	(411)	—	—	(643)	(7,792)
Accretion income	(331)	—	—	—	—	(331)
Accrued interest	2,878	—	79	—	86	3,043
Balance, June 30, 2020	\$ 33,815	\$ 43,878	\$ 3,018	\$ 13,661	\$ 8,728	\$ 103,100

	Gotham Green Partners, LLC	LI Lending, LLC	Convertible Notes	Convertible Notes (Swap)	Other Loans	Total
Balance, December 31, 2019	\$ 35,607	\$ 44,289	\$ —	\$ —	\$ 8,093	\$ 87,989
Less current portion	—	—	—	—	(6,190)	(6,190)
Long term portion	35,607	44,289	—	—	1,903	81,799
Balance, June 30, 2020	33,815	43,878	3,018	13,661	8,728	103,100
Less current portion	—	—	—	—	(6,750)	(6,750)
Long term portion	\$ 33,815	\$ 43,878	\$ 3,018	\$ 13,661	\$ 1,978	\$ 96,350

Convertible Notes

On May 14, 2020, the company issued \$5,827 in convertible notes to existing investors in the Company. The notes pay interest of 5% per annum and have a maturity date of February 28, 2022. The notes can be converted into Class A Subordinate Voting Shares of the Company for \$0.25 per share at any time at the option of the holder. The Company can require mandatory conversion at any time that the Company's stock price remains above \$0.50 for 45 consecutive days.

As part of issuing the convertible notes, the investors were given the right to exchange stock in the Company into separate convertible notes (swap notes). In total 29,775,670 shares with a value of \$13,661 were exchanged for \$13,661 in convertible notes. These notes were effective May 28, 2020, have a maturity date of May 28, 2025, and can be converted into Class A Subordinate Voting Shares of the Company for \$0.46 per share at any time at the option of the holder. The notes pay no interest if the Company's annual revenue is greater than \$15,000, and 3% annually otherwise. The Company can require mandatory conversion at any time that the Company's stock price remains above \$0.92 for 45 consecutive days.

Gotham Green Partners LLC

Through the Cannex business combination (Note 8), the Company assumed senior secured convertible notes issued to Gotham Green Partners LLC ("GGP"). The convertible loan has a fair value on acquisition of \$39,881 which was determined as the present value of the loan and the fair value of the conversion feature. The fair value of the conversion feature was determined to be \$4,874 based on the

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

acquisition date intrinsic value of the option. Upon acquisition, the Company reclassified the fair value of the conversion feature to equity.

The convertible loans have a principal value of \$33,502 and a maturity date of November 21, 2021. The notes have a coupon of LIBOR +11% in year 1, LIBOR +10% in year 2 and LIBOR +9.5% in year 3, with agreed voluntary prepayment rights. 50% of the interest accrued monthly is payable in cash and 50% of the interest remains outstanding and accrued.

The notes are exchangeable into shares of the Company at \$0.83 per common share. The notes include 7,000,000 warrants to purchase shares for \$1.00 per share, 4,511,279 warrants to purchase in shares for \$1.33 per share, and 2,010,050 to purchase shares for \$1.99 per share.

The Company used an independent valuation company to value the notes as of July 31, 2019 using 10.25% discount rate which management determined was the rate for similar notes with no conversion feature or warrants. During the six months ended June 30, 2020, the Company recorded \$331 in accretion income in relation to the convertible notes.

The Company has financial ratio covenants pertaining to the GGP notes including a fixed charge coverage ratio of above 1:1 and a debt-to-EBITDA ratio below 5:1, with debt calculated as debt less any unrestricted cash. As part of the GGP approval of the business combination with Cannex, the Company's compliance with the financial ratio covenants was suspended until after July 31, 2020.

On January 29, 2020, the Company issued convertible secured promissory notes for a total of \$3,000 to entities associated with GGP. These notes were due on July 29, 2020 and accrued interest at 15% per annum with no payments due until the maturity date. The notes were convertible at the option of the holder into the Company's stock for the equivalent of \$0.64675 per share. The notes were issued with detachable stock warrants that gave the holders of the notes the option to purchase 2,230,080 shares of the Company's stock for \$0.672625 per share. The notes were repaid in full in May 2020.

