



# STATEHOUSE

H O L D I N G S

**STATEHOUSE HOLDINGS INC.**  
**(formerly Harborside Inc.)**

**Management's Discussion and Analysis**  
**For the Three and Nine Months Ended September 30, 2022**  
**(Expressed in United States Dollars)**

**November 22, 2022**

# STATEHOUSE HOLDINGS INC.

## Management's Discussion and Analysis

For the Three and Nine Months Ended September 30, 2022

---

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of StateHouse Holdings Inc. (formerly Harborside Inc.) ("StateHouse" or the "Company"), is for the three and nine months ended September 30, 2022 ("Q3 2022"). It is supplemental to, and should be read in conjunction with, the unaudited condensed interim consolidated financial statements of StateHouse for the three and nine months ended September 30, 2022 (the "Q3 2022 Financial Statements") and the consolidated financial statements of the Company for the twelve months ended December 31, 2021. The Q3 2022 Financial Statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. In preparing this MD&A, management has taken into account information available up to November 22, 2022. Unless otherwise indicated, all figures presented in this MD&A are expressed in United States Dollars ("\$" or "USD"). All references to "C\$" or "CAD" pertain to Canadian Dollars. Unless the context otherwise requires, references in this MD&A to the "Company", "StateHouse", "we", "us" or "our" refers to StateHouse Holdings Inc. and its subsidiaries.

This MD&A has been prepared with reference to the MD&A disclosure requirements of National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators ("CSA") and Staff Notice 51-352 (Revised) – Issuers with US Marijuana Related Activities (the "Staff Notice").

### Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities laws and United States securities laws ("forward-looking statements"). All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are often identified by words such as "may", "would", "could", "should", "will", "intend", "plan", "seek", "anticipate", "believe", "estimate", "expect" or similar words and expressions. Examples of forward-looking statements include, among others, statements relating to information set out in this MD&A under the headings "Outlook and Growth Strategy", "Projected Revenue Guidance", "COVID-19 Strategy", "Working Capital and Liquidity Outlook", and "Subsequent Events" and statements and information regarding: the effects of the novel coronavirus ("COVID-19") on the Company's operations and financial condition; future financial position and results of operations, strategies, plans, objectives, goals and targets; future developments in the markets where the Company participates or is seeking to participate; the timing of and closing of an additional 50.1% interest in FGW (as defined herein) through conversion of the FGW Note (as defined herein); the timing of and closing of the acquisition of an additional 29.9% interest in FGW; the potential divestiture of non-core assets; the potential upsized term loan (as defined herein); the potential opening of additional dispensaries; potential future legalization of adult-use and/or medical cannabis under United States federal law; expectations of market size and growth in the United States ("U.S.") and the states in which the Company operates; expectations regarding the Company's position in the California cannabis sector following the Urbn Leaf Acquisition (as defined herein) and Loudpack Acquisition (as defined herein); expectations of improved efficiencies, financial flexibility, future product offerings and integration opportunities; comparisons of the Company to other cannabis issuers in California; the ability of the board of directors of the Company (the "Board") to oversee the Company's business strategy following completion of the Urbn Leaf Acquisition and Loudpack Acquisition and safeguard the interests of all shareholders and preserve and enhance shareholder value; expectations regarding the evolution of the regulatory landscape for cannabis and cannabis derivative products; the competitive conditions of the cannabis industry and the competitive and business strategies of the Company following completion of the Loudpack Acquisition; expectations that increased scale and vertical integration should drive margin expansion; and, expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry generally and other events or conditions that may occur in the future. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on management's current beliefs, expectations or assumptions regarding the future of the business, future plans and strategies, operational results and other future conditions of the Company. Although the Company believes that the expectations, estimates, and projections reflected in such forward-looking statements are reasonable, such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance, or achievements to differ materially from those suggested by the forward-looking statements. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. On this basis, readers are cautioned not to place undue reliance on such forward-looking statements.

Factors which could cause actual results to differ materially from those indicated in forward-looking statements include, but are not limited to: the expectations and assumptions on which the Company's strategies are based; the impact of COVID-19 on the Company's strategies and operations; the unfavorable tax treatment of cannabis businesses and the disallowance of certain tax deductions to the Company; litigation risks; the consolidation and expansion of the Company's retail footprint within California or in other geographic locations; the scale and improvement of the Company's cannabis cultivation, production and/or manufacturing capabilities; expansion of the Company's wholesale and business-to-business sales of its cannabis products; launching of new branded products; the success in establishing the Company's position as one of California's premier vertically integrated cannabis companies; the Company's ability to manage the disruptions and volatility in the global capital markets due to COVID-19; and the Company's ability to meet its working capital needs and financial covenants, including the cost and potential impact of complying with existing and proposed laws and regulations; as well as those other risks and uncertainties referenced in this MD&A under the heading "Risk Factors".

The discussion of risk factors in this MD&A has been updated to include discussion of risks related to the continued spread of COVID-19. The nature and scope of COVID-19 and its impact are constantly evolving and it is difficult for management to identify all risks, or quantify those identified, or to assess their impact on particular financial measures and operating results at the current time. Nevertheless, the discussion under "Risk Factors" identifies areas of negative potential impact that may be caused by COVID-19.

Readers are cautioned that the lists of risks, uncertainties and other factors contained herein are not exhaustive. The forward-looking statements contained in this MD&A are made as of the date hereof and are presented for the purpose of assisting investors and others in understanding StateHouse's financial position and results of operations, as well as its objectives and strategic priorities, and may not be appropriate for other purposes. The Company undertakes no obligation to publicly update or revise any forward-looking statements or any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

This MD&A contains future-oriented financial information and financial outlook information (collectively, "FOFI") about the Company's prospective results of operations, production and production efficiency, commercialization, revenue and cash on hand, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraph. FOFI contained in this MD&A was approved by management as of the date of this MD&A and was provided for the purpose of providing further information about the Company's future business operations. The Company disclaims any intention or obligation to update or revise any FOFI contained in this MD&A, whether as a result of new information, future events or otherwise, unless required pursuant to applicable law. Readers are cautioned that the FOFI contained in this MD&A should not be used for purposes other than for which it is disclosed herein.

### **Use of Non-IFRS Financial Measures**

This MD&A contains references to "Adjusted EBITDA", "Adjusted EBITDA Margin", "Adjusted Gross Profit" and "Adjusted Gross Margin", which are non-IFRS financial measures. These non-IFRS financial measures are not recognized under IFRS and, accordingly, users are cautioned that these measures should not be construed as alternatives to net income determined in accordance with IFRS. The non-IFRS measures presented may not be comparable to similar measures presented by other issuers.

Adjusted EBITDA is a measure of the Company's overall financial performance and is used as an alternative to earnings or income in some circumstances. Adjusted EBITDA is essentially net income (loss) with interest, taxes, depreciation and amortization, non-cash adjustments and other unusual or non-recurring items added back. Adjusted EBITDA can be used to analyze and compare profitability among companies and industries, as it eliminates the effects of financing and capital expenditures. Adjusted EBITDA is often used in valuation ratios and can be compared to enterprise value and revenue. The term Adjusted EBITDA does not have any standardized meaning according to IFRS and therefore may not be comparable to similar measures presented by other companies.

Adjusted Gross Profit and Adjusted Gross Margin exclude the changes in fair value less costs to sell ("FVLCS") of the Company's biological assets. Management believes these measures provide useful information as they represent the gross profit based on the Company's cost to produce inventories sold while removing fair value measurements which are tied to changing inventory components and levels, as required by IFRS.

There are no comparable IFRS financial measures presented in the Q3 2022 Financial Statements. Reconciliations of the supplemental non-IFRS financial measures are presented in this MD&A. The Company provides the non-IFRS financial measures as supplemental information and in addition to the financial measures that are calculated and presented in accordance with IFRS. These supplemental non-IFRS financial measures are presented because management believes such measures provide information which is useful to shareholders and investors in understanding its performance and which may assist in the evaluation of the Company's business relative to that of its peers. However, such measures should not be considered superior to, as a substitute for or as an alternative to, and should only be considered in conjunction with, the most comparable IFRS financial measures.

### **Additional Information**

Additional information relating to StateHouse can be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com), or its website at <https://www.statehouseholdings.com/>.

### **Overview of the Company**

StateHouse, through its affiliated entities, is a fully licensed, vertically integrated omni-channel cannabis company, with its business consisting of three primary segments: (i) retail sales, including direct to consumer and delivery, (ii) cannabis processing, extraction and product manufacturing, including "white label" production of cannabis packaged goods for other cannabis companies, and (iii) wholesale sales, including the sale of bulk cannabis flower and trim into the wholesale market. The Company operates in and/or has ownership interests in California and Oregon, pursuant to state and local laws and regulations, and is focused on building and maintaining its position as one of California's premier vertically integrated cannabis companies.

The Company's high quality integrated seed-to-sale operations are focused on building winning brands which are supported by its omni-channel ecosystem. The Company owns a number of different cannabis brands, including: "Fuzzies", "Loudpack", "King Pen", "King Roll", "Dimebag", "Harborside", "Harborside Farms", "KEY", "Terpene Station", "Sublime", and "Urbn Leaf". In addition, the Company exclusively licenses the "Smokiez" brand in California. The operational footprint of the Company spans cultivation, extraction, manufacturing, branding, distribution, retail and delivery. The Company's integrated supply chain and omni-channel platform allows for greater product margins due to the creation of cannabis packaged goods using Company produced source materials from its cultivation and manufacturing operations, which are then sold into the wholesale market to other retail dispensaries, delivery services and distributors (collectively, "Retailers") throughout the state of California, as well as directly to the consumer through Company owned or controlled retail and delivery operations.

