UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 1, 2023

MARIMED INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-54433

27-4672745

(Commission File Number) (IRS Employer Identification No.)

10 Oceana Way Norwood, MA 02062 (Address of Principal Executive Offices)

Registrant's telephone number, including area code: (781) 277-0007

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None.

		Name of each exchange on which
Title of each class	Ticker symbol(s)	registered
Not Applicable.	Not Applicable.	Not Applicable.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \boxtimes

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

Item 2.02. Results of Operations and Financial Condition.

On March 1, 2023, MariMed Inc. (the "<u>Company</u>") issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference, announcing its financial results for the three months and year ended December 31, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release, dated March 1, 2023, announcing financial results for the three months and year ended December 31, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, furnished pursuant to Item 2.02, including Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARIMED INC.

Dated: March 1, 2023

By: /s/ Susan M. Villare

Susan M. Villare, Chief Financial Officer

Exhibit 99.1



MariMed Reports Fourth Quarter and Full Year 2022 Financial Results

NORWOOD, MA, March 1, 2023 - MariMed Inc. ("MariMed" or the "Company") (CSE: MRMD) (OTCQX: MRMD), a leading multi-state cannabis operator focused on improving lives every day, today announced its financial results for the fourth quarter and full year ended December 31, 2022.

"I am pleased to report that our fourth quarter revenue grew sequentially and year-over-year as we continued to outperform the industry in all of our key states," said Jon Levine, Chief Executive Officer. "Headwinds continued to challenge the industry, and the economy impacted consumer spending, yet MariMed delivered strong financial results, including positive cash flows from operations for the third consecutive year. Our balance sheet strength, coupled with our outstanding retail and wholesale operations, high-quality and innovative product portfolio, and exceptional customer service, should fuel accelerated growth in 2023 and beyond."

Financial Highlights¹

The following table summarizes the consolidated financial highlights for the three months and full years ended December 31, 2022 and 2021 (in millions, except percentage amounts):

Financial Highlights¹

	Three months ended					Year ended					
		Decen	nber	31,		Decen	nber	[.] 31,			
		2022		2021		2022		2021			
Revenue	\$	35.8	\$	31.0	\$	134.0	\$	121.5			
GAAP Gross margin		44%		50%		48%		55%			
Non-GAAP Gross margin		45%		50%		48%		55%			
GAAP Net income (loss)	\$	4.8	\$	(6.4)	\$	13.6	\$	7.6			
Non-GAAP Net income	\$	5.2	\$	0.1	\$	22.2	\$	21.5			
Non-GAAP Adjusted EBITDA	\$	4.5	\$	8.3	\$	32.4	\$	42.8			
Non-GAAP Adjusted EBITDA margin		13 %)	27 %		24 %)	35 %			

¹ See the reconciliations of non-GAAP financial measures to the most directly comparable GAAP measures and additional information about non-GAAP measures in the section entitled "Discussion of Non-GAAP Financial Measures" in the attached schedules.

CONFERENCE CALL

MariMed management will host a conference call to discuss the Company's financial results on Thursday, March 2, 2023, at 8:00 a.m. Eastern time. The conference call may be accessed through MariMed's Investor Relations website by clicking the following link: https://app.webinar.net/ oXWd5Zn5r68.

FOURTH QUARTER 2022 OPERATIONAL HIGHLIGHTS

During the fourth quarter, the Company announced the following facets of its strategic growth plan, including:

- October 5: The opening of its first medical dispensary in Annapolis, Maryland, marking the beginning of the Company's fully vertical operations in that state. The *Panacea Wellness* dispensary is the eighth retail location across four states that MariMed either owns or manages. MariMed hosted a grand opening ceremony with several local, county, and state dignitaries in attendance to celebrate commencement of operations. In November 2022, voters approved the legalization of adult use sales. MariMed expects to build out its footprint in Maryland to the maximum allowable operations over time.
- October 25: The evolution of its award-winning and top-selling *Betty's Eddies* fruit chews line, which was custom formulated to address consumer demand for cannabis edibles that meet specific needs such as sleep aid, relaxation, pain relief, stress relief, heightened libido, and more.
- **December 21**: The launch of its limited-edition candy cane flavored vape pens under its *InHouse* brand, available at select cannabis dispensaries in Massachusetts and Maryland, including MariMed's Panacea Wellness locations in both states. The Company launched *InHouse* in early 2022 as an option for cannabis consumers seeking high quality, value-priced products.

