# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 10-K/A Amendment No. 1

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2021

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

to

Commission File Number 000-56075

## **4Front Ventures Corp.**

(Exact name of registrant as specified in its charter)

#### British Columbia

(State or other jurisdiction of incorporation or organization)

83-4168417 (IRS Employer Identification No.)

5060 N. 40th Street
Suite 120
Phoenix, Arizona 85018
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (602) 633-3067

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Trading Symbol(s)

Name of Each Exchange on Which Registered

# Section 12(g) of the Act:

Title of E	ach Class	Trading Symbol(s)		Name of Each on Which Re	
	ate Voting Shares,	FFNTF FFNT		OTCQ CSE	X
Indicate by check mark Rule 405 of the Securities A	a if the registrant is a well-known.ct. Yes □ No ⊠	own seasoned issuer,	as defined in		
required	t if the registrant is not to Section 13 or Section 15(	d) of the Act. Yes [	□ No ⊠		
Indicate by check mark be	whether the registrant (1) h	as filed all reports requ	uired to		
filed by Section 13 or 1	15(d) of the Securities Exchanged to file such reports	_			
pursuant to Rule 405 c	rk whether the registrant has of Regulation S-T (Section 23 ired to submit such files).	32.405 of this chapter)	•	•	
reporting company or	ark whether the registrant is an emerging growth compand "emerging growth compand"	any. See the definition	ons of "large accelerated		
Large accelerated filer			Accelerated filer		
Non-accelerated filer	$\boxtimes$		Smaller reporting c	ompany	$\boxtimes$
			Emerging growth c	ompany	
	company, indicate by checew or revised financial accou				
of its internal control	k whether the registrant has f over financial reporting und that prepared or issued its a	ler Section 404(b) of t	_		
Indicate by check mark	whether the registrant is a s	hell company (as defin	ned in Rule 12b-2 of the E	Exchange Act).	Yes □ No ⊠
Company's as-convert	t value of the voting and ted basic shares by the closing 50 as of December 31, 2021.	g share price, as of the			
As of April 11, 2022, t	here were 627,826,303 share	es of the registrant's Cl	ass A subordinate voting	shares outstandi	ng.
	DOCUMEN	TS INCORPORATE	ED BY REFERENCE		
None.					
Auditor Firm ID: 731	Auditor Name: Davidson &	& Company LLP	Auditor Location: Vanc	ouver, British C	olumbia, Canada

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#### **Explanatory Note**

This Amendment No. 1 on Form 10-K (this "Amendment No. 1") is being filed to amend the Annual Report on Form 10-K of 4Front Ventures Corp. (the "Company") for the year ended December 31, 2021, filed with the Securities and Exchange Commission (the "SEC") on April 18, 2022 (the "Original 10-K"). We are filing this Amendment No. 1 solely for the purpose of correcting certain errors on the cover page of the Original 10-K and in the disclosure under the Heading "Directors and Executive Officers" in Item 10 of Part III of the Original 10-K, which among other things, incorrectly stated that Amit Patel had begun service as a member and chairperson of the audit committee of the Company's board of directors as of the filing date of the Original 10-K.

Therefore, the disclosure under "Directors and Executive Officers" in Item 10 of Part III of the Original 10-K is hereby deleted in its entirety and replaced with the following disclosure. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this Form 10-K/A also contains certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are filed as exhibits hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original 10-K. Furthermore, this Form 10-K/A does not change any previously-reported financial results. Information not affected by this Form 10-K/A

remains unchanged and reflects the disclosures made at the time the Original 10-K was filed.

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#### 4Front Ventures Corp.