On March 31, 2022, the Company completed the mandatory conversion of all of its issued and outstanding multiple voting shares ("MVS") to subordinate voting shares ("SVS") (the "Mandatory Conversion"), resulting in each holder being entitled to 100 SVS for each MVS it held.

On July 25, 2022, the Company completed its name change from "Harborside Inc." to "StateHouse Holdings Inc." (the "Name Change") and completed the reclassification (the "Reclassification") of all of its issued and outstanding SVS to common shares ("Common Shares"). The Name Change was approved by shareholders of the Company at a special meeting held on February 22, 2022. The Reclassification was approved by shareholders of the Company at the annual and special meeting of shareholders held on June 23, 2022. Effective upon market open on July 25, 2022, the Common Shares began to trade on the Canadian Securities Exchange (the "CSE") under the new ticker symbol "STHZ" and on the OTCQX Best Market under the new ticker symbol "STHZF". As a result of the Reclassification, all SVS and MVS referenced throughout this MD&A that were issued prior to July 25, 2022 have been reclassified as Common Shares.

The Company's registered office is located at 40 King St. West, Suite 2100, Toronto, Ontario, M5H 3C2, Canada. The Company's head office is located at 1295 W Morena Blvd, San Diego California, 92110.

### **Retail Dispensaries**

The Company's retail dispensaries serve both adult-use and medical cannabis customers. The Company's retail presence was initially established in 2006, and today includes the following:

- Four owned and operated Harborside branded retail dispensaries located in Oakland, San Jose, San Leandro and Desert Hot Springs, California;
- Eight owned and operated Urbn Leaf branded retail dispensaries located in San Diego, San Ysidro, Grover Beach, Seaside, La Mesa, Grossmont, San Jose and Vista, California;

- One owned and operated dispensary located in Eugene, Oregon that operates under the Terpene Station brand;
- A 21% interest in FGW Haight, Inc. (“FGW”), a company which operates a Harborside branded retail dispensary in the Haight Ashbury area of San Francisco. FGW opened the retail dispensary under the Harborside brand in April 2022; and,
- Direct to consumer retail delivery services which cover the greater San Francisco Bay area of California (from its Harborside branded retail stores in Oakland and San Jose) and the Grover Beach and Bay Park areas (from its Urbn Leaf branded stores in each of these areas). The Company’s direct to consumer offerings include an integrated ecommerce platform offering in-store pickup, curbside pick-up, express delivery and scheduled delivery, allowing the Company to extend its reach beyond physical retail locations and expand interactions with customers.

### **Cultivation, Wholesale and Distribution**

The Company operates a cultivation and production facility in Salinas, California (the “Salinas Production Campus”), which covers an area of approximately 47 acres, of which approximately 11 acres are devoted to five light deprivation greenhouses containing approximately 200,000 total square feet (“sq. ft.”) of licensed cannabis cultivation. The cultivation operation includes approximately 155,000 sq. ft. of canopy space allocated to flowering plants and 45,000 sq. ft. of canopy allocated to nursery space. The greenhouses utilize advanced lighting, HVAC and fertigation controls, and one greenhouse additionally features Dutch Venlo technologies, providing approximately one acre of growing space in a facility that is equipped with solid glass roof paneling, a customizable automated LED lighting system, radiant heated floors, computerized environmental controls and automated fertigation systems. The Salinas Production Campus also includes approximately 20,000 sq. ft. of building space allocated to processing, product distribution, warehousing, storage and offices. The Company has completed certain upgrades to the Salinas Production Campus, including, among other things, the installation of blackout curtains, supplemental LED grow lights, and the incorporation of a state-of-the-art environmental control system. All cannabis flower grown at the Salinas Production Campus is cultivated using sustainable practices and the facility adheres to California’s rigorous horticulture and harvesting standards. The Salinas Production Campus also processes and distributes branded cannabis products in various consumer formats under the Harborside Farms and KEY brands. These products are sold at the Company’s Harborside branded retail dispensaries along with other Retailers throughout California.

Through the acquisition of 100% of the equity interests of Sublimation Inc. (“Sublime”) in July 2021 (the “Sublime Acquisition”), and 100% of the equity interests of LPF JV Corporation (“Loudpack”) in April 2022 (the “Loudpack Acquisition”), the Company has distribution hubs in San Jose, Greenfield and Los Angeles, California. The Company is leveraging the existing statewide Sublime and Loudpack product networks to expand its portfolio of branded products throughout California. On October 3, 2022, the Company announced it had entered into a strategic partnership (the “Partnership”) with Nabis, California’s largest distributor, under which the Company is outsourcing all of its wholesale cannabis distribution.

Through the Loudpack Acquisition, the Company owns and operates a cultivation and manufacturing facility in Greenfield, California (the “Greenfield Campus”). The Greenfield Campus includes approximately 30,000 sq. ft. of light deprivation greenhouse cultivation and approximately 55,000 sq. ft. of manufacturing and processing along with distribution, warehouse and office space. The Greenfield Campus is capable of manufacturing and processing all of the products the Company currently offers. Loudpack has permits to develop approximately 60,000 sq. ft. of additional cultivation, manufacturing, processing, distribution and dispensary space at the Greenfield Campus and owns undeveloped land within one mile of the Greenfield Campus where it is locally permitted to develop approximately 400,000 sq. ft. of cultivation, manufacturing, processing and distribution space. In addition, Loudpack has statewide wholesale distribution capabilities.

The Greenfield Campus is one of the largest cannabis manufacturing facilities in California, from which the Company produces and distributes multiple cannabis brands, including: (i) Loudpack branded cannabis, pre-roll products and concentrates, (ii) Smokiez branded edibles, (iii) King Roll cannabis and pre-roll products, (iv) Dimebag branded cannabis and pre-roll products, (v) King Pen branded vape products and cannabis batteries, (vi) Urbn Leaf branded cannabis, and (vii) Fuzzies branded infused pre-rolls and cannabis flower products. The Company expects to gain significant synergies and economies of scale from the Loudpack Acquisition.

As part of its integration efforts after the Loudpack Acquisition, the Company moved Sublime’s manufacturing operations from Oakland to the Greenfield Campus in May 2022. Thereafter, in June 2022, the Company sold the remaining property, plant and equipment in the Oakland facility along with the associated state and local cannabis manufacturing licenses required to operate a cannabis business at the facility for total cash consideration of \$200,000.

## Corporate Organization

The Q3 2022 Financial Statements have been prepared on a consolidated basis and incorporate the accounts of the Company and its subsidiaries, as follows:

Name	Jurisdiction	Purpose	Percentage Owned	Percentage Owned
			(%) September 30, 2022	(%) December 31, 2021
StateHouse Holdings Inc. (formerly Harborside Inc.)	Ontario, Canada	Parent	100	100
658 East San Ysidro Blvd LLC	California, U.S.	Real Estate Holding Company	100	-
680 Broadway Master, LLC	California, U.S.	Operating Company	100	-
909 West Vista Way LLC	California, U.S.	Real Estate Holding Company	100	-
Accucanna Holdings Inc.	California, U.S.	Holding Company	100	100
Accucanna LLC	California, U.S.	Operating Company	100	100
Accucanna RE, LLC	California, U.S.	Operating Company	100	100
Aurie Valley, Inc.	California, U.S.	Holding Company	100	-
Banana LLC	California, U.S.	Operating Company	75	-
Belling Distribution, Inc.	California, U.S.	Operating Company	100	-
Calgen Trading Inc.	California, U.S.	Operating Company	100	-
CDRS Investor LLC	California, U.S.	Holding Company	100	-
CDRS Owner LLC	Delaware, U.S.	Holding Company	100	-
Encinal Productions RE, LLC	California, U.S.	Operating Company	100	100
Evergreen LPFN, LLC	Delaware, U.S.	Holding Company	100	-
FFC1, LLC	California, U.S.	Holding Company	100	100
FGW Haight Inc.	California, U.S.	Operating Company	21	21
FLRish Farms Cultivation 2, LLC	California, U.S.	Operating Company	100	100
FLRish Farms Management & Security Services, LLC	California, U.S.	Management Company	100	100
FLRish, Inc.	California, U.S.	Management Company	100	100
FLRish IP, LLC	California, U.S.	Holding Company	100	100
FLRish Retail, LLC	California, U.S.	Holding Company	100	100
FLRish Retail Management & Security Services, LLC	California, U.S.	Management Company	100	100
Gilded Creek Partners Inc.	California, U.S.	Holding Company	100	-
Greenfield Organix, Inc.	California, U.S.	Operating Company	100	-
Greenfield Prop Owner, LLC	Delaware, U.S.	Real Estate Holding Company	100	-
Greenfield Prop Owner II, LLC	Delaware, U.S.	Real Estate Holding Company	100	-
Haight Acquisition Corporation	Delaware, U.S.	Holding Company	100	100
JLM Investment Group, LLC	California, U.S.	Holding Company	67	-
Lafayette Street Property Management LLC	California, U.S.	Operating Company	90	-
LGC Holdings USA, Inc.	Nevada, U.S.	Holding Company	100	100
LGC LOR DIS 1, LLC	Oregon, U.S.	Operating Company	100	100
LGC LOR DIS 2, LLC	Oregon, U.S.	Operating Company	100	100
Lineage GCL California, LLC	California, U.S.	Holding Company	100	100
Lineage GCL Oregon Corporation	Oregon, U.S.	Holding Company	100	100
LPF 4th Street, LLC	Delaware, U.S.	Holding Company	100	-
LPF Bellflower, LLC	Delaware, U.S.	Holding Company	100	-
LPF Consulting Group, LLC	California, U.S.	Holding Company	100	-
LPF Michigan LLC	Delaware, U.S.	Holding Company	100	-
LPF Ohio, LLC	Delaware, U.S.	Holding Company	100	-
LPF RE Manager, LLC	California, U.S.	Management Company	100	-
LP-KP IP Holdings, LLC	California, U.S.	Holding Company	100	-
Lunar Management, LLC	New York, U.S.	Holding Company	100	-
Oakland Machining Supply SLB LLC	California, U.S.	Holding Company	100	100
Ocean Ranch LPFN, LLC	Delaware, U.S.	Holding Company	100	-
Patients Mutual Assistance Collective Corporation	California, U.S.	Operating Company	100	100
Redhunt Corporation	California, U.S.	Holding Company	100	-
San Jose Wellness Solutions Corp.	California, U.S.	Operating Company	100	100