SUBSEQUENT EVENTS

Subsequent to the end of the fourth quarter of 2022, the Company announced the following:

- January 24: The closing of a \$35 million senior secured credit facility with a \$30 million draw down at close and the ability to draw up to an additional \$5 million through June 2023. The facility has a three-year maturity and bears interest at a rate of prime plus 5.75%. Funds will be used for completing the build-out of a new cultivation and processing facility in Illinois and a new processing kitchen in Missouri, expanding the existing cultivation and processing facilities in Massachusetts and Maryland, funding other capital expenditures, and repaying in full the Kind Therapeutics seller notes from the Maryland acquisition, which closed in April 2022, with any remaining balance to be used for acquisitions.
- **February 21**: Agreement to acquire the operating assets of Ermont, Inc., a medical licensed, vertical cannabis operator in Massachusetts. The acquisition includes an operational medical dispensary in Quincy, just South of Boston, as well as a co-located cultivation facility, and Community Host Agreements to conduct medical and adult-use retail sales. The Company will apply to the state to allow adult-use sales and will expand the dispensary to accommodate the projected increased traffic. MariMed also plans to repurpose the existing cultivation facility for pheno-hunting, which is currently conducted in New Bedford, MA, thus freeing up much needed canopy for its award-winning *Nature's Heritage* flower.

2023 FINANCIAL GUIDANCE

MariMed remains committed to its proven strategic growth plan and continues to operate cannabis facilities with some of the highest margins and returns in the industry. In 2023, the Company anticipates opening four new dispensaries; one each in Ohio and Illinois, and two in Massachusetts.

The Company also anticipates opening new wholesale facilities in both Illinois and Missouri. Revenue and Adjusted EBITDA are projected to grow over the course of the year as these new facilities become operational. MariMed anticipates significant increases to its headcount in 2023 ahead of these new and expanded assets coming online.

The Company's financial guidance is in part dependent on factors that it cannot control, such as the timing of regulatory approvals for facility openings, supply chain availability related to the build out of these facilities and hiring and retaining new employees. MariMed's fiscal 2023 outlook is currently as follows:

- Revenue of \$150+ million
- Gross margin in line with full year 2022
- Non-GAAP Adjusted EBITDA of \$35+ million
- Capital expenditures of \$30 million

"In 2022, we reported double-digit revenue growth for the fifth consecutive year, and positive Non-GAAP Adjusted EBITDA for the twelfth consecutive quarter. MariMed remains one of the only MSOs with both positive net income and cash flow from operations," said Susan Villare, Chief Financial Officer. "It is a very exciting time to be a part of MariMed and we look forward to accelerating our revenue growth as our six new and two expanded state-of-the-art facilities are completed over the course of 2023."

DISCUSSION OF NON-GAAP FINANCIAL MEASURES

MariMed's management uses several different financial measures, both GAAP and non-GAAP, in analyzing and assessing the overall performance of its business, and making operating decisions, planning and forecasting future periods. The Company has provided in this release several non-GAAP financial measures: Non-GAAP Gross margin, Non-GAAP Net income (loss), Non-GAAP EBITDA, Non-GAAP Adjusted EBITDA, Non-GAAP EBITDA margin and non-GAAP Adjusted EBITDA margin, as supplements to Revenue, Gross margin, Net income (loss) and other financial measures prepared in accordance with GAAP.

Management believes these non-GAAP financial measures are useful in reviewing and assessing the performance of the Company, and when planning and forecasting future periods, as they provide meaningful operating results by excluding the effects of expenses that are not reflective of its operating business performance. In addition, the Company's management uses these non-GAAP financial measures to understand and compare operating results across accounting periods and for financial and operational decision-making. The presentation of these non-GAAP measures is not intended to be considered in isolation or as a substitute for the financial information prepared in accordance with GAAP.

Management believes that investors and analysts benefit from considering non-GAAP financial measures in assessing the Company's financial results and its ongoing business, as it allows for meaningful comparisons and analysis of trends in the business. In particular, non-GAAP adjusted EBITDA is used by many investors and analysts themselves, along with other metrics, to compare financial results across accounting periods and to those of peer companies.

As there are no standardized methods of calculating non-GAAP financial measures, the Company's calculations may differ from those used by analysts, investors and other companies, even those within the cannabis industry, and therefore may not be directly comparable to similarly titled measures used by others.