LI Lending LLC

On May 10, 2019, the Company entered into a loan agreement with LI Lending LLC, a related party, for up to \$50,000. LI Lending LLC is related by virtue of an officer of the Company being a part-owner of LI Lending LLC. As at June 30, 2020, the Company had drawn \$44,194 on the loan, with transaction cost of \$806.

The loan matures on May 10, 2024 and bears interest at 10.25%. Monthly interest-only payments are required, and all accrued interest was paid through June 30, 2020.

The Company is subject to certain restrictions under the loan agreement, which include the segregation of the proceeds, the use of the funds for permitted uses, and providing security interest on assets acquired with the proceeds. In April 2020, the loan was amended. In exchange for consent to allow the sale of the Pennsylvania and Maryland assets and the release of related collateral, the Company has agreed to make prepayments of principal to LI Lending in the amount of \$250 per month for an eight-month period beginning on May 1, 2020. Additionally, the Company agreed to pay an increased interest rate of an additional 2% on the final \$10,000 of the loan until such time as this amount has been paid down. The remaining loan amount will be subject to the original 10.25% interest rate.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated**Other*

Outstanding as at June 30, 2020 were term loans totaling \$8,728 which were assumed in acquisitions of Healthy Pharms Inc, Om of Medicine LLC and PHX Interactive LLC and through the acquisition of non-controlling interests in three Arkansas entities as follows:

Subsidiary	Terms	June 30, 2020	December 31, 2019
Healthy Pharms Inc.	Secured promissory note originally due November 18, 2020. Interest at 15% paid in-kind.	\$ 5,265	\$ 5,429
Om Medicine, LLC	Unsecured promissory note, principal due upon completion of tax deliverables.	1,058	—
PHX Interactive LLC	Unsecured promissory note, principal to be used to pay income taxes	427	—
Arkansas Entities	Unsecured promissory note, monthly interest payments at 12% per annum	1,730	1,730
Arkansas Entities	Unsecured promissory note, monthly interest payments at 12% per annum	—	561
Other	Various	248	373
Total Notes Payable and Convertible Notes		\$ 8,728	\$ 8,093

At June 30, 2020, the Company had \$1,978 (December 31, 2019 - \$1,903) in long-term notes payable from the acquisition of non-controlling interest in three Arkansas entities (\$1,865), and vehicle and other loans (\$113).

Future minimum payments on the notes payable and convertible debt is as follows:

	June 30, 2020
2020	\$ 6,750
2021	34,373
2022	5,305
2023	—
2024	54,000
Thereafter	13,661
Total minimum payments	114,089
Effect of discounting	(10,989)
Present value of minimum payments	103,100
Current portion	(6,750)
Long term portion	<u>\$ 96,350</u>

11. SHARE CAPITAL AND EQUITY

The Company has authorized an unlimited number of Class A Subordinate Voting Shares (“SVS”), Class B Subordinate Proportionate Voting Shares (“PVS”), and Class C Multiple Voting Shares (“MVS”), all with no par value. All share classes are included within share capital in the consolidated statements of shareholder’s equity on an as converted basis. Each share class is entitled to notice of and to attend at any meeting of the shareholders, except a meeting of which only holders of another particular class of shares will have the right to vote. All share classes are entitled to receive dividends, and when declared by the Company, on an as-converted basis, and no dividends will be declared by the Company on any individual class unless the Company simultaneously declares or pays dividends on all share classes. No subdivision or consolidation of any share class shall be made without simultaneously subdividing or consolidating all share classes in the same manner.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated**Class A Subordinate Voting Shares*

Holders of Class A Subordinate Voting Shares are entitled to one vote in respect of each SVS.

Class B Subordinate Proportionate Voting Shares

Holders of Class B Subordinate Proportionate Voting Shares are entitled to one vote in respect of each SVS. Each PVS is convertible into 80 SVS at the holder's option.