Name	Jurisdiction	Purpose	Percentage Owned	Percentage Owned
			(%)	(%)
			September 30, 2022	December 31, 2021
San Leandro Wellness Solutions Inc.	California, U.S.	Operating Company	100	100
SaVaCa, LLC	California, U.S.	Holding Company	100	100
Savature Inc.	California, U.S.	Operating Company	100	100
SBC Management LLC	California, U.S.	Management Company	100	-
Sublime Machining Inc.	California, U.S.	Operating Company	-	100
Sublimation Inc.	Delaware, U.S.	Holding Company	100	100
ULBP Inc.	California, U.S.	Operating Company	100	-
ULRB LLC	California, U.S.	Operating Company	80	-
UL Benicia LLC	California, U.S.	Operating Company	70	-
UL Chula Two LLC	California, U.S.	Operating Company	51	-
UL Holdings Inc.	California, U.S.	Holding Company	100	-
UL Kenamar LLC	California, U.S.	Operating Company	100	-
UL La Mesa LLC	California, U.S.	Operating Company	60	-
UL Management LLC	California, U.S.	Management Company	100	-
UL San Jose LLC	California, U.S.	Operating Company	100	-
UL Visalia LLC	California, U.S.	Operating Company	80	-
Unite Capital Corp.	Ontario, Canada	Holding Company	100	100
Uprooted, Inc.	California, U.S.	Operating Company	100	-
Uprooted LM LLC	California, U.S.	Operating Company	100	-

## Outlook and Growth Strategy<sup>1</sup>

As the regulated California market continues to develop, management sees potential growth in well-known retail platforms, as well as cannabis packaged goods that are trusted by consumers and focused on specific consumer demographics. The Company's portfolio of brands is positioned for growth in the area of cannabis packaged goods, including those which are expected to be sold at wholesale to other Retailers throughout California.

### Strategies

The business objectives that the Company intends to accomplish in the upcoming 12-month period are as follows:

- Achieve cost savings and optimize efficiencies resulting from recent acquisitions, including improving margins on branded products produced by the Company;
- Expand its vertical integration efforts and overall retail footprint throughout California by acquiring other California focused companies and branded products;
- Continue to increase the sell-through of its brands across owned retail stores and delivery footprint;
- Improve its cannabis cultivation efficiencies and yields;
- Continue to streamline and improve the efficiency of its manufacturing/processing operations;
- Expand the wholesale distribution of its branded products to other California Retailers;
- Shift more of its cultivation output from bulk cannabis products to branded cannabis products;
- Increase profitability of branded cannabis products, including non-flower cannabis products; and
- Create (or acquire) new California centric branded products.

Through a review of StateHouse's existing retail dispensaries, management is exploring the divestiture of non-core assets as part of the Company's continued efforts to focus on maximizing its presence and impact in the California market. The Company has been actively marketing certain rights and interests in its non-core assets, including cannabis licenses in non-core geographies within California and selected retail operations in Oregon and California. The Company anticipates that any potential divestitures would occur in 2023, however, no definitive timeline has been established. There can be no assurance any transactions might be pursued by the Company as a result of its intention to divest any non-core assets. The Company has accounted for any potential divestitures in accordance with IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations*. The Company does not intend to comment further with respect to the divestitures unless and until it determines that additional disclosure is appropriate in accordance with the requirements of applicable securities laws.

<sup>1</sup> This section contains forward-looking statements and is based on a number of risks and assumptions, including those described under "Assumptions and Expectations". See "Cautionary Note Regarding Forward-Looking Statements".

The Company was considering whether to relocate its dispensary in San Leandro as part of its plan to obtain a long-term lease in a location that will provide better visibility to customers while lowering operating costs. The Company has determined that it will stay in the current location and has subsequently entered into a long-term lease beginning November 1, 2022.

#### *Assumptions and expectations*

The Company's strategies are based on several primary market assumptions and expectations, including:

- Ongoing cannabis legalization efforts across the U.S. will contribute to the industry's growth momentum, and the state of California will continue to represent the single largest market in the United States;
- Legalized adult-use and medical cannabis consumption will continue to increase as branded and manufactured products become increasingly popular and cannabis use becomes more widely acceptable;
- The cultivation and sale of non-branded bulk cannabis is likely to become increasingly commoditized;
- Trusted brands and diversified manufactured products offering value propositions to a range of consumer demographics, will increase market share;
- California will provide an efficient base to service an interstate commerce market when available;
- Integration will create efficiencies for the Company, reduce costs and improve profits by improving business operations in today's regulatory environment; and,
- Lean, efficient, scalable, profitable operations will position the Company for additional investment and increases in shareholder value.

In management's view, due to a patchwork of differing laws and the inability to ship products across state lines, it has historically been inefficient to scale a cannabis business across multiple states. Given the geographic and economic size of the California cannabis market compared to the market in other U.S. states and the difficulty of operating in multiple states, the Company intends to consolidate and increase its market share in the state of California.

While the Company has invested significantly to scale its cultivation operations, management believes that unbranded wholesale cannabis flower prices are being negatively impacted by continued competition from the illicit market and commoditization as production capacity increases across California. As such, scale alone will not be sufficient to mitigate this risk and developing trusted branded products will be necessary to retain customer loyalty, grow market share, and protect operating margins as the wholesale price of unbranded flower decreases. For this reason, the Company will consider investment opportunities to enhance its branded product offerings.

In addition, the Company recognizes that consumer purchasing habits are gradually trending in favor of manufactured products over flower and expects this trend to continue as new product categories are created and existing manufactured products are improved. Given this trend for manufactured and branded products, the Company will prioritize development of manufactured products under its own brands, offered for sale through its own retail operations as well as through other Retailers in the state of California.

#### *Strategic acquisitions*

The Company continues to pursue growth opportunities to expand its presence in the California cannabis market. The Company intends to make announcements on potential acquisitions if any material definitive agreements are reached with interested parties.

#### *COVID-19*

The novel strain of coronavirus commonly referred to as "COVID-19" was identified in December 2019, and has since spread globally, including to every state in the United States. The outbreak of COVID-19 has severely impacted global economic activity and caused significant volatility and negative pressure in financial markets. The global impact of the outbreak has been rapidly evolving. Many countries including Canada and the United States, reacted by instituting quarantines, mandating business and school closures and restricting travel. As a result, COVID-19 is negatively impacting many industries directly or indirectly, including the regulated cannabis industry. The Company has taken responsible measures with respect to COVID-19 to maximize the safety of employees working at its facilities and continues to closely monitor the impacts of COVID-19, with a focus on the health and safety of both its employees and customers and business continuity. Because the state of California designated the cannabis industry as essential in its governing COVID policies, the industry avoided the significant adverse impact that cannabis businesses incurred in other states. However, given the



uncertainties associated with COVID-19, including those related to the distribution and acceptance of the vaccines and their effectiveness with respect to new variants of the virus, disruptions to the global and local economies due to related stay-at-home orders, quarantine policies and restrictions on travel, trade and business operations and a reduction in discretionary consumer spending, the Company is unable to estimate the future impact of COVID-19 on the business, financial conditions, results of operations, and/or cash flows.

## **Recent Developments**

### *Elimination of cultivation tax*

On July 1, 2022, the state of California eliminated the cultivation tax on cannabis flower and trim produced and sold with the passing of AB195, Committee on Budget, Cannabis. This change is expected to save the Company \$4 million to \$5 million per year based on total expected flower production.

### *Name Change and Share Reclassification*

On July 25, 2022, the Company completed its Name Change from “Harborside Inc.” to “StateHouse Holdings Inc.” and the Reclassification of all of its issued and outstanding SVS to Common Shares. Effective upon market open on July 25, 2022, the Common Shares began to trade on the CSE under the new ticker symbol “STHZ” and on the OTCQX Best Market under the new ticker symbol “STHZF”.

### *IRC §280E Partial Payment and Installment Agreement*

On July 28, 2022, the Company entered into a partial payment and installment agreement (the “IRS Agreement”) with the Internal Revenue Service (the “IRS”) related to the corporate returns for Patient Mutual Assistance Collective Corporation’s (“PMACC”) covering the fiscal years ended July 31, 2007 through July 31, 2012 and the year ended December 31, 2020. The Company is resolving the tax proceedings through the payment of approximately \$5,800,000 to be made through \$50,000 per month payments over an expected period of 116 months, beginning August 2022.