Management defines non-GAAP Adjusted EBITDA as net income, determined in accordance with GAAP, excluding the following items:

- interest income and interest expense;
- income taxes;
- depreciation of fixed assets;
- amortization of acquired intangible assets;
- · Impairment or write-downs of intangible assets;
- stock-based compensation;
- legal settlements;
- acquisition-related and other;
- other income and other expense;
- and discontinued operations.

For further information, please refer to the publicly available financial filings available on MariMed's Investor Relations website, as filed with the U.S. Securities and Exchange Commission, or as filed with the Canadian securities regulatory authorities on the SEDAR website.

ABOUT MARIMED

MariMed Inc., a multi-state cannabis operator, is dedicated to improving lives every day through its high-quality products, its actions, and its values. The Company develops, owns, and manages seed to sale state-licensed cannabis facilities, which are models of excellence in horticultural principles, cannabis cultivation, cannabis-infused products, and dispensary operations. MariMed has an experienced management team that has produced consistent growth and success for the Company and its managed business units. Proprietary formulations created by the Company's technicians are embedded in its top-selling and award-winning products and brands, including *Betty's Eddies, Nature's Heritage, InHouse, Bubby's Baked, K Fusion, Kalm Fusion*, and *Vibations: High + Energy*. For additional information, visit www.marimedinc.com.

IMPORTANT INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

The information in this release contains "forward-looking" statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, which are subject to several risks and uncertainties. All statements other than statements of historical facts contained in this release, including without limitation statements regarding projected financial results for 2023, anticipated openings of dispensaries and facilities, timing of regulatory approvals, plans and objectives of management for future operations, are forward-looking statements. Without limiting the foregoing, the words "anticipates", "believes", "estimates", "expects", "expectations", "intends", "may", "plans", and other similar language, whether in the negative or affirmative, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are based on our current beliefs and assumptions regarding our business, timing of regulatory approvals, the ability to obtain new licenses, business prospects and strategic growth plan, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated in these forward-looking statements due to various risks, uncertainties, and other important factors, including, among others, reductions in customer spending, our ability to recruit and retain key personnel, and disruptions from the integration efforts of acquired companies.

These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect our business and results of operations. These statements are not a guarantee of future

performance and involve risk and uncertainties that are difficult to predict, including, among other factors, changes in demand for the Company's services and products, changes in the law and its enforcement, and changes in the economic environment. Additional information regarding these and other factors can be found in our reports filed with the U.S. Securities and Exchange Commission. In providing these forward-looking statements, the Company expressly disclaims any obligation to update these statements publicly or otherwise, whether as a result of new information, future events or otherwise, except as required by law.

All trademarks and service marks are the property of their respective owners.

For More Information Contact:

Investor Relations:

Steve West, Vice President, Investor Relations Email: <u>ir@marimedinc.com</u> Phone: (781) 277-0007

Company Contact:

Howard Schacter, Chief Communications Officer Email: <u>hschacter@marimedinc.com</u> Phone: (781) 277-0007

###

MariMed Inc. Consolidated Balance Sheets (in thousands) (unaudited)

	 December			
	2022		2021	
Assets				
Current assets:				
Cash and cash equivalents	\$ 9,737	\$	29,683	
Accounts receivable, net	4,157		1,660	
Deferred rents receivable	704		1,678	
Note receivable, current portion	2,637		12	
Inventory	19,477		9,76	
Investments, current	123		25	
Due from related parties	29		_	
Other current assets	 7,282		1,44	
Total current assets	44,146		44,61	
Property and equipment, net	71,641		62,15	
Intangible assets, net	14,201		16	
Goodwill	8,079		2,06	
Note receivable, net of current	7,467		8,98	
Operating lease right-of-use assets	4,931		5,08	
Finance right-of-use assets	713		4	
Other assets	1,024		98	
Total assets	\$ 152,202	\$	123,20	
Liabilities, mezzanine equity and stockholders' equity Current liabilities:				
Mortgages and notes payable, current portion	\$ 3,774	\$	1,410	
Accounts payable	6,626		5,09	
Accrued expenses and other	3,091		3,14	
Income taxes payable	11,489		16,46	
Operating lease liabilities, current portion	1,273		1,07	
Finance lease liabilities, current portion	 237		2	
Total current liabilities	26,490		27,22	
Mortgages and notes payable, net of current	25,943		17,26	
Operating lease liabilities, net of current	4,173		4,57	
Finance lease liabilities, net of current	461		2	
Other liabilities	 100		10	
Total liabilities	 57,167		49,18	
Commitments and contingencies				
Mezzanine equity:				
Series B convertible preferred stock	14,725		14,72	
Series C convertible preferred stock	23,000		23,00	