#### Amendment No.1 to Annual Report on Form 10-K

For the Year Ended December 31, 2021

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#### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance

#### **Directors and Executive Officers**

The following table sets forth information about our directors and executive officers as of April 12, 2022:

Name	Age Position(s)
Name	Age Position(s)

Executive Officers
Leonid Gontmakher
Joseph Feltham
Andrew Thut

Non-Employee Directors
David Daily (1) (2) (3)
Chetan Gulati (1)
Robert E. Hunt
Kathi Lentzsch (2)
Amit Patel
Roman Tkachenko (2)

- (1) Member of the Audit Committee
- (2) Member of the Compensation Committee
- (3) Chair of the Audit Committee

- 36 Chief Executive Officer
- 36 Chief Operating Officer
- 48 Chief Investment Officer & Interim Chief Financial Officer

41 Director44 Director50 Director66 Director49 Director

38 Director

#### **Executive Officers**

#### Leonid Gontmakher

has served as our Chief Executive Officer since March 2020 and has been a member of our board of directors since August 2019. From 2014 to 2018, Mr. Gontmakher co-founded and then operated Northwest Cannabis Solutions, which under his leadership grew to be one of the largest and most successful producers of cannabis products in Washington state. From March 2018 to July 2019, he also served as Chief Operating Officer at Cannex Capital Holdings, Inc., which merged with 4Front in July 2019. Mr. Gontmakher has significant experience in cannabis facility design, construction management, equipment sourcing, operations, branding, sales and marketing strategy, and software solutions. Before entering the cannabis industry, from 2008 to 2013 he served on the senior management team at North America's largest processor and distributor of specialized seafood products. Mr. Gontmakher hold a Bachelor of Science from Arizona State University.

#### Joseph Feltham

joined the Company in July 2014 and has served in a variety of financial and operational roles, including Chief of Staff and EVP, Operations, and was appointed as the Company's Chief Operating Officer in September 2020. He has brought a wealth of experience and support in financial analysis, market research and operations support and is instrumental in implementing new processes and projects for the Company. Mr. Feltham holds a Bachelor of Science from the University of San Francisco.

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#### Andrew Thut

was an early investor in 4Front, joining the Company full time as Chief Investment Officer in October 2014 and was appointed Interim Chief Financial Officer in July 2021. He brings to the team a wealth of financial-management experience and business acumen having previously served as Managing Director of the BlackRock Small Cap Growth Fund at BlackRock Advisors LLC. During his 11-year involvement with BlackRock Small Cap Growth Fund, the \$2 billion fund ranked in the top five percent of all domestic small cap growth funds. He also has held positions at MFS Investment Management and BT Alex Brown. Since joining 4Front, he has immersed himself in every facet of the cannabis industry, from the relevant financial drivers of the industry to hands-on experience with dispensaries and cultivation facilities. Mr. Thut holds a Bachelor of Arts from Dartmouth College.

#### **Non-Employee Directors**

#### **David Daily**

has served as a member of the Company's board of directors since July 2019. Mr. Daily is the Chief Executive Officer of Gravitron, LLC which he founded in May 2004. Commonly known as Grav.com or GRAV

, its original invention was the first all-glass gravity bong, the Gravitron, which was an instant success and has become a cult classic. Since the Gravitron, Mr. Daily has designed or led the GRAV

design team to bring over 500 unique top-line products to the cannabis market. Mr. Daily is an investor, board member, mentor, and advisor to over a dozen start-up stage brands in cannabis and consumer packaged goods. He holds a Bachelor of Arts in Economics from The University of Texas at Austin.

#### Chetan Gulati

has served as a member of the Company's board of directors since December 2020. He has been a partner and head of research at Navy Capital, a New York-based asset manager focused on the rapidly growing global cannabis sector from 2019 to the present. Mr. Gulati began his career practicing law at Wachtell, Lipton, Rosen and Katz where he focused on corporate restructurings and finance. He then joined Perry Capital in 2007 and was ultimately appointed to run Perry's London operations from 2010-2016. From 2017-2018, Mr. Gulati was a Partner at Smith Cove Capital. He holds a Bachelor of Arts from the University of Rochester and a Juris Doctor from Yale Law School.

#### Robert Hunt

has served as a member of the Company's board of directors since April 2022. He has more than 15 years' experience in the can nabis industry as an attorney, consultant, and entrepreneur. From January 2018 to the present, Mr. Hunt has served as Managing Member of Linnaea Holdings, a California based cannabis-focused private equity and operating company hybrid venture. From January 2017 to the present, Mr. Hunt has also worked as the Managing Member of Shingle Hill, a boutique cannabis consulting firm. From June 2016 to December 2016, he was employed as President of Teewinot Life Sciences, a cannabinoid producer. From August 2014 to May 2016, Mr. Hunt was a General Partner of Tuatara Capital, L.P., a private equity firm focused on the cannabis industry. In addition, Mr. Hunt has served on a number of boards of directors, including several in the cannabis industry, such as New Dia Fenway, LLC, Ardent, Inc., Wow Organics, and Canna Click, LLC. Mr. Hunt holds a Bachelor of Arts from the University of Vermont, and a Juris Doctor from Suffolk University Law School.