Class C Multiple Voting Shares

Holders of Class C Multiple Voting Shares are entitled to 800 votes in respect of each MVS. One MVS can convert to one SVS but are not convertible until the later of the date that (i) the aggregate number of PVS and MVS held by the Initial Holders (being the MVS holders on their initial issuance) on are reduced to a number which is less than 50% of the aggregate number of PVS and MVS held by the Initial Holders on the date of completion of the Business Combination with Cannex, and (ii) 3 years following the date of the business combination with Cannex.

Series	Shares outstanding as of June 30, 2020	As converted to SVS Shares
Class A – Subordinate Voting Shares	311,747,469	311,747,469
Class B – Proportionate Subordinate Voting Shares	2,416,947	193,355,760
Class C – Multiple Voting Shares	1,276,208	1,276,208
	315,440,624	506,379,437

12. WARRANTS

As of June 30, 2020, there were share purchase warrants outstanding to purchase up to 19,164,826 SVS shares:

Series	Number of warrants	Weighted average exercise price
Balance, December 31, 2019	42,186,503	\$ 1.14
Issued	2,230,080	0.67
Expired	(25,251,757)	—
Balance, June 30, 2020	19,164,826	\$ 1.06

As of June 30, 2020, the Company has the following warrants outstanding and exercisable.

Warrants Outstanding	Exercise Price	Expiry Date
7,000,000	\$ 1.00	November 21, 2021
4,511,278	\$ 1.33	November 21, 2021
2,010,050	\$ 1.99	November 21, 2021
3,413,418	\$ 0.53	October 3, 2020
2,230,080	\$ 0.67	January 29, 2023
19,164,826		

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)**For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***13. NON-CONTROLLING INTEREST**

The non-controlling interests of the Company for each affiliate are summarized in the following:

	Premium Medicine of Maryland	Silver Spring Consulting Group	Mission MA	Illinois Grown Medicine	Chesapeake Integrated Health Institute	Harborside Illinois Grown Medicine	Adroit Consulting Group	Mission Maryland	MMA Capital	Other	Total
Balance at December 31, 2018	\$ (444)	\$ (37)	\$ (663)	\$ (600)	\$ (267)	\$ (212)	\$ 12	\$ 60	\$ 45	\$ 483	\$ (1,623)
Purchase of non-controlling interest	—	—	663	600	267	308	(12)	(53)	(52)	(7)	1,714
Net income attributable to non-controlling interest	94	182	—	—	—	(96)	—	(7)	195	(476)	(108)
Balance at December 31, 2019	\$ (350)	\$ 145	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 188	\$ —	\$ (17)
Net income attributable to non-controlling interest	(66)	(20)	—	—	—	—	—	—	60	—	(26)
Balance at June 30, 2020	\$ (416)	\$ 125	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 248	\$ —	\$ (43)

14. SHARE-BASED COMPENSATION

The Company adopted two equity incentive plans where the Company may grant both Class A and Class B stock options. Under the terms of the plans, the maximum number of stock options which may be granted are a total of ten percent of the number of shares outstanding assuming conversion of all shares to SVS. The exercise price for stock options issued under the plans will be set by the compensation committee of the board of directors but will not be less than 100% of the fair market value of the Company's shares on the grant date. Stock options have a maximum term of 10 years from the date of grant. Stock options vest at the discretion of the Board.