	Decembe	er 31,
	2022	2021
Stockholders' equity:		
Common stock	341	334
Common stock subscribed but not issued	39	—
Additional paid-in capital	142,365	134,920
Accumulated deficit	(83,924)	(97,392)
Noncontrolling interests	 (1,511)	(1,563)
Total stockholders' equity	57,310	36,299
Total liabilities, mezzanine equity, and stockholders' equity	\$ 152,202 \$	5 123,205

MariMed Inc. Consolidated Statements of Operations (in thousands, except percentages and per share amounts) (unaudited)

		Three mo			Year ended December 31,				
	December 31,						IDel		
		2022		2021		2022		2021	
Revenue	\$	35,830	\$	31,044	\$	134,010	\$	121,464	
Cost of revenue		20,018		15,554		70,053		55,201	
Gross profit		15,812		15,490		63,957		66,263	
Gross margin		44.1%		49.9%		47.7%		54.6%	
Operating expenses:									
Personnel		4,234		3,086		14,404		8,352	
Marketing and promotion		882		567		3,736		1,625	
General and administrative		3,845		10,627		20,735		27,561	
Acquisition-related and other		64				961			
Bad debt		3,698		7		3,752		1,862	
Total operating expenses		12,723		14,287		43,588		39,400	
Income from operations		3,089		1,203		20,369		26,863	
Interest and other (expense) income:		(400)		(070)		(4,000)		(0.050)	
Interest expense		(422)		(279)		(1,693)		(2,356)	
Interest income		239		13		959		109	
Other expense, net		(151)		(169)		(127)		(800)	
Total interest and other expense, net		(334)		(435)		(861)		(3,047)	
Income before income taxes		2,755		768		19,508		23,816	
(Benefit) provision for income taxes		(2,000)		7,166		5,894		16,192	
Net income (loss)		4,755		(6,398)		13,614		7,624	
Less: Net income attributable to noncontrolling interests		4		110		146		399	
Net income (loss) attributable to common stockholders	\$	4,751	\$	(6,508)	\$	13,468	\$	7,225	
Net income (loss) per share attributable to common stockholders:									
Basic	\$	0.01	\$	(0.02)	\$	0.04	\$	0.02	
Diluted	\$	0.01	\$	(0.02)	\$	0.04	\$	0.02	
Weighted average common shares outstanding:									
Basic		339,436		341,016		337,697		326,467	
Diluted		381,858		341,016		380,289		372,397	
2				, 5 . 6		200,200		,	

MariMed Inc. Consolidated Statements of Cash Flows (in thousands) (unaudited)