#### Kathi Lentzsch

has served as a member of the Company's board of directors since September 2019. She was appointed Chair of the Board in 2021 and Chair of the Compensation Committee in 2019. Ms. Lentzsch has more than three decades of experience in retail and wholesale operations and management with public and privately held companies. From January 2018 until December 2020, Ms. Lentzsch was the Chief Executive Officer, President and a board member of Bartell Drugs, one of the oldest and largest family-owned pharmacy chains in the country. She left this role after successfully leading the sale of the company to Rite Aid, the third largest pharmacy chain in the country. She previously served as Interim Chief Executive Officer of Gumps, a 150-year old retailer of luxury gifts, from 2011 until 2016, while also serving as President of Enesco Gift, a division of Enesco LLC, one of the oldest giftware companies in the nation, and held senior executive roles at Pottery Barn (a division of Williams Sonoma (NYSE:WSM)), Cost Plus World Market (formerly Nasdaq: CPWM) and Pier 1 Imports (formerly NYSE: PIR). It was during her time as Chief Executive Officer of Elephant Pharmacy, a unique retail start-up that offered natural and organic products, alternative remedies and services, with a traditional pharmacy, that Ms. Lentzsch became interested in medical cannabis. She serves as advisor to the Center for Leadership and Strategic Thinking at the Foster School of Business at the University of Washington and holds a Bachelor of Business Administration deg ree from the College of William and Mary in Virginia.

#### **Amit Patel**

has served as a member of the Company's board of directors since April 2022. He has a wide range of experience with investment management funds, investment banking, and the management and oversight of operating companies, including companies undergoing strategic transformations. He has been Managing Partner of Paceline Partners, which makes investments across multiple industries as well as manages various investment funds, since January 2015. Prior to Paceline Partners, Mr. Patel worked at Houlihan Lokey Inc. (NYSE:HLI), an investment bank and financial services provider, for over 15 years. His latest position was as a Managing Director with responsibility for Houlihan Lokey's principal investment fund until it was spun out in August 2015. Prior to that, he was a Managing Director in Houlihan Lokey's Financial Restructuring Group. From November 2020 to April 2022, Mr. Patel was a Board Member of LPF Holdco, LLC d/b/a Loudpack, a California cannabis company, until its merger with Harborside Inc. (OTC:HBORF) in April 2022. He chaired Loudpack's Compensation Committee and was a member of the company's Audit Committee. Since August 2016, he has served on the Limited Partner Advisory Committee of PowerPlant Ventures Fund I, a plant-based emerging consumer company investment fund. Earlier in his career, Mr. Patel worked at the Goldman Sachs Group, Inc.'s (NYSE:GS) Special Situations Group and held various operating roles at PRAM Filtration Corp. Mr. Patel holds a Bachelor of Science from the Wharton School of the University of Pennsylvania.

#### Roman Tkachenko

has served as a member of the Company's board of directors since December 2020. From March 2010 to the present, Mr. Tkachenko has served as the Chief Executive Officer and co-founder of Direct Source Seafood LLC, an importer/wholesaler of specialized frozen seafood products. Direct Source Seafood is the largest importer of king and snow crab from Russia, as well as one of the largest importers of Argentine wild caught shrimp. Direct Source Seafood, LLC has annual revenues of \$300,000. From November 2013 to September 2017, Mr. Tkachenko served as the Chief Executive Officer of Marine Treasures International, a company specializing in international sourcing of frozen seafood. Mr. Tkachenko holds a Bachelor of Science in Accounting from Central Washington University.