### *Management Departure*

Effective September 30, 2022, Ahmer Iqbal, Chief Operating Officer, left the Company.

## **Components of the Results of Operations**

### *Revenue*

The Company has the following revenue channels:

- **Retail operations:** The Company’s retail operations include both adult-use and medical cannabis sales. Direct to consumer sales include in store retail, curbside pick up and delivery. The Company currently operates 14 retail dispensaries and four delivery hubs. Approximately 53.4% and 56.3% of the Company’s revenue for the three and nine months ended September 30, 2022, respectively, was derived from Company owned and operated retail dispensaries.
- **Manufacturing operations:** The Company’s manufacturing operations include cannabis processing, extraction and product manufacturing, including “white label” production of cannabis packaged goods for other cannabis companies. Approximately 42.7% and 38.8% of the Company’s revenue for the three and nine months ended September 30, 2022, respectively, was derived from the Company’s manufacturing operations.

- Wholesale operations: The Company's wholesale operations include the sale of bulk cannabis flower and trim into the wholesale market. Approximately 3.9% and 5.0% of the Company's revenue for the three and nine months ended September 30, 2022, respectively, was derived from wholesale operations. With the completion of the Loudpack Acquisition, the Company has been using more flower produced at the Salinas Production Campus into its own branded products and white label manufactured products. The Company believes that a more fully integrated supply chain will result in higher product margins as the Company captures more of the price to consumer as well as lower input and production costs.

For the three and nine months ended September 30, 2022, revenue was comprised of the following:

<i>\$ in thousands</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Retail revenue, net	\$ 16,466	\$ 9,184	\$ 46,551	\$ 30,182
Manufacturing revenue, net	13,168	5,891	32,059	5,891
Wholesale revenue, net	1,213	2,371	4,102	9,168
Total net revenue	<u>\$ 30,847</u>	<u>\$ 17,446</u>	<u>\$ 82,712</u>	<u>\$ 45,241</u>

The Company does not experience significant seasonality in its revenue and other important financial performance metrics.

### *Gross Profit*

Gross profit is calculated as revenue less cost of goods sold ("COGS"). COGS includes the direct costs attributable to the cultivation, production, manufacturing and purchase of products sold. These costs include the direct cost of labor, seeds, growing material, raw materials and packaging, as well as other indirect costs such as utilities and supplies used in the growing process, post-harvest costs, indirect labor for individuals involved in the growing, quality control and inventory processes as well as certain costs related to its facilities. Additionally, certain other operating expenses, such as inventory management systems, uniforms, information technology and license renewal fees, are also allocated to COGS.

In addition to market fluctuations, cannabis costs are affected by various state regulations that limit the sourcing and procurement of cannabis products. Change in regulatory environments may create fluctuations in gross profit over comparative periods. Additionally, biological assets consist of plants in various stages of growth prior to harvest and are measured at FVLCS. Changes in assumptions used to measure biological assets at FVLCS may create fluctuations in gross profit over comparative periods.

### *Operating expenses*

Operating expenses primarily include general and administrative expenses (as described below), professional fees, M&A and transaction expenses, share-based compensation, allowance for expected credit losses, write-downs (recovery) of receivables and investments and advances, and depreciation and amortization.

For the three and nine months ended September 30, 2022 and 2021, operating expenses were comprised of the following:

<i>\$ in thousands</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
General and administrative	\$ 14,047	\$ 6,487	\$ 37,426	\$ 16,194
Professional fees	1,797	2,263	6,105	6,648
M&A and transactional expenses	337	1,178	8,698	3,231
Share-based compensation	913	328	3,941	511
Allowance for expected credit losses	1,318	265	1,208	342
Write-downs (recovery) of receivables and investments and advances	-	(116)	-	(116)
Depreciation and amortization	2,625	709	6,601	1,123
Total operating expenses	<u>\$ 21,037</u>	<u>\$ 11,114</u>	<u>\$ 63,979</u>	<u>\$ 27,933</u>

### *General and administrative expenses ("G&A")*

G&A expenses consist mainly of salary and benefits, taxes and licenses, sales and marketing, banking and processing fees, advertising and promotion, travel and entertainment and office and general expenses including technology, insurance, rent and facility expenses.

As a percentage of net revenues, Management expects G&A costs to decrease as the Company integrates recent acquisitions and the Company continues to grow. Management expects to continue to achieve synergies, increase operational efficiencies and improve gross margins as it absorbs and more fully integrates recent acquisitions.

For the three and nine months ended September 30, 2022 and 2021, G&A was comprised of the following:

<i>\$ in thousands</i>	<u>Three Months Ended September 30,</u>				<u>Nine Months Ended September 30,</u>			
	<u>2022</u>	<u>% of net revenue</u>	<u>2021</u>	<u>% of net revenue</u>	<u>2022</u>	<u>% of net revenue</u>	<u>2021</u>	<u>% of net revenue</u>
Advertising and promotion	\$ 313	1%	\$ 671	4%	\$ 921	1%	\$ 1,164	3%
Banking and processing fees	338	1%	296	2%	1,245	2%	830	2%
Other general administrative	36	0%	37	0%	114	0%	81	0%
Office and general expenses	4,439	14%	1,431	8%	12,103	15%	3,876	9%
Salaries and benefits	7,449	24%	3,155	18%	18,665	23%	9,033	20%
Sales and marketing	(139)	0%	594	3%	1,081	1%	594	1%
Taxes and licenses	1,457	5%	165	1%	2,699	3%	377	1%
Travel and entertainment	154	0%	138	1%	598	1%	239	1%
Total general and administrative expenses	<u>\$ 14,047</u>	46%	<u>\$ 6,487</u>	37%	<u>\$ 37,426</u>	45%	<u>\$ 16,194</u>	36%

#### *Other income (expense)*

Other income (expense) consists mainly of recurring expenses such as interest income (expense), other income (expense), gains (losses) on other current assets and derivative instruments, and foreign currency. Also included are expenses such as gains (losses) on extinguishment of debt, provisions, and loss on sale of business.

For the three and nine months ended September 30, 2022 and 2021, other income (expense), net consisted of the following:

<i>\$ in thousands</i>	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Interest income (expense), net	\$ (5,262)	\$ (722)	\$ (11,161)	\$ (2,541)
Other income (expense), net	(229)	928	(2,503)	297
Provisions	-	5,296	16,101	5,296
Loss on sale of business	(26)	-	(7,156)	-
Fair value gain in other current assets and derivative liabilities	444	3,514	1,718	10,501
Gain (loss) on debt extinguishment	-	-	(66)	128
Foreign exchange gain (loss)	(996)	(186)	(1,028)	161
Total other income (expense), net	<u>\$ (6,069)</u>	<u>\$ 8,830</u>	<u>\$ (4,095)</u>	<u>\$ 13,842</u>

#### *Income Taxes*

The Company is treated as a United States corporation for United States federal income tax purposes under §7874 of the U.S. Tax Code and is subject to the United States federal income tax on its worldwide income. However, for Canadian tax purposes, the Company is expected, regardless of any application of §7874 of the U.S. Tax Code, to be treated as a Canadian resident company (as defined in the Income Tax Act Canada) for Canadian income tax purposes. As a result, the Company will be subject to taxation both in Canada and the United States. Notwithstanding the foregoing, it is Management's expectation that the Company's activities will be conducted in such a manner that income from operations will not be subject to double taxation. As the Company operates in the cannabis industry, the Company is subject to the limits of IRC §280E, under which the Company is only allowed to deduct expenses directly related to the cost of production. This results in permanent differences between ordinary and necessary business expenses deemed non-allowable under IRC §280E and a substantially higher effective tax rate than most industries.

## Selected Financial Information

### Selected Quarterly Financial Results

The following table presenting the Company's quarterly results of operations should be read in conjunction with the Q3 2022 Financial Statements and related notes thereto. Operating results for any quarter are not necessarily indicative of results for any future quarters, or for a full year. Selected financial information for the eight most recently completed quarters as at September 30, 2022 are as follows:

<i>\$ in thousands, except share amounts</i>	2022			2021				2020
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	\$	\$	\$	\$	\$	\$	\$	\$
Net revenue	30,847	34,598	17,267	15,060	17,446	15,354	12,441	12,596
Cost of goods sold	19,782	19,861	11,758	10,227	9,014	8,354	6,614	6,311
Gross profit before FVLCS	11,065	14,737	5,509	4,833	8,432	7,000	5,827	6,285
Gross profit	9,468	16,121	6,476	2,261	6,783	8,709	4,589	6,724
Impairment loss	-	-	-	25,233	-	-	-	3,200
Expenses	21,037	28,904	14,038	11,400	11,114	9,020	7,799	8,961
Operating income (loss)	(11,569)	(12,783)	(7,562)	(34,374)	(4,331)	(309)	(3,211)	(5,440)
Other income (expense)	(6,069)	3,635	(1,661)	237	8,830	3,637	1,375	1,499
Income tax benefit (expense)	(2,823)	(4,352)	(1,338)	6,332	(1,821)	(1,658)	(1,075)	(1,457)
Non-controlling interests	(332)	(75)	(149)	(66)	(56)	(88)	-	-
Net income (loss) attributable to StateHouse Holdings Inc.	(20,129)	(13,425)	(10,412)	(27,739)	2,734	1,758	(2,911)	(5,398)
Net income (loss) per share - basic	(0.08)	(0.05)	(0.10)	(0.38)	0.03	0.03	(0.06)	(0.14)
Net income (loss) per share - diluted	(0.08)	(0.05)	(0.10)	(0.38)	0.03	0.03	(0.06)	(0.14)

### Financial Information for the Three and Nine Months Ended September 30, 2022

The following table sets forth selected unaudited condensed interim consolidated financial information for the periods indicated that are derived from, and should be read in conjunction with, the Q3 2022 Financial Statements and related notes included thereto.