Net income attributable to common stockholders\$13,468\$7,Net income attributable to noncontrolling interests146146Adjustments to reconcile net income to net cash provided by operating activities:146Depreciation and amortization of property and equipment3,4322,Amortization of intangible assets1,28212,82Stock-based compensation6,33813,Amortization of standalone warrant issuancesAmortization of original issue discountAmortization of original issue discountAmortization of original issue discountBad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equityChanges in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable132Other current assets(5,219)(Other assets(126)Accounts payable1,027Accounts payable1,027Accounts payable1,027Accounts payable(12,140)(17Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Accue des toward future business acquisitions(Purchases of cannabis licenses(<th></th> <th><u> </u></th> <th>/ear Ended [</th> <th>Dece</th> <th colspan="2">cember 31,</th>		<u> </u>	/ear Ended [Dece	cember 31,	
Net income attributable to common stockholders\$13,468\$7.Net income attributable to noncontrolling interests146146Adjustments to recorcile net income to net cash provided by operating activities:146146Depreciation and amortization of property and equipment3,4322.Amortization of intangible assets1,2821282Stock-based compensation6,33813,Amortization of standalone warrant issuancesAmortization of beneficial conversion featureAmortization of original issue discountBad debt expense3,75210Obligations settled with common stock6961Loss on obligations settled with equityChanges in air value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)(4Deferred rents receivable(5,219)(1Other current assets(5,219)(1Other assets(126)Accounds payable1,027Accounds payable(127)Accounds payable(128)(1Net cash provided by operating activitiesPurchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of in			2022		2021	
Net income attributable to noncontrolling interests 146 Adjustments to reconcile net income to net cash provided by operating activities: 146 Depreciation and amortization of property and equipment 3,432 2, Amortization of intangible assets 1,282 Stock-based compensation 6,338 13, Amortization of standalone warrant issuances Amortization of standalone warrant issuances Amortization of original issue discount Amortization of original issue discount Bad debt expense 3,752 1 Obligations settled with common stock 666 1 Loss on changes in fair value of investments 1,082 1 Other investment income (954) Accounts receivable (6,902) (4, Deferred rents receivable 132 Inventory (5,383) (2, Other assets (5,219) (0, Income taxes payable 1,027 Accounts payable 1,027 Accounts payable 1,027 Accounts payable	Cash flows from operating activities:					
Adjustments to reconcile net income to net cash provided by operating activities: Depreciation and amortization of property and equipment 3,432 2, Amortization of intangible assets 1,282 Stock-based compensation 6,338 13, Amortization of standalone warrant issuances — — Amortization of varrants attached to debt — — Amortization of original issue discount — — Amortization of original issue discount — — Bad debt expense 3,752 1 Obligations settled with common stock 696 1 Loss on obligations settled with equity — — Changes in fair value of investments 1,082 1 Other investment income (954) 0 Changes in operating assets and liabilities: — 4 Accounts receivable (15,219) 0 Other current assets (126) 4 Deferred rents receivable 1,027 4 Accounts payable 1,027 4 Accounts payable 1,027 5 Accounts payable	Net income attributable to common stockholders	\$	13,468	\$	7,22	
activities:Depreciation and amortization of property and equipment3,4322,Amortization of intangible assets1,282Stock-based compensation6,33813,Amortization of standalone warrant issuances—Amortization of warrants attached to debt—Amortization of original issue discount—Bad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equity——Gain on sale of investment——Loss on changes in fair value of investments1,0821Other investment income(954)CChanges in operating assets and liabilities:(6,902)(4,Deferred rents receivable1321Inventory(5,383)(2,Other current assets(126)(126)Accounts payable1,0274Accounts payable1,0274Accounts payable1,0274Other assets(126)15Net cash provided by operating activities7,31135Cash flows from investing activities:(601)1Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(800)4Acquisition of interest in subsidiary——Proceeds from notes receivable1731	Net income attributable to noncontrolling interests		146		39	
Amortization of intangible assets1,282Stock-based compensation6,33813,Amortization of standalone warrant issuances	Adjustments to reconcile net income to net cash provided by operating activities:					
Stock-based compensation6,33813Amortization of standalone warrant issuancesAmortization of warrants attached to debtAmortization of beneficial conversion featureAmortization of original issue discountBad debt expense3,752Obligations settled with common stock696Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,082Other investment income(954)Changes in operating assets and liabilities:Accounts receivable132Inventory(5,383)Other assets(126)Accounts payable1,027Accounts payable1,027Accound expenses and other(482)Income taxes payable(4,978)Income taxes payable(12,140)Net cash provided by operating activities7,311Purchases of property and equipment(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentIncome taxes payable(601)	Depreciation and amortization of property and equipment		3,432		2,09	