#### PART IV

#### Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits

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#### EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	Filing Date	Exhibit Filed Number Herewith
3.1	Notice of Articles of Registrant	20-F	June 30, 2020	1.1
3.2	Articles of Registrant	20-F	June 30, 2020	1.2
3.3	Amended and Restated Articles of Registrant dated December 23, 2020	10-K	April 7, 2021	3.3
4.1	Description of Securities	20-F	June 30, 2020	2.1
10.1	Business Combination Agreement dated March 1, 2019 between 4Front Holdings LLC, 4Front Corp., 1196260 B.C. Ltd. and Cannex Capital Holdings Inc.	20-F	June 30, 2020	4.1
10.2	Senior secured convertible notes issued by Cannex Capital Holdings Inc. on November 21, 2018 to Gotham Green Fund 1, L.P., Gotham Green Fund 1 (Q), L.P., and Gotham Green Credit Partners SPV 2, L.P.	20-F	June 30, 2020	4.3
10.3	Construction Loan Agreements dated May 10, 2019, by and between Linchpin Investors LLC, a subsidiary of the Corporation, and LI Lending LLC, in the amount of up-to \$50,000,000 (later modified to up-to \$45,000,000)	20-F	June 30, 2020	4.4
10.4	Stock Purchase Agreement by and among 4Front Holdings LLC, Paul Overgaag, Nathaniel Averill and Healthy Pharms, Inc. dated November 13, 2018	20-F	June 30, 2020	4.5
10.5	Contribution Agreement November 13, 2018 between Mission Partners USA, LLC and 4Front Holdings LLC	20-F	June 30, 2020	4.6
10.6	Agreement and Plan of Merger, dated as of October 6, 2021, by and among 4Front Ventures Corp., New England Cannabis Corporation, Inc., Kenneth V. Stevens, and 4Front NECC Acquisition Co.	8-K	October 8, 2021	10.1
10.7	Membership Interest Purchase Agreement, dated as of October 6, 2021, by and among 4Front Ventures Corp., Kenneth V. Stevens, and Mission Partners RE, LLC	8-K	October 8, 2021	10.2
10.8	Convertible Promissory Note Purchase Agreement, dated as of October 6, 2021, by and among 4Front Ventures Corp., Navy Capital Green Fund, LP, Navy Capital Green Co-Invest Fund, LLC, and HI 4Front, LLC	8-K	October 8, 2021	10.3
10.9	First Amendment to Agreement and Plan of Merger, dated as of January 28, 2022, by and among 4Front Ventures Corp., New England Cannabis Corporation, Inc., Kenneth V. Stevens, and 4Front NECC Acquisition Co.	8-K	February 3, 2022	10.3
10.10	First Amendment to Membership Interest Purchase Agreement, dated as of January 28, 2022, by and among 4Front Ventures Corp., Kenneth V. Stevens, and Mission Partners RE, LLC.	8-K	February 3, 2022	10.4
10.11	Promissory Note and Pledge Agreement, dated as of January 28, 2022, between 4Front Ventures Corp. and Kenneth V. Stevens.	8-K	February 3, 2022	10.5