As of June 30, 2020, the Company had the following options outstanding and exercisable on an as-converted basis:

Grant Date	Strike Price in CAD\$	Options Outstanding	Exercisable Options	Life Remaining (years)
July 31, 2019	1.00	10,450,000	10,450,000	2.45
July 31, 2019	1.00	1,950,000	1,900,000	3.27
July 31, 2019	1.50	3,250,000	3,250,000	3.95
July 31, 2019	1.50	800,000	333,333	3.96
July 31, 2019	0.10	6,355,040	6,355,040	4.22
August 22, 2019	0.80	6,657,440	—	4.15
August 22, 2019	1.00	6,150,000	—	4.15
November 1, 2019	0.80	1,200,000	—	4.34
November 6, 2019	0.80	15,040	—	4.36
February 3, 2020	0.80	425,000	—	4.60
June 8, 2020	0.80	25,000	—	4.94
		<u>37,277,520</u>	<u>22,288,373</u>	<u>3.63</u>

Through June 30, 2020, 4,517,480 stock options were cancelled or forfeited. During the three months ended June 30, 2020 and 2019, the Company recognized share-based compensation of \$1,048 and \$250, respectively. During the six months ended June 30, 2020 and 2019, the Company recognized share-based compensation of \$2,275 and \$709, respectively.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***15. RELATED PARTIES***Key management personnel compensation*

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and board of directors. Compensation provided to key management for the six months ended June 30, 2020 and 2019 is as follows:

	June 30, 2020	June 30, 2019
Salaries and benefits	\$ 767	\$ 869
Share-based compensation	613	110
	<u>\$ 1,380</u>	<u>\$ 979</u>

Related party transactions

Certain subsidiaries which were acquired in the business combination with Cannex have contractual relationships with two licensed Washington cannabis producer/processors: Superior Gardens LLC (d/b/a Northwest Cannabis Solutions) ("NWCS") and 7Point Holdings LLC ("7Point"). The sole owner of NWCS holds a minority interest in the Company and is an executive in the Company. The sole owner of 7Point, holds a minority interest in the Company, and was an executive of the Company as of June 30, 2020.

NWCS and the Company are parties to a commercial gross lease expiring December 31, 2022 with two five-year renewal options. For the six months ended June 30, 2020 the Company recognized \$4,066 from interest revenue on lease receivable for this lease.

7Point and the Company are parties to a commercial sublease expiring November 30, 2023 with one five-year renewal option. For the six months ended June 30, 2020 the Company recognized \$1,565 from interest revenue on lease receivable for this lease.

The Company has entered into a service agreement with NWCS to provide consulting and personnel services for growing and processing for \$30 per month and to act as exclusive purchasing agent for equipment, machinery, and other supplies for \$20 per month for a three-year term expiring January 1, 2021 with automatic renewal for additional three-year terms. The Company recognized a total of \$300 for the six months ended June 30, 2020.

NWCS and the Company have entered into a packaging supply agreement under commercially reasonable pricing terms by which NWCS submits packaging orders for Company-designed packaging sold by NWCS under an exclusive license to use Company brands and recipes in the state of Washington. The packaging supply agreement has an initial term of three years expiring January 1, 2021 with automatic renewal for additional three-year periods. The Company recognized a total of \$1,124 in revenue for the six months ended June 30, 2020 under the packaging supply agreement.

As at June 30, 2020, the Company held two notes receivable from these related parties with a balance of \$467 (2019 - \$nil).

As at June 30, 2020, \$472 (2019 - \$nil) of the Company's trade receivables were due from NWCS and 7Point (collected subsequent to period end).

An officer of the Company is a part-owner of a LI Lending LLC, which extended the Company a real estate improvement/development loan of up to \$50,000 of which \$44,194 was drawn upon as of June 30, 2020.

An officer of the Company holds an interest in an online marketing company serving the online CBD market which provides online marketing services for Pure Ratios. Pure Ratios paid \$2,334 (2019 - \$nil) for the six months ended June 30, 2020 to this vendor for marketing services.

The Company has issued notes receivable to related parties that hold or have applied for cannabis licenses or that have secured real estate that can be used for a cannabis facility. The Company had \$606 and \$696 in such notes at June 30, 2020 and 2019, respectively.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated***16. CONTINGENCIES****(a) Cannabis Industry**

Cannabis is still considered a Schedule 1 substance under the Controlled Substance Act. As such, there is an inherent risk related to the federal government's position on cannabis; additionally, the risk exists, due to the Company's business in cannabis, that third party service providers could suspend or withdraw services and as well as the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the U.S.; however, the Company has deemed it not reasonable to estimate a potential liability related to the possible enforcement of laws against the medical cannabis industry.