The selected unaudited condensed interim consolidated financial information set out below may not be indicative of the Company's future performance:

<i>\$ in thousands</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net revenue	\$ 30,847	\$ 17,446	\$ 82,712	\$ 45,241
Cost of goods sold	19,782	9,014	51,400	23,983
Gross profit before biological asset adjustments	11,065	8,432	31,312	21,258
Gross margin	35.9%	48.3%	37.9%	47.0%
FVLCS of biological asset transformation	(3,885)	(754)	(5,092)	644
Realized fair value amounts included in inventory	2,288	(895)	5,845	(1,820)
Gross profit	9,468	6,783	32,065	20,082
Gross margin	30.7%	38.9%	38.8%	44.4%
Total expenses	21,037	11,114	63,979	27,933
Total other income (expense), net	(6,069)	8,830	(4,095)	13,842
Income tax expense	(2,823)	(1,821)	(8,514)	(4,555)
Non-controlling interests	(332)	(56)	(556)	(145)
Net income (loss) attributable to StateHouse Holdings Inc.	\$ (20,129)	\$ 2,734	\$ (43,967)	\$ 1,581

The Company has been focused on optimizing its operations, leveraging the assets acquired through acquisitions and realizing added synergies from expanding the size of its overall business and further vertically integrating its operations to achieve profitability. The results of operations for the three and nine months ended September 30, 2022 include the operations of Urbn Leaf (acquired March 1, 2022) and Loudpack (acquired April 4, 2022), as such, the results of operations are not necessarily comparable between those periods.

## *Revenue*

During the three months ended September 30, 2022, the Company generated total net revenue of \$30.8 million compared to \$17.4 million for the three months ended September 30, 2021. Retail, manufacturing and wholesale revenue for the three months ended September 30, 2022 totaled \$16.4 million, \$13.2 million, and \$1.2 million, respectively, compared to retail, manufacturing and wholesale revenue for the three months ended September 30, 2021 of \$9.2 million, \$5.9 million, and \$2.3 million, respectively. The improvement in retail revenue of \$7.2 million was primarily attributable to the Urbn Leaf branded retail dispensaries acquired as part of the Urbn Leaf Acquisition on March 1, 2022, along with the opening of the Harborside branded retail dispensary in the Haight Ashbury neighborhood of San Francisco and the opening of the Urbn Leaf branded retail dispensary in Grossmont in April 2022. Accordingly, the results are not necessarily comparable on a year over year basis.

The Company's manufacturing operations were acquired in July 2021 through the Sublime Acquisition and subsequently expanded in April 2022 through the Loudpack Acquisition. Accordingly, the results of operations are not necessarily comparable on a year over year basis. The Company's manufacturing operations produces multiple cannabis products which are distributed to more than 670 dispensaries across California, including the Company's owned retail locations.

Wholesale revenues decreased \$1.1 million for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. The Company's strategy has shifted to utilize a greater percentage of flower produced at the Salinas and Greenfield Campuses for the Company's branded products. The California market continues to experience compression in the price of flower as the market for unbranded flower continues to commoditize. For the three months ended September 30, 2022, approximately 52.0% of the flower produced at the Company's Salinas Campus was consumed internally for the Company's branded products, compared to approximately 20.5% for the three months ended September 30, 2021. The Company expects to realize significant additional gross profits by continuing to shift self-produced flower into its cannabis packaged goods manufacturing operations and owned retail stores.

During the nine months ended September 30, 2022, the Company generated total net revenues of \$82.7 million compared to \$45.2 million for the nine months ended September 30, 2021. Retail, manufacturing and wholesale revenue for the nine months ended September 30, 2022 totaled \$46.6 million, \$32.0 million and \$4.1 million, respectively, compared to retail, manufacturing and wholesale revenue for the nine months ended September 30, 2021 of \$30.1 million, \$5.9 million, and \$9.2 million, respectively.

Retail revenues year over year were supported by the acquired Urbn Leaf branded dispensaries, as well as the opening of the Haight Ashbury San Francisco Harborside branded retail dispensary and the Urbn Leaf branded retail dispensary in Grossmont. The Company is focused on adjusting its product mix across all retail locations to increase sales of the Company's branded products which is expected to generate higher gross margins compared to third party product offerings. The Company continues to experience a decrease in retail store foot traffic consistent with the overall California market as the state continues to experience softening of demand as the pandemic subsides, new retail stores open from additional licenses being granted, spending patterns shift, the continued and improving strength of the illicit market and the ongoing lack of enforcement from authorities against illegal grows and dispensaries. In addition, foot traffic has decreased as discretionary consumer spending is under pressure due to inflation.

Wholesale revenues decreased \$5.1 million year over year. The decrease was largely due to the Company using a greater percentage of flower produced at the Salinas Campus for the Company's in-house branded products, combined with lower average prices for bulk products in California. For the nine months ended September 30, 2022, approximately 44.2% of the Company's flower produced at the Salinas Campus was consumed internally for the Company's branded products. The Salinas Campus flower and trim yields for the nine months ended September 30, 2022 were approximately 21,817 lbs and 7,196 lbs, respectively, compared to flower and trim yields of approximately 11,037 lbs and 3,568 lbs, respectively, for the comparative period in 2021. Flower yields at the Salinas Campus have continued to increase as a result of operational changes and the perpetual harvest schedule made throughout 2021 and into 2022.

### *COGS and Gross profit*

During the three months ended September 30, 2022, COGS for the retail, manufacturing and wholesale operations totaled \$6.9 million, \$10.6 million and \$2.2 million, respectively, compared to COGS for the retail, manufacturing and wholesale operations of \$3.8 million, \$3.8 million and \$1.4 million, respectively, for the three months ended September 30, 2021. Consolidated gross profit before biological asset adjustments for the three months ended September 30, 2022 and 2021 were \$11.1 million and \$8.4 million, respectively, for a gross margin of 35.9% and 48.3%, respectively. Quarter over quarter combined gross margins decreased primarily due to wholesale operations as a result of lower prices for bulk goods and an increase in expenses for cultivation labor and utilities compared to the same period in the prior year, the effects of which were partially offset by margin gains from improved retail pricing and product mix. The Company's wholesale operations were acquired in July 2021 through the acquisition of Sublime and expanded in April 2022 through the acquisition of Loudpack. Cultivation labor and utility expense increases were a result of: (i) a perpetual harvest cycle that was implemented during the third quarter of 2021, which has resulted in improved yields; and (ii) significant rate increases in electric and gas utilities combined with higher usage for heating and supplemental lighting in the greenhouses. The Company expects to partially offset the impact of recent utility rate increases through the installation of solar panels and microgrid equipment in fiscal 2023 (see below).

During the three months ended September 30, 2022, the Company recorded a decrease in FVLCS of biological asset transformation of \$3.8 million, and a realized fair value gain on amounts included in inventories sold of \$2.3 million, for an overall gross profit of \$9.5 million and gross margin of 30.7%. During the three months ended September 30, 2021, the Company recorded a decrease in FVLCS of biological asset transformation of \$0.8 million, and a realized fair value loss of (\$0.9) million, for an overall gross profit of \$6.8 million and gross margin of 38.9%.

During the nine months ended September 30, 2022, COGS for retail, manufacturing and wholesale operations totaled \$19.9 million, \$22.5 million and \$9.0 million, respectively, compared to COGS for retail, manufacturing and wholesale operations of \$13.1 million, \$7.1 million and \$3.8 million, respectively, for the nine months ended September 30, 2021. Gross profit before biological asset adjustments for the nine months ended September 30, 2022 and 2021 was \$31.3 million and \$21.3 million, respectively, for a gross margin of 37.9% and 47.0%, respectively. Year over year combined gross margins decreased primarily due to the wholesale operations as a result of lower prices for bulk goods and an increase in expenses for cultivation labor and utilities compared to the same period in the prior year, the effects of which were partially offset by margin gains from improved retail pricing and product mix. Cultivation labor and utility expense increases were a result of: (i) a perpetual harvest cycle that was implemented during the third quarter of 2021, which has resulted in improved yields; and (ii) rate increases in electric and gas utilities combined with higher usage for heating and supplemental lighting in the Company's greenhouses.

The Company plans to install an onsite renewable energy microgrid that is expected to include 3.4 MW of single axis tracker solar panels and 4.5 MWh of battery storage, tied to advanced system and load management controls at the Company's Salinas Production Campus. The renewable energy microgrid is expected to begin producing power in 2023 and will help mitigate the increasing cost of grid supplied energy as well as help to avoid the additional state regulations which would otherwise require the Company to purchase carbon offset credits beginning January 1, 2023.