Amortization of standalone warrant issuancesAmortization of warrants attached to debtAmortization of original issue discountBad debt expense3,752Obligations settled with common stock696I Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,082Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)Other current assets(126)Other current assets(126)Accounts payable1,027Accounts payable1,027Other current assets(126)Accounts payable1,027Accrued expenses and other(4,978)Income taxes payable(12,140)Income taxes payable(12,140)Net cash provided by operating activities7,311Purchases of property and equipment(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentI proceeds from notes receivable173	Amortization of intangible assets		1,282		69	
Amortization of warrants attached to debtAmortization of beneficial conversion featureAmortization of original issue discountBad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)(4,Deferred rents receivable132Other current assets(126)Other assets(126)Accounts payable1,027Other assets(126)Accounts payableOther assets(126)Accounts payableOther assets(126)Accounts payableOther assets(126)	Stock-based compensation		6,338		13,44	
Amortization of beneficial conversion featureAmortization of original issue discountBad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)1Changes in operating assets and liabilities:Accounts receivable1321Inventory(5,383)(2,Other current assets(126)1Other assets(126)1Other sasets(126)1Accounts payable1,0271Accounts payable1,0271Accounts payable1,0271Accounts payable(1,2140)(17Business acquisitions, net of cash acquired(12,847)1Advances toward future business acquisitions(800)1Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from notes receivable173	Amortization of standalone warrant issuances		—		77	
Amortization of original issue discountBad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:(6,902)(4,Deferred rents receivable1321Inventory(5,383)(2,Other current assets(126)1Accounts payable1,0271Accounts payable1,0271Accounts payable1,0271Net cash provided by operating activities7,31135Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)1Advances toward future business acquisitions(800)1Acquisition of interest in subsidiary1Proceeds from sale of investment1Proceeds from notes receivable1731	Amortization of warrants attached to debt		_		53	
Bad debt expense3,7521Obligations settled with common stock6961Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)(4,Deferred rents receivable132Inventory(5,383)(2,Other assets(126)Accounts payable1,027Account spayable1,027Accound expenses and other(482)(0,Income taxes payable(4,978)15,Net cash provided by operating activitiesCash flows from investing activities:Purchases of property and equipment(12,140)(17,Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)1Proceeds from sale of investment1Proceeds from notes receivable173	Amortization of beneficial conversion feature				17	
Obligations settled with common stock6961Loss on obligations settled with equityGain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)(4,Deferred rents receivable132Inventory(5,383)(2,Other assets(5,219)(126)Accounts payable1,027Accounts payable1,027Accounts payable(4,978)Income taxes payable(4,978)Net cash provided by operating activitiesCash flows from investing activities:(12,140)Purchases of property and equipment(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentIncome taxes payable(12,140)Income taxes payable(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from notes receivable173	Amortization of original issue discount		_		4	
Loss on obligations settled with equity—Gain on sale of investment—Loss on changes in fair value of investments1,082Other investment income(954)Changes in operating assets and liabilities:(6,902)Accounts receivable(6,902)Other current receivable132Inventory(5,383)Other assets(126)Accounts payable1,027Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Income taxes payable(12,140)Net cash provided by operating activities7,311Purchases of property and equipment(12,140)Advances toward future business acquisitions(800)Acquisition of interest in subsidiary—Purchases of cannabis licenses(601)Proceeds from sale of investment—Income taxe payable(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiary—Income state of investment—Proceeds from sale of investment—Income streceivable173	Bad debt expense		3,752		1,80	
Gain on sale of investmentLoss on changes in fair value of investments1,0821Other investment income(954)1Changes in operating assets and liabilities:(6,902)(4,Deferred rents receivable1321Inventory(5,383)(2,Other current assets(5,219)(1Other assets(126)1Accounts payable1,0271Accound expenses and other(482)(1Income taxes payable(1,2,140)15,Net cash provided by operating activities7,31135,Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)4dvances toward future business acquisitions(800)Acquisition of interest in subsidiary1Proceeds from sale of investment1173	Obligations settled with common stock		696		1,10	
Loss on changes in fair value of investments1,0821Other investment income(954)Changes in operating assets and liabilities:Accounts receivable(6,902)Other current receivable132Inventory(5,383)Other current assets(5,219)Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Net cash provided by operating activities7,311Purchases of property and equipment(12,140)Advances toward future business acquisitions(800)Acquisition of interest in subsidiary-Purchases of cannabis licenses(601)Proceeds from notes receivable-1Proceeds from notes receivable173	Loss on obligations settled with equity					
Other investment income(954)Changes in operating assets and liabilities:(6,902)Accounts receivable(6,902)Question of the current assets(132)Inventory(5,383)Other current assets(5,219)Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Net cash provided by operating activities7,311Purchases of property and equipment(12,140)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from notes receivable173	Gain on sale of investment				(3	