(b) Contingent consideration payable

As part of the acquisition of Om of Medicine, LLC and Cannex's prior acquisition of Pure Ratios, the Company is subject to contingent consideration payable to the original vendors. The fair value of the contingent consideration, which is based on specific revenue levels achieved over a 2-3-year-period, is as follows:

	Om of Medicine	Pure Ratios	Total
Balance, December 31, 2019	\$ 3,964	\$ 1,500	\$ 5,464
Additions	—	—	—
Accretion	356	—	356
Changes in fair value	774	(750)	24
Payments	—	(750)	(750)
Balance, June 30, 2020	\$ 5,094	\$ —	\$ 5,094
Less: current portion	(2,100)	—	(2,100)
Long term portion	\$ 2,994	\$ —	\$ 2,994

The contingent consideration payable is measured at fair value based on unobservable inputs and is considered a Level 3 financial instrument. The determination of the fair value of these liabilities is primarily driven by the Company's expectations of the respective subsidiaries achieving certain milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

- i) *OM of Medicine*: The contingent consideration payable is determined as the amount in excess of gross sales of \$3,400 (for fiscal 2020 and 2021) and \$3,500 (2022) to a maximum payable of \$6,000. At December 31, 2019, the probability of achieving all milestones to Om of Medicine's contingent consideration payable was estimated to be 57%. If during 2020, if the probability were to increase to 100% the contingent liability would increase by \$774 and a loss on the fair value adjustment would be recorded to Other in Other Income (Expense) on the Consolidated Statements of Operations and Comprehensive Loss. June 30, 2020
- ii) *Pure Ratios*: The contingent consideration payable of \$750 in SVS of the Company is due upon gross sales exceeding \$600 for three consecutive months during the year ended December 31, 2020. During the period, contingent consideration of \$750 was earned due to CBD sales reaching a milestone, and stock was issued to the seller with a value of \$94. Per an amendment to the agreement, \$656 of the earned consideration was used to reduce the principal of the Accucanna note receivable. At June 30, 2020, the Company determined that it was no longer probable that the other milestone would be reached, and as such the contingent liability was reduced by \$750.

(c) Legal Matters

In June 2020, the Company sold a legal claim on a consulting client to a third party for \$2,480 in cash. The Company recorded a gain of \$2,480 that was recorded to Other Income in Other Income (Expense) on the Condensed Consolidated Interim Statements of Operation and Comprehensive Loss.

From time to time, the Company may be involved in certain disputes arising in the ordinary course of business. Such disputes, taken in the aggregate, are not expected to have a material adverse effect on the Company. As of June 30, 2020, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. 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

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

Company's interest.

17. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts receivable, other receivables, notes receivable, restricted cash, investments, accounts payable and accrued expenses, contingent consideration payable, notes payable, and derivative liabilities. The carrying values of these financial instruments approximate their fair values as of June 30, 2020 and December 31, 2019.

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 quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the Company's cash, accounts receivable, other receivables, accounts payable and accrued expenses approximate the carrying value due to their short-term nature. The Company's restricted cash, and investments approximate fair value due to the nature of the instruments. The Company's notes receivable, convertible notes payable, and notes payable approximate fair value due to the instruments bearing market rate of interest.

There were no transfers between fair value levels during the six months ended June 30, 2020 and the year ending December 31, 2019.

(a) Financial Risk Management

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

(b) Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, lease receivables, other receivables, and notes receivable. The Company's maximum credit risk exposure is equivalent to the carrying value of these instruments.

The risk exposure is limited to the carrying amounts at the statement of financial position date. The risk to cash deposits is mitigated by holding these instruments with regulated financial institutions. Lease receivables, notes receivables and other receivables credit risk arises from the possibility that principal and interest due may become uncollectible. The Company mitigates this risk by managing and monitoring the underlying business relationships.