During the nine months ended September 30, 2022, the Company recorded a decrease in FVLCS of biological asset transformation of \$5.1 million, and a realized fair value gain on amounts included in inventories sold of \$5.8 million, for an overall gross profit of \$32.1 million and gross margin of 38.8%. During the nine months ended September 30, 2021, the Company recorded an increase in FVLCS of biological asset transformation of \$0.6 million, and a realized fair value loss on amounts included in inventories sold of (\$1.8) million, for an overall gross profit of \$20.1 million and gross margin of 44.4%.

### *Total operating expenses*

During the three months ended September 30, 2022 and 2021, the Company incurred total operating expenses of \$21.0 million and \$11.1 million, respectively. The increase in total operating expenses was primarily related to the following items:

- An increase in general and administrative expenses of \$7.5 million, to \$14.0 million compared to \$6.5 million in the three months ended September 30, 2021. The results of operations for the three months ended September 30, 2022 include the operations of Sublime (acquired July 1, 2021), Accucanna (acquired September 2, 2021), Urbn Leaf (acquired March 1, 2022) and Loudpack (acquired April 4, 2022), as such, the results of operations are not necessarily comparable between these periods. The increase in general and administrative expenses was primarily attributable to (i) a \$3.0 million increase in office and general expenses related primarily to higher corporate insurance premiums for the combined companies and general security and facility expenses for retail dispensaries and the manufacturing facilities; (ii) \$4.3 million increase in salaries and benefits from the additional headcount assumed as part of the Urbn Leaf Acquisition and the Loudpack Acquisition, net of restructuring efficiencies; and (iii) \$1.3 million increase in taxes and licenses from the additional state and local taxes as well as property taxes for the acquired locations.
- An increase in depreciation and amortization of \$1.9 million, to \$2.6 million compared to \$0.7 million in the three months ended September 30, 2021. The increase was primarily due to the additional property, plant and equipment acquired through the Urbn Leaf Acquisition and the Loudpack Acquisition, as well as the opening of the Haight Ashbury San Francisco and Grossmont dispensaries in April 2022.
- An increase in share-based compensation of \$0.6 million, to \$0.9 million compared to \$0.3 million in the three months ended September 30, 2021. The increase resulted from expense recognized on a higher amount of unvested grants outstanding from grants of options and RSUs occurring during the nine months ended September 30, 2022 for certain members of management, employees, the Board and consultants.
- The increases were offset by a decrease in professional fees of \$0.5 million, to \$1.8 million compared to \$2.3 million for the three months ended September 30, 2021 and a decrease of \$0.8 million in M&A transaction expenses in the three months ended September 30, 2022.

During the nine months ended September 30, 2022 and 2021, the Company incurred total operating expenses of \$64.0 million and \$27.9 million, respectively. The increase in total operating expenses was primarily related to the following items:

- An increase in general and administrative expenses of \$21.2 million, to \$37.4 million compared to \$16.2 million for the nine months ended September 30, 2021. The results of operations for the nine months ended September 30, 2022 include the operations of Sublime (acquired July 1, 2021), Accucanna (acquired September 2, 2021), Urbn Leaf (acquired March 1, 2022) and Loudpack (acquired April 4, 2022), as such, the results of operations are not necessarily comparable between these periods. The increase in general and administrative expenses was primarily attributable to (i) a \$8.2 million increase in office and general expenses related primarily to higher corporate insurance premiums for the combined companies and general security and facility expenses for retail dispensaries and manufacturing facilities; (ii) \$9.6 million increase in salaries and benefits from the additional headcount assumed as part of the Urbn Leaf Acquisition and the Loudpack Acquisition, net of restructuring efficiencies; (iii) \$2.3 million increase in taxes and licenses from the additional state and local taxes as well as property taxes for the acquired locations, (iv) \$0.5 million increase in sales and marketing related to supporting wholesale sales of branded goods; (v) \$0.4 million increase in banking and processing fees related to the amortization of warrants associated with the Company's \$12 million senior secured revolving credit facility (the "Facility") as such was terminated; and (vi) \$0.4 million increase in travel and entertainment from additional travel related to integration of the Urbn Leaf Acquisition and the Loudpack Acquisition.
- An increase in depreciation and amortization of \$5.5 million, to \$6.6 million compared to \$1.1 million in the nine months ended September 30, 2021. The increase resulted primarily from the additional property, plant and equipment acquired through the Urbn Leaf Acquisition and Loudpack Acquisition, as well as the opening of the Haight Ashbury San Francisco dispensary and Grossmont Dispensary in April 2022.
- An increase of \$5.5 million in M&A and transactional expenses related to the Urbn Leaf Acquisition and the Loudpack Acquisition, to \$8.7 million compared to \$3.2 million in the nine months ended September 30, 2021.

- An increase in share-based compensation of \$3.4 million, to \$3.9 million compared to \$0.5 million in the nine months ended September 30, 2022. The Company granted certain members of management, employees, the Board and consultants options and RSU's during the nine months ended September 30, 2022.
- The increases were offset by a decrease in professional fees of \$0.5 million, to \$6.1 million compared to \$6.6 million in the nine months ended September 30, 2021.

*Total other income (expense)*

For the three months ended September 30, 2022, other expense was \$6.1 million, comprised primarily of interest expense of \$5.2 million and a foreign exchange loss of \$1.0 million. Other expense was offset by a \$0.4 million gain recognized on changes in fair value in other current assets and derivative liabilities related to the fair value of the conversion option on the FGW Note and the Company's derivative liabilities.

For the nine months ended September 30, 2022, other expense was \$4.1 million comprised primarily of a \$16.1 million gain from the decrease in the provision for the uncertain tax position under IRC §280E for PMACC and a \$1.7 million fair value gain in other current assets and derivative liabilities related to the fair value of the conversion option on the FGW Note, the Company's investments related to the 15% Senior Secured Convertible Debentures of Loudpack and the Company's derivative liabilities. Other income was offset by a \$7.2 million loss on the sale of Sublime Machining and interest expense of \$11.2 million related to interest accrued on the provisions, term loan and debt assumed as part of the Urbn Leaf Acquisition and the Loudpack Acquisition.

*Operating income (loss)*

As the Company continues to scale and integrate its business, it is incurring operating losses. The Company's loss from operations for the three and nine months ended September 30, 2022 totaled \$11.6 million and \$31.9 million, respectively. The Company is focused on optimizing its operations, leveraging the assets it acquired and realizing added synergies from expanding the size of its overall business and further vertically integrating its operations. In addition, the Company continues to identify and launch additional integration and growth efforts which are expected to further improve profitability.

*Provision for income taxes*

During the three months ended September 30, 2022 and 2021, the Company recorded a provision for income taxes of \$2.8 million and \$1.8 million, respectively.

During the nine months ended September 30, 2022 and 2021, the Company recorded a provision for income taxes of \$8.5 million and \$4.5 million, respectively.

The increases were a result of the Company's higher gross profits and reflect the expected burden of the permanent tax differences imposed on the Company by IRC §280E.

*Net income (loss) attributable to StateHouse Holdings Inc. ("net income" or "net loss")*

Overall, the net loss for the three and nine months ended September 30, 2022 was \$20.1 million (net loss of \$0.08 per share) and \$43.9 million (net loss of \$0.22 per share), respectively, compared to a net income of \$2.7 million (net income of \$0.03 per share) and \$1.6 million (net income of \$0.03 per share), respectively, in the comparative periods.



## Reconciliation of Non-IFRS Measures

The following information provides reconciliations of the supplemental non-IFRS financial measures, compared to the most directly comparable financial measures calculated and presented in accordance with IFRS. The Company has provided the non-IFRS financial measures, which are not calculated or presented in accordance with IFRS, as supplemental information.

These supplemental non-IFRS financial measures are presented because management has evaluated the financial results of the Company, both including and excluding adjusted items, and believes that the supplemental non-IFRS financial measures presented provide additional perspective and insight when analyzing operating performance. These supplemental non-IFRS measures should not be considered superior to, a substitute for, or as an alternative to and should be read in conjunction with the IFRS financial measures presented.

### *Adjusted Gross Profit & Adjusted Gross Margin*

Adjusted Gross Profit and Adjusted Gross Margin exclude the fair value adjustments of biological assets.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Net Revenue</b>	<b>30,847,158</b>	<b>17,445,607</b>	<b>82,712,364</b>	<b>45,240,649</b>
<b>Gross Profit</b>	<b>9,467,731</b>	<b>6,782,259</b>	<b>32,064,666</b>	<b>20,081,598</b>
Adjusted for:				
Net effect of change in fair value less cost to sell of biological asset transformation	<b>1,597,101</b>	<b>1,648,440</b>	<b>(753,703)</b>	<b>1,176,052</b>
<b>Adjusted Gross Profit</b>	<b>11,064,832</b>	<b>8,430,699</b>	<b>31,310,963</b>	<b>21,257,650</b>
<b>Adjusted Gross Margin</b>	<b>35.9%</b>	<b>48.3%</b>	<b>37.9%</b>	<b>47.0%</b>

After adjusting for the net effect of the change in fair value less cost to sell of biological asset transformation, the Adjusted Gross Profit for the three and nine months ended September 30, 2022 was \$11.1 million and \$31.3 million, respectively. The Adjusted Gross Margin for the three and nine months ended September 30, 2022 was 35.9% and 37.9%, respectively. After adjusting for the net effect of the change in fair value less cost to sell of biological asset transformation, the Adjusted Gross Profit for the three and nine months ended September 30, 2021 was \$8.4 million and \$21.3 million, respectively. The Adjusted Gross Margin for the three and nine months ended September 30, 2021 was 48.3% and 47.0%, respectively.