Changes in operating assets and liabilities:Accounts receivable(6,902)(4,Deferred rents receivable132Inventory(5,383)(2,Other current assets(5,219)(1Other assets(126)(126)Accounts payable1,027(4,978)Accrued expenses and other(482)(1Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)(800)Acquisition of interest in subsidiary—1Purchases of cannabis licenses(601)1Proceeds from sale of investment—1Proceeds from notes receivable1731	Loss on changes in fair value of investments		1,082		1,1	
Accounts receivable(6,902)(4,Deferred rents receivable132Inventory(5,383)(2,Other current assets(5,219)(1,027)Other assets(126)(1,027)Accounts payable1,027(4,978)Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,Purchases of property and equipment(12,140)(17)Business acquisitions, net of cash acquired(12,847)(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)1Proceeds from sale of investment1173	Other investment income		(954)			
Deferred rents receivable132Inventory(5,383)Other current assets(5,219)Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Income taxes payable(4,978)Net cash provided by operating activities7,311Stash flows from investing activities:(12,140)Purchases of property and equipment(12,140)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investment1Proceeds from notes receivable173173	Changes in operating assets and liabilities:					
Inventory(5,383)(2,Other current assets(5,219)(1,Other assets(126)(1,027)Accounts payable1,027(4,82)Accrued expenses and other(4,82)(1,027)Accrued expenses and other(4,978)15,Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,Stash flows from investing activities:(12,140)(17)Business acquisitions, net of cash acquired(12,847)(12,847)Advances toward future business acquisitions(800)(800)Acquisition of interest in subsidiary1Proceeds from sale of investment1Proceeds from notes receivable173173	Accounts receivable		(6,902)		(4,69	
Other current assets(5,219)Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Income taxes payable(4,978)Net cash provided by operating activities7,311Purchases of property and equipment(12,140)Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentProceeds from notes receivable173	Deferred rents receivable		132		20	
Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Income taxes payable(4,978)Net cash provided by operating activities7,311Assh flows from investing activities:7,311Purchases of property and equipment(12,140)Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentProceeds from notes receivable173	Inventory		(5,383)		(2,93	
Other assets(126)Accounts payable1,027Accrued expenses and other(482)Income taxes payable(4,978)Income taxes payable(4,978)Net cash provided by operating activities7,311Assh flows from investing activities:7,311Purchases of property and equipment(12,140)Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiaryPurchases of cannabis licenses(601)Proceeds from sale of investmentProceeds from notes receivable173	Other current assets		(5,219)		(8)	
Accrued expenses and other(482)(Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,ash flows from investing activities:7,31135,Purchases of property and equipment(12,140)(17,Business acquisitions, net of cash acquired(12,847)(12,847)Advances toward future business acquisitions(800)(800)Acquisition of interest in subsidiary1Proceeds from sale of investment1Proceeds from notes receivable173173	Other assets		(126)		(*	
Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,ash flows from investing activities:7,31135,Purchases of property and equipment(12,140)(17,Business acquisitions, net of cash acquired(12,847)17,Advances toward future business acquisitions(800)17,Purchases of cannabis licenses(601)17,Proceeds from sale of investment1Proceeds from notes receivable17317,	Accounts payable		1,027		1	
Income taxes payable(4,978)15,Net cash provided by operating activities7,31135,ash flows from investing activities:7,31135,Purchases of property and equipment(12,140)(17,Business acquisitions, net of cash acquired(12,847)17,Advances toward future business acquisitions(800)16,Acquisition of interest in subsidiary16,Proceeds from sale of investment17,Proceeds from notes receivable17317,	Accrued expenses and other		(482)		(7:	
Net cash provided by operating activities7,31135,ash flows from investing activities:Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiary—Purchases of cannabis licenses(601)Proceeds from sale of investment—1Proceeds from notes receivable173	Income taxes payable		(4,978)		15,5	
Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)(12,847)Advances toward future business acquisitions(800)(800)Acquisition of interest in subsidiary—(601)Purchases of cannabis licenses(601)1Proceeds from sale of investment—1Proceeds from notes receivable1731	Net cash provided by operating activities		7,311		35,8	
Purchases of property and equipment(12,140)(17Business acquisitions, net of cash acquired(12,847)(12,847)Advances toward future business acquisitions(800)(800)Acquisition of interest in subsidiary—(601)Purchases of cannabis licenses(601)1Proceeds from sale of investment—1Proceeds from notes receivable1731	ash flows from investing activities.					
Business acquisitions, net of cash acquired(12,847)Advances toward future business acquisitions(800)Acquisition of interest in subsidiary—Purchases of cannabis licenses(601)Proceeds from sale of investment—Proceeds from notes receivable173			(12.140)		(17,8	
Advances toward future business acquisitions(800)Acquisition of interest in subsidiary—Purchases of cannabis licenses(601)Proceeds from sale of investment—Proceeds from notes receivable173					(17,0	
Acquisition of interest in subsidiary—Purchases of cannabis licenses(601)Proceeds from sale of investment—Proceeds from notes receivable173						
Purchases of cannabis licenses(601)Proceeds from sale of investment—Proceeds from notes receivable173			(000)		(
Proceeds from sale of investment—1Proceeds from notes receivable173	•		(601)		(6	
Proceeds from notes receivable 173			(001)		1,4	
			173		4	
					4	
Net cash used in investing activities (26,244) (16,					(16,62	