10.12	Agreement and Plan of Merger, dated as of April 6, 2022, by and among 4Front Ventures Corp., Island Merger Sub, Inc., Island Global Holdings, Inc., and Navy Capital SR LLC	8-K	April 6, 2022	10.1	
10.13	Lock-up agreement dated August 22, 2019, by and among 4Front Ventures Corp. and each of Camelback Ventures, LLC, Joshua Rosen, Trevor Pratte, Karl Chowscano, Andrew Thut, Kris Krane, Leo Gontmakher, Arkadi Gontmakher, Vlad Orlovskii, Oleg Orlovskii, Roman Tkachenko and Glenn Backus  7	20-F	June 30, 2020	4.7	
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10.14	Amended and restated securities purchase agreement dated July 31, 2019 among Gotham Green Fund 1, L.P., Gotham Green Fund 1 (Q), L.P., Gotham Green Cr Partners SPV 2, L.P., Gotham Green Fund II, L.P., Gotham Green Fund II (Q), J. 4Front Ventures Corp., Cannex Holdings (Nevada) Inc., 4Front Ventures Corp., 4Front U.S. Holdings Inc. and Cannex Holdings (Nevada) Inc., as amended on January 29, 2020 and March 20, 2020	<u>edit</u> L.P.,	20-F June 30, 2020	) 4.8	
10.15	Industrial building lease dated September 1, 2015 by and between Kinzie Proper LLC, 2400 Greenleaf Partners, LLC, and IL Grown Medicine LLC	rties,	20-F June 30, 2020		
10.16	Amended and Restated Class B Proportionate Shares Option Plan +		20-F June 30, 2020	) 4.1	
10.17	Amended and Restated Stock Option Plan +		20-F June 30, 2020	4.11	
10.18	Form of Director Indemnification Agreement		20-F June 30, 2020	4.12	
10.19	Amended and Restated Consulting Agreement with Ag-Grow Imports, LLC and Maha Consulting LLC	<u>l</u>	10-K April 7, 2021	10.15	
10.20	Separation Agreement and Release with Joshua N. Rosen dated January 2, 2021		10-K April 7, 2021	10.16	
10.21	Severance, General Waiver and Release Agreement with Nicolle Dorsey dated February 3, 2021 +		10-K April 7, 2021	10.17	
10.22	Membership Interest Purchase Agreement – Denham dated January 1,		10-K April 7, 2021	10.18	
10.23	<u>Membership Interest Purchase Agreement Amendment 1 – Denham dated Marc 2020</u>	<u>h 30,</u>	10-K April 7, 2021	10.19	
10.24	Membership Interest Purchase Agreement Amendment 2 – Denham dated Augu 2020	<u>ist 12,</u>	10-K April 7, 2021	10.20	
10.25	Membership Interest Purchase Agreement – Ethos dated April 30, 2020		10-K April 7, 2021	10.21	
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10.26	Asset Purchase Agreement – Ethos dated April 30, 2020	10-K	April 7, 2021	10.22	
10.27	LI Lending Amended & Restated Promissory Note dated December 17, 2020	10-K	April 7, 2021	10.23	
10.28	Premium Termination Agreement dated August 11, 2020	10-K	April 7, 2021	10.24	
21.1	<u>List of Subsidiaries</u>	10-K	April 7, 2021	21.1	
31.1	Certification of the Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act				X
31.2	Certification of the Chief Financial Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act				X

32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(b) Under the Securities Exchange Act of 1934 and Section				
	1350 of Chapter 60 of Title 18 of the United States Code *	10-K	April 18, 2022	32.1	
101.INS	Inline XBRL Instance Document	10-K	April 18, 2022		
101.SCH	Inline XBRL Taxonomy Extension Schema Document	10-K	April 18, 2022		
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	10-K	April 18, 2022		
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	10-K	April 18, 2022		
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	10-K	April 18, 2022		
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	10-K	April 18, 2022		
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				

<sup>+</sup> Indicates management contract or compensatory plan.

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#### **SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### 4FRONT VENTURES CORP.

X

Date: April 21, 2022

By: /s/ Leo Gontmakher

Leo Gontmakher Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature and Title:	Date:	
/	April 21, 2022	
<b>S</b>		
Leo Gontmakher		
Leo Gontmakher, Chief Executive Officer and Director (Principal Executive Officer)		
/	April 21, 2022	
<b>s</b> /	•	
David Daily		
David Daily, Director		
/	April 21, 2022	
s	·	
Chetan Gulati		
Chetan Gulati, Director		

<sup>\*</sup> This certification is being furnished solely to accompany this Annual Report pursuant to 18 U.S.C. Section 1350, and it is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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/ April 21, 2022
s
/
Kathi Lentzsch
Kathi Lentzsch, Director

/ April 21, 2022
s
/
Roman Tkachenko
Roman Tkachenko Director
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# Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

#### I, Leonid Gontmakher, certify that:

- 1. I have reviewed this Amendment No. 1 on Form 10-K/A of 4Front Ventures Corp.; and
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 21, 2022 /s/ Leonid Gontmakher

Leonid Gontmakher, Chief Executive Officer (principal executive officer)

#### Certification of Interim Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

#### I, Andrew Thut, certify that:

- 1. I have reviewed this Amendment No. 1 on Form 10-K/A of 4Front Ventures Corp.; and
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 21, 2022 /s/ Andrew Thut

Andrew Thut, Interim Chief Financial Officer (principal financial and accounting officer)