### *Adjusted EBITDA & Adjusted EBITDA Margin*

“Adjusted EBITDA” is a metric used by management which is net income (loss) adjusted for interest, provisions for income taxes, other non-cash items including depreciation and amortization, share-based compensation, the non-cash effects of accounting changes in biological assets, derivative liabilities, and other extraordinary and non-recurring items. “Adjusted EBITDA Margin” is Adjusted EBITDA as a percentage of reported net revenue.

As reflected in the following table, after adjusting for depreciation and amortization, interest, provisions for income taxes, other non-cash and extraordinary non-recurring items, share-based compensation, the non-cash effects of accounting changes in biological asset adjustments and derivative liabilities, the Adjusted EBITDA for the three and nine months ended September 30, 2022 was (\$5.5) million and (\$13.8) million, respectively. During the three and nine months ended September 30, 2022, the Adjusted EBITDA Margin was (17.7%) and (16.7%), respectively. The Adjusted EBITDA for the three and nine months ended September 30, 2021 was \$2.8 million and \$1.9 million, respectively. During the three and nine months ended September 30, 2021, the Adjusted EBITDA Margin was 16.4% and 4.4%, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,					
	2022	2021	2022	2021				
<b>Net income (loss) attributable to StateHouse Holdings Inc.</b>	\$	(20,128,975)	\$	2,733,602	\$	(43,966,736)	\$	1,580,808
Adjusted for:								
Biological assets adjustments		1,597,101		1,648,440		(753,703)		1,176,052
Share-based compensation		913,357		327,623		3,940,800		510,772
Depreciation and amortization		2,624,890		709,419		6,600,856		1,123,085
Depreciation included in COGS		534,125		546,586		1,541,575		1,574,202
Interest expense		5,262,056		722,290		11,161,416		2,540,981
Fair value change in other assets and derivative liabilities		(443,711)		(3,513,557)		(1,718,744)		(10,500,674)
Foreign exchange loss		996,295		185,616		1,028,024		(160,921)
Provision		-		(5,295,602)		(16,101,549)		(5,295,602)
Loss on sale of business		26,198		-		7,156,287		-
Non-recurring expenses		-		2,980,875		75,000		4,865,181
Non-recurring expenses - M&A and transactional expenses		336,975		-		8,698,208		-
Income tax benefit (expense)		2,823,478		1,821,395		8,513,663		4,555,094
<b>Adjusted EBITDA</b>	\$	(5,458,211)	\$	2,866,687	\$	(13,824,903)	\$	1,968,978
<b>Adjusted EBITDA Margin</b>		-17.7%		16.4%		-16.7%		4.4%

### Summary of Significant Accounting Policies

See Note 2, *Summary of Significant Accounting Policies*, in the Q3 2022 Financial Statements for the Company's disclosures on significant accounting policies. The significant accounting policies applied in the preparation of the Q3 2022 Financial Statements have been applied consistently to all periods presented in the Company's Q3 2022 Financial Statements.

The Company implemented new accounting policies related to balances due from other entities, revenue recognition for loyalty rewards programs for acquired operations and assets held for sale, as described in Note 2 to the Q3 2022 Financial Statements. The Company also reclassified its excise, cultivation and property tax liability from accounts payable and accrued liabilities and reclassified its prepaid expenses and other current assets together.

### Adoption of New Accounting Policies

The Company adopted the following standard effective January 1, 2022. These changes were made in accordance with the applicable transitional provisions.

#### *IAS 41 Agriculture*

As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued an amendment to IAS 41. The amendment removes the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring fair value of a biological assets using a present value technique. This will ensure consistency with the requirements in IFRS 13. The amendment is effective for annual periods beginning on or after January 1, 2022.

### New, Amended, and Future Pronouncements

The Company has implemented all applicable IFRS standards recently issued by the IASB. Pronouncements that are either not applicable or, where it has been determined they do not have a significant impact to the Company, have been excluded herein.

The Company is currently assessing the impact that adopting new standards or amendments will have on its consolidated financial statements. No material impact is expected upon the adoption of the following new standards which have been issued but are not yet effective:

#### *Amendments to IAS 1 - Classification of Liabilities as Current or Non-current*

The amendment clarifies the requirements relating to determining if a liability should be presented as current or non-current in the statement of financial position. Under the new requirement, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2023 (extended from January 1, 2022), with earlier application permitted.

### *IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments (Amendments)*

In February 2021, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, and IFRS Practice Statement 2, *Making Materiality Judgments*. The amendments help entities provide accounting policy disclosures that are more useful to primary users of financial statements by:

- Replacing the requirement to disclose “significant” accounting policies under IAS 1 with a requirement to disclose “material” accounting policies. Under IAS 1, an accounting policy would be material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that primary users of general-purpose financial statements make on the basis of those financial statements.
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments shall be applied prospectively. The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

### *IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment)*

In February 2021, the IASB issued amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments introduce a new definition of ‘accounting estimates’ to replace the definition of ‘change in accounting estimates’ and also include clarifications intended to help entities distinguish changes in accounting policies from changes in accounting estimates. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

### *IAS 12 Income Taxes (Amendment)*

In May 2021, the IASB issued amendments to the recognition exemptions under IAS 12, *Income Taxes*. The amendments narrowed the scope of the recognition exemption to require an entity to recognize deferred tax on initial recognition of particular transactions, to the extent the transaction gives rise to equal amounts of deferred tax assets and liabilities. These amendments apply to transactions for which an entity recognizes both an asset and liability, for example leases and decommissioning liabilities. The amendments are effective for annual periods beginning on or after January 1, 2023 with earlier application permitted.

## **Critical Accounting Estimates and Judgments**

The preparation of the Company’s unaudited condensed interim consolidated financial statements in conformity with IFRS, requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised in any future periods affected. Significant judgments, estimates, and assumptions that have the most significant effect on the amounts recognized in the unaudited condensed interim consolidated financial statements are described below.

### *Business combination*

In a business acquisition, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the acquisition date at their respective fair values. The date on which the acquirer obtains control of the acquiree is generally the date on which the acquirer legally transfers the consideration, acquires the assets and assumes the liabilities of the acquiree. However, the acquirer might obtain control on a date that is either earlier or later than the closing date. Management exercises judgment in considering all pertinent facts and circumstances in identifying the acquisition date.

The Company examines three elements to determine whether control exists. When all of these three elements of control are present, then an investor is considered to control an investee and consolidation is required. When one or more of the elements is not present, an investor will not consolidate but instead be required to determine the nature of its relationship with the investee. The Company exercises its judgment when determining control over an investee, when it has all of the following attributes: power over the investee, such as the ability to direct relevant activities of the investee; exposure, or rights, to variable returns from its involvement with the investee, such as returns that are not fixed and have the potential to vary with performance of the investee; and the ability to use its power over the investee to affect the amount of the investor's returns, such as identifying the link between power and returns.

Classification of an acquisition as a business combination or an asset acquisition depends on whether the assets acquired constitute a business, which can be a complex judgment. Whether an acquisition is classified as a business combination, or an asset acquisition can have a significant impact on the entries made at and after acquisition. In determining the fair value of all identifiable assets, liabilities and contingent liabilities acquired, the most significant estimates relate to contingent consideration and intangible assets. Contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination.

Management exercises judgment in estimating the probability and timing of when contingent securities are expected to be issued which is used as the basis for estimating fair value. For any intangible asset identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert or management may develop the fair value, using appropriate valuation techniques which are generally based on a forecast of the total expected future net cash flows. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied. Purchase consideration also includes consideration of any pre-existing relationships that are effectively settled as a result of the acquisition at their fair values.

#### *Fair value of biological assets and inventories*

Determination of the fair value of biological assets and inventories requires management to make assumptions about how market participants assign fair values to these assets. These assumptions primarily relate to the level of effort required to bring cannabis up to the point of harvest, costs to convert the harvested cannabis to finished goods, sales price, risk of loss, expected future yields from the cannabis plants and estimating values during the growth cycle.

The valuation of biological assets at the point of harvest is the cost basis for all cannabis-based inventories and thus any critical estimates and judgments related to the valuation of biological assets are also applicable for inventories.

Significant assumptions used in determining the fair value of biological assets include:

- estimating the stage of growth of cannabis up to the point of harvest;
- pre-harvest and post-harvest costs;
- expected selling prices;
- expected yields for cannabis plants to be harvested, by strain of plant; and
- wastage of plants at various stages.

The valuation of work in process and finished goods also requires the estimate of conversion costs incurred, which become part of the carrying amount for inventories. The Company must also determine if the cost of any inventories exceeds its net realizable value ("NRV"), such as instances where prices have decreased, or inventories have spoiled or otherwise been damaged. The Company estimates the NRV of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by market driven changes that may reduce future selling prices. A change to these assumptions could impact the Company's inventory valuation and impact gross profit.

#### *Provision for expected credit losses ("ECL")*

Determining a provision for ECLs for accounts receivable held at amortized cost requires management to make assumptions about the historical patterns for the probability of default, timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

### *Estimated useful lives of depreciation and amortization of property, plant and equipment and intangible assets*

Depreciation and amortization of property, plant and equipment is dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts which take into account factors such as economic conditions, market conditions and the useful lives of assets.

Amortization of intangible assets is dependent upon estimates of useful lives and residual values which are determined through the exercise of judgment. Intangible assets that have indefinite useful lives are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as general and industry specific economic and market conditions.