As of June 30, 2020, the maximum credit exposure related to the carrying amounts of accounts receivable, notes receivable and lease receivable was \$36,519.

(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 raise sufficient capital to settle obligations and liabilities when due.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's secured convertible notes with GGP (Note 10) bear interest at variable rates and is exposed to interest rate risk. If the LIBOR had increased by 1% during the six months ended June 30, 2020, the Company's net loss would have increased

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

by \$168.

(e) Foreign Exchange Risk

The Company is exposed to exchange rate fluctuations between United States and Canadian dollars. The Company's share price is denominated in Canadian dollars. If the Canadian dollar declines against the United States dollar, the United States dollar amounts available to fund the Company through the exercise of stock options or warrants will be less. The Company also has bank accounts with balances in Canadian dollars. The value of these bank balances if converted to U.S. dollars will fluctuate. While the Company maintains a head office in Canada where it incurs expenses primarily denominated in Canadian dollars, such expenses are a small portion of overall expenses incurred by the Company. The Company does not have a practice of trading derivatives and does not engage in "natural hedging" for funds held in Canada.

The Company has determined that as at June 30, 2020, the effect of a 10% increase or decrease in the Canadian dollar against the U.S. dollar on financial assets and liabilities would result in an increase or decrease of approximately \$64 to comprehensive loss for the six months ended June 30, 2020.

(f) Other Price Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices. The Company is subject to risk of prices to its products due to competitive or regulatory pressures.

18. SEGMENT INFORMATION

Operating segments are components of the Company that combine similar business activities, with activities grouped to facilitate the evaluation of business units and allocation of resources by the Company's board and management. As at June 30, 2020, the Company had two reportable segments:

- THC Cannabis – Production and cultivation of THC cannabis, manufacturing, and distribution of cannabis products to own dispensaries and third-party retail customers, ancillary services supporting wholesale operations, and retail sales direct to end consumers
- CBD Cannabis – Pure Ratios which encompasses the production and sale of CBD products to third-party customers

All of the Company's revenues were earned in the United States and all of the Company's non-financial-long-lived assets are located in the United States.

June 30, 2020	THC Cannabis	CBD Cannabis	Corporate	Total
Revenues	\$ 21,894	\$ 3,459	\$ —	\$ 25,353
Depreciation and amortization	1,847	41	—	1,888
Interest income	—	—	64	64
Interest expense	113	13	6,887	7,013
Sale of legal claim	—	—	2,480	2,480
Share based compensation	—	—	2,275	2,275
Income (loss) before income taxes	4,917	(1,116)	(20,021)	(16,220)
Income taxes	923	—	2,000	2,923
Total assets	\$ 207,853	\$ 1,987	\$ 4,666	\$ 214,506

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

June 30, 2019	THC Cannabis	CBD Cannabis	Corporate	Total
Revenues	\$ 4,545	\$ —	\$ 60	\$ 4,605
Depreciation and amortization	703	—	3	706
Interest income	—	—	—	—
Interest expense	—	—	993	993
Other income	—	—	2,500	2,500
Share based compensation	—	—	709	709
Income (loss) before income taxes	(3,674)	—	(7,267)	(10,941)
Income taxes	452	—	—	452
Total assets	\$ 65,098	\$ —	\$ 30,097	\$ 95,195

19. SUPPLEMENTARY CASH FLOW INFORMATION

Changes in non-cash working capital:

Changes in operating assets and liabilities	June 30, 2020	June 30, 2019
Accounts receivable	\$ 122	\$ (153)
Other receivables	(89)	1,413
Deposits	—	(175)
Inventory	(2,616)	(865)
Prepaid expenses	360	(240)
Accounts payable	(3,341)	(168)
Accrued expenses and other liabilities	840	206
Taxes payable	2,636	(711)
	<u>\$ (2,088)</u>	<u>\$ (693)</u>

- Cash paid for interest in for six months ended June 30, 2020 and 2019 was \$3,765 and \$190, respectively.
- Cash paid for income taxes for the six months ended June 30, 2020 and 2019 was \$Nil and \$975, respectively.