	Year Ended D	ecember 31,
	2022	2021
Cash flows from financing activities:		
Proceeds from issuance of preferred stock	_	23,000
Equity issuance costs	—	(387)
Proceeds from issuance of promissory notes	_	35
Principal payments of mortgages and promissory notes	(1,537)	(16,424)
Proceeds from mortgages	3,000	2,700
Proceeds from exercise of stock options	10	39
Proceeds from exercise of warrants	—	93
Repayment of loans from related parties	—	(1,158)
Principal payments of finance leases	(227)	(35)
Redemption of minority interests	(2,000)	—
Distributions	(259)	(410)
Net cash (used in) provided by financing activities	(1,013)	7,453
Net (decrease) increase to cash and cash equivalents	(19,946)	26,684
Cash and cash equivalents at beginning of year	29,683	2,999
Cash and cash equivalents at end of year	\$ 9,737	\$ 29,683

MariMed Inc. Reconciliation of Non-GAAP and GAAP Financial Measures (in thousands, except percentages) (unaudited)

	Three mor Decerr		Year Decerr	
	 2022	2021	 2022	2021
Non-GAAP Adjusted EBITDA				
GAAP Net income (loss)	\$ 4,755	\$ (6,398)	\$ 13,614	\$ 7,624
Interest expense, net	183	266	734	2,247
Income tax (benefit) provision	(2,000)	7,166	5,894	16,192
Depreciation	963	599	3,432	2,098
Amortization of acquired intangible assets	428	172	1,282	690
EBITDA	4,329	 1,805	 24,956	 28,851
Stock-based compensation	(58)	6,288	6,338	13,440
Settlement of litigation	—	—	—	(266)
Acquisition-related and other	64	—	961	_
Other expense, net	151	169	127	800
Adjusted EBITDA	\$ 4,486	\$ 8,262	\$ 32,382	\$ 42,825
Non-GAAP Adjusted EBITDA Margin (Non- GAAP adjusted EBITDA as a percentage of revenue)				
GAAP Net income (loss)	13.3%	(20.6%)	10.2%	6.3%
Interest expense, net	0.5%	0.9%	0.5%	1.8%
Income tax (benefit) provision	(5.6%)	23.0%	4.3%	13.4%
Depreciation	2.7%	1.9%	2.6%	1.7%
Amortization of acquired intangible assets	1.2%	0.6%	1.0%	0.6%
EBITDA margin	12.1%	5.8%	 18.6%	23.8%
Stock-based compensation	(0.2%)	20.3%	4.8%	11.0%
Settlement of litigation	—%	—%	—%	(0.2%)
Acquisition-related and other	0.2%	—%	0.7%	—%
Other expense, net	0.4%	0.5%	0.1%	0.7%
Adjusted EBITDA margin	 12.5%	 26.6%	 24.2%	 35.3%

MariMed Inc. Reconciliation of Non-GAAP and GAAP Financial Measures (continued) (in thousands, except percentages) (unaudited)

	Three mont	hs ended	Year e	ended
	Decemb	er 31,	Decem	ber 31,
	2022	2021	2022	2021
GAAP Gross margin	44.1 %	49.9 %	47.7 %	54.6 %
Amortization of acquired intangible assets	0.5 %	— %	0.4 %	— %
Non-GAAP Gross margin	44.6 %	49.9 %	48.1 %	54.6 %

		Three month		Year	ende	ed	
	_	Decembe	er 31,		Decem	ber	31,
		2022 2021			2022		2021
GAAP Net income (loss)		4,755	(6,398)		13,614		7,624
Stock-based compensation	\$	(58) \$	\$ 6,288	\$	6,338	\$	13,440
Amortization of acquired intangible assets		428	172		1,282		690
Settlement of litigation		_			_		(266)
Acquisition-related and other		64			961		
Non-GAAP Net income		5,189	62		22,195		21,488

MariMed Inc. Supplemental Information Revenue Components (in thousands) (unaudited)

	Three months ended				Year ended			
		Decem	ber	31,		Decem	ber	31,
		2022		2021		2022		2021
Product revenue:								
Product revenue - retail	\$	24,715	\$	22,897	\$	92,836	\$	82,127
Product revenue - wholesale		9,836		5,583		32,865		26,119
Total product revenue		34,551		28,480		125,701		108,246
Other revenue		1,279		2,564		8,309		13,218
Total revenue	\$	35,830	\$	31,044	\$	134,010	\$	121,464