### *Impairment of long-lived assets*

Long-lived assets, including property, plant and equipment and intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit (“CGU”) is the higher of its fair value less costs to sell or its value in use. If the carrying amount of an asset or a CGU exceeds its recoverable amount, an impairment charge is recognized immediately as a loss for the amount by which the carrying amount of the asset exceeds the recoverable amount.

### *Goodwill impairment*

When determining the recoverable amount of the CGU or CGUs to which goodwill is allocated, the Company relies on a number of different factors, including historical results, business plans, forecasts and market data. Changes in these judgments and estimates can significantly affect the estimated recoverable amount.

### *Incremental borrowing rate for leases under IFRS 16*

*IFRS 16, Leases*, requires lessees to discount lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate. As information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is generally not available, the Company uses its incremental borrowing rate when initially recording real estate leases. The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, in a similar economic environment over a similar term.

### *Leases*

Each capitalized lease is evaluated to determine if the Company would exercise any renewal options offered. Several material factors are considered in determining if the renewal option would be exercised, such as length of the renewal, renewal rate, and ability to change locations.

### *Share-based payment arrangements*

The Company measures the cost of equity settled grants with officers and directors by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair values of share-based payment grants requires determining the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate. Similar calculations are made to value warrants. Such judgments and assumptions are inherently uncertain and changes in these assumptions will affect the fair value estimates.

### *Compound financial instruments*

The convertible notes payable and warrants denominated and exercisable in a foreign currency, are accounted for as derivative liabilities as their fair value is affected by changes in the fair value of the Company's Common Shares and in response to the changes in foreign exchange rates. The estimates, assumptions and judgments made in relation to the fair value of derivative liabilities are subject to measurement uncertainty. The convertible notes payable and warrants denominated and exercisable in a currency other than the Company's functional currency, are required to be measured at fair value at each reporting period.

The valuation techniques used to determine fair value require inputs that involve assumptions and judgments such as estimating the future volatility of the Company's stock price, expected dividend yield, and expected life. Such judgments and assumptions are inherently uncertain.

### *Income taxes*

Income taxes and tax exposures recognized in the unaudited condensed interim consolidated financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. The Company recognizes a liability when, based on its estimates, it anticipates a future income tax payment. The difference between an expected amount and the final tax outcome has an impact on current and deferred taxes in the period when the Company becomes aware of a difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take into account certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate that sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

### *IRC §280E Provisions*

The Company recognizes provisions if there is a present obligation (legal or constructive) that has arisen as the result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The Company's provision as at September 30, 2022 and December 31, 2021 relates to uncertain tax positions under IRC §280E for PMACC and San Jose Wellness Solutions Corp. ("SJW"). Many of the central issues relating to the interpretations of IRC §280E remain unsettled, and there are critical accounting issues regarding the allocation of expenses to the cost of goods sold (thus avoiding disallowance as deductions under IRC §280E). The Company evaluated these uncertain tax treatments, using a probability weighted approach to assess the range of possible outcomes as required in its adoption of IFRIC 23 and, although the Company strongly disagrees with the positions taken by the IRS and the findings of the U.S. Tax Court, it has determined that a reserve for uncertain tax position should be recorded for all years which are subject to statutory review and which do not have negotiated payment arrangements in place with the IRS. On July 28, 2022, the Company entered into the IRS Agreement. The amount recognized as a provision reflects the obligations due under the partial payment and installment agreement and management's best estimate of the consideration required to settle the remaining uncertain tax positions at the reporting date, considering the risks and uncertainties surrounding the obligation.

### *Going concern*

At the end of each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends and are consistent with those used to evaluate impairment of goodwill and intangible assets as at September 30, 2022.

On September 30, 2022, the Company entered into a non-binding term sheet with Pelorus Equity Group to upsize its existing Term Loan by \$12,000,000 (the “Upsized Term Loan”). Assuming the financing closes, the proceeds will be used primarily to refinance the Senior Secured Debt and pay down other obligations included within accounts payable and accrued liabilities. With this additional capital, management believes there is sufficient capital to meet the Company’s business obligations for at least the next twelve months, after taking into account expected cash flows and the Company’s cash position at period end.

As indicated in Note 20 of the Q3 2022 Financial Statements, the Company has recognized a provision for particular uncertain tax positions which are related to PMACC and SJW. PMACC has entered into a partial payment and installment agreement for a portion of its uncertain tax position and is resolving its uncertain tax position through monthly installment payments beginning August 1, 2022. The Company has adjusted its provision to reflect the gain recognized for the reduction of the provision and the long-term nature of the majority of the remaining expected obligation.

Outside of the partial payment and installment agreement for PMACC, the timing of additional payments arising from these or any future uncertain tax positions is expected to exceed twelve months from the date the Q3 2022 Financial Statements were authorized to be issued. The Company believes it will have funds in the future to satisfy any such required cash outflows from its operations and other sources of financing. However, it is possible that the Company will need to obtain additional capital to meet these uncertain cash flow requirements and there is no assurance that such capital will be available or available on favorable terms. The final amount to be paid for all uncertain tax positions is uncertain.

Management continues to monitor the Company’s operational performance, progress of the tax litigation and appeals process, and its ability to raise funds.

## Working Capital and Liquidity Outlook<sup>2</sup>

### Overview

The Company's primary need for liquidity is to fund the working capital requirements of its business, capital expenditures, debt service and for general corporate purposes. The Company's primary source of liquidity is funds generated by operating activities. The Company also relies on private and/or public financing as a source of liquidity for working capital needs and general corporate purposes. The Company's ability to fund operations, to make planned capital expenditures, to make scheduled debt payments and to repay or refinance indebtedness depends on its future operating performance and cash flows, which are subject to prevailing economic conditions and financial, business and other factors, some of which are beyond management's control.

As at September 30, 2022, the Company had total current assets of approximately \$45.9 million, including cash and restricted cash of approximately \$9.4 million, to settle current liabilities of approximately \$134.0 million, for a net working capital deficiency of approximately \$88.1 million. As at December 31, 2021, the Company had current assets of approximately \$27.1 million, including cash and restricted cash of approximately \$9.1 million, to settle current liabilities of approximately \$70.6 million, for a net working capital deficiency of approximately \$43.5 million.

The amount of current liabilities as at September 30, 2022 and December 31, 2021, of approximately \$134.0 million and \$70.6 million, respectively, includes the provision for an uncertain tax position related to IRC §280E, and the estimated federal income taxes payable as at period-end. Although the provision is shown in current liabilities, only \$0.6 million is expected to be paid within the next twelve months in accordance with the IRS Agreement entered into by the Company on July 28, 2022. The remaining balance in the provision relates to uncertain tax positions in which the Company does not currently expect any material payments resulting from its IRC §280E provision to be made within 12 months of the issuance date of the Q3 2022 Financial Statements. See "Provisions" for additional information.

Management believes there is sufficient capital available to meet short-term business obligations, after taking into account the cash flow requirements from operations, the expected timing of possible payments associated with its provision related to IRC §280E, the expected sale of non-core assets, the expected timing of the Upsized Term Loan, the expected relief of penalties on the cultivation and excise tax liability, access to capital and the Company's cash position at period-end.

### Selected Cash Flow Information for the Three and Nine Months Ended September 30, 2022 and 2021

<i>\$ in thousands</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net cash (used in) provided by:				
Net Loss	\$ (20,461)	\$ 2,677	\$ (44,523)	\$ 1,436
Adjustments for items not involving cash	9,978	(619)	28,681	(6,867)
Changes in non-cash working capital items	(262)	(6,795)	(17,046)	(5,581)
Operating activities	(10,745)	(4,737)	(32,888)	(11,012)
Financing activities	(1,358)	(1,014)	30,370	28,116
Investing activities	(59)	(6,472)	3,952	(13,484)
Net increase in cash and restricted cash	(12,329)	(12,223)	1,267	3,620
Effect of foreign exchange on cash and restricted cash	(1,045)	(441)	(928)	193
Cash and restricted cash, beginning of period	22,804	26,936	9,091	10,459
Cash and restricted cash, end of period	\$ 9,430	\$ 14,272	\$ 9,430	\$ 14,272

### Operating activities

Net cash used in operating activities totaled (\$10.7) million for the three months ended September 30, 2022 compared to net cash used in operating activities of (\$4.8) million for the three months ended September 30, 2021. The increase in cash used in operating activities was primarily due to adjustments to reconcile net loss to cash and the increase in the Company's operating assets and liabilities of \$10.0 million. The higher use of cash is attributable to the Company settling significant payables related to the Urbn Leaf Acquisition and Loudpack Acquisition for trade accounts payable and tax liabilities, as well as cash used for building up inventories.

<sup>2</sup> This section contains forward-looking information and is based on a number of risks and assumptions, including those described under "Assumptions and Expectations". See "Cautionary Note Regarding Forward-Looking Statements".



Net cash used in operating activities totaled (\$32.9) million for the nine months ended September 30, 2022 compared to net cash used in operating activities of (\$11.0) million for the nine months ended September 30, 2021. The increase in cash used in operating activities was primarily due to adjustments to reconcile net loss to cash and the increase in the Company's operating assets and liabilities. The higher use of cash is attributable to the Company settling significant payables related to the Urbn Leaf Acquisition and Loudpack Acquisition for trade accounts payable and tax liabilities, as well as cash used post acquisitions to build back reserves in inventories. In addition, the Company had increases in prepaid expenses and other current assets related to consolidated corporate insurance and