20. INCOME TAXES

On July 31, 2019, the Company converted to a C corporation in the province of British Columbia for US tax purposes due to the reverse takeover of Cannex. Prior to July 31, 2019, the Company was classified as a Limited Liability Company (“LLC”) for US tax purposes. As such, prior to July 31, 2019, losses generated from operations were passes through to individual members.

The Company’s statutory U.S federal income tax rate is 21%. The Company’s provision for income taxes differs from applying the U.S. federal income tax rate to income before taxes primarily due to state income taxes, certain share-based compensation, warrants accretion, tax credits and miscellaneous permanent differences.

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. Because the Company is subject to IRC Section 280E, the Company has computed its US tax based on gross receipts less cost of goods sold. The tax provision for the six months ended June 30, 2020 and the year ended December 31, 2019, have been prepared based on the assumption that cost of goods sold is a valid expense for income tax purposes.

21. DISPOSALS AND DISCONTINUED OPERATIONS

On January 21, 2020, the Company sold two management companies that controlled two Arkansas cannabis licenses to a third party for \$2 million. A gain of \$2 million is included in gain on sale of subsidiaries in the Consolidated Statements of Operations and Comprehensive Loss. The entities sold had no operation through the sale date.

4FRONT VENTURES CORP.*Formerly 4Front Holdings, LLC***Notes to Consolidated Interim Financial Statements (unaudited)****For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

On February 22, 2019, the Company acquired PHX Interactive LLC and control of Greens Goddess Inc., an Arizona cannabis dispensary. On March 20, 2020, the Company completed the divestiture of these entities through a sale to a third party for \$6 million in cash. On December 31, 2019, the Company tested the Greens Goddess goodwill for impairment and based on the sale price, recorded \$1,091 in goodwill impairment. The Company paid a \$348 fee to a lender in exchange for allowing the Company to sell the dispensary. This fee is recorded as a disposal cost and is netted with gains as part of gain on sale of subsidiaries in the Consolidated Statements of Operations and Comprehensive Loss. Revenue and expenses, gains or losses relating to the discontinuation of these operations have been eliminated from the profit or loss from the Company's continuing operations and are shown as part of a single line item in the condensed consolidated interim statements of operations and comprehensive loss.

On May 7, 2020, the Company completed the sale of the Mission Pennsylvania II LLC dispensary with a third party for \$10.55 million in cash. A gain for this sale is included in gain on sale of subsidiaries in the interim condensed consolidated statements of operations and comprehensive loss. Revenue and expenses, gains or losses relating to the discontinuation of these operations have been eliminated from profit or loss from the Company's continuing operations and are shown as part of a single line item in the interim condensed consolidated statements of operations and comprehensive loss.

On April 30, 2020, the Company signed an agreement to sell three Maryland dispensaries to the same party that purchased Mission Pennsylvania. A fourth Maryland dispensary is expected to be sold to a non-controlling interest. The Company expects to receive a total of approximately \$7.2 million in cash for these sales which are awaiting approval from the state of Maryland which is expected by the end of the third quarter of 2020. The Company owns three management companies, Adroit Consulting, Old Line State Consulting, Silver Spring Consulting, and one dispensary, Mission Maryland LLC. The three management companies control the following entities with dispensary licenses: Chesapeake Integrated Health Institute, Maryland Alternative Relief LLC, and Premium Medicine of Maryland LLC.

In April 2020, the Company committed to a plan for the sale of Arkansas Natural Products I Management LLC, which controls a dispensary, Arkansas Natural Products I LLC. The Company is negotiating a sale with a non-controlling interest and the sale is expected to close by the end of the third quarter of 2020.

The assets and liabilities allocable to the operations within Maryland and Arkansas are classified as a disposal group. Revenue and expenses, gains and losses relating to the discontinuation of the operations have been eliminated from profit or loss from the Company's continuing operations and are shown as a single line item in the unaudited interim condensed consolidated statements of operations and comprehensive loss. The assets and liabilities are classified as held for sale as a single line item in assets and liabilities of the condensed consolidated interim statements of financial position.

The entities that were sold during the six months ended June 30, 2020 were part of the Retail segment (Note 18). Below is a summary of the net income or loss from discontinued operations that is shown as a single line item for the three months ended June 30, 2020 and 2019

	Three Months Ended June 30,	
	2020	2019
REVENUE	\$ 4,423	\$ 2,158
Cost of goods sold, sale of purchased products	(2,791)	(1,273)
Gross profit	1,632	885
OPERATING EXPENSES		
Selling and marketing expenses	1,270	827
Depreciation and amortization	—	146
Gain on sale of subsidiary	(9,559)	—
Total operating (income) expenses	(8,289)	973
Income (Loss) from Operations	9,921	(88)
Interest expense	(2)	(14)
Net Income (Loss) Before Income Taxes	9,919	(102)
Income Tax Expense	(233)	(249)
Net Income (Loss) After Income Tax Expense	\$ 9,686	\$ (351)

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)**For the Six Months ended June 30, 2020 and 2019***Amounts expressed in thousands of United States dollars unless otherwise stated*

Below is a summary of the net income or loss from discontinued operations that is shown as a single line item for the six months ended June 30, 2020 and 2019

	Six Months Ended June 30,	
	2020	2019
REVENUE	\$ 9,421	\$ 5,088
Cost of goods sold, sale of purchased products	(6,107)	(3,096)
Gross profit	3,314	1,992
OPERATING EXPENSES		
Selling and marketing expenses	3,007	2,004
Depreciation and amortization	353	282
Gain on sale of subsidiary	(11,211)	—
Total operating (income) expenses	(7,851)	2,286
Income (loss) from Operations	11,165	(294)
Interest expense	(41)	(106)
Net Income (Loss) Before Income Taxes	11,124	(400)
Income Tax Expense	(412)	(550)
Net Income (Loss) After Income Tax Expense	\$ 10,712	\$ (950)

Cash flows generated by the discontinued operations are reported as a single line item in each section of the condensed consolidated interim statements of cash flows and are summarized as follows:

	Six Months Ended June 30,	
	2020	2019
Net Cash Used in Operating Activities	\$ 7,107	\$ (695)
Net Cash Used in Investing Activities	(59)	(1,801)
Net Cash Provided by Financing Activities	0	2,796
Cash Flows From Discontinued Operations	\$ 7,048	\$ 300

The carrying amounts of assets and liabilities in the disposal group are summarized as follows:

	June 30, 2020
Assets	
Cash	\$ 1,552
Accounts Receivable	5
Inventory	916
Prepaid Expenses	7
Property and Equipment, Net	3,536
Right of Use Assets	1,257
Deposits	63
Assets Classified as Held for Sale	\$ 7,336
Liabilities	
Accounts Payable	\$ 335
Accrued Expenses and Other Current Liabilities	58
Lease Liability	1,359
Liabilities Classified as Held for Sale	\$ 1,752

4FRONT VENTURES CORP.

Formerly 4Front Holdings, LLC

Notes to Consolidated Interim Financial Statements (unaudited)

For the Six Months ended June 30, 2020 and 2019

Amounts expressed in thousands of United States dollars unless otherwise stated

22. SUBSEQUENT EVENTS

(a) Illinois Expansion

On July 30, 2020, the Company announced that it received its special use permit on July 22, 2020 for an additional retail location in Calumet City, Illinois. The Company has submitted building plans to local officials and expects to break ground in the coming weeks, with the goal of opening its second Illinois retail location in Q4 2020.

(b) Approval for Adult-Use Cannabis Sales

The Company announced on August 4, 2020, that the Massachusetts Cannabis Control Commission (“CCC”) has granted 4Front’s Mission dispensary and cultivation/processing facilities in Georgetown, Massachusetts, authorization to commence adult-use retail and production operations. The location opened for adult-use sales on August 12, 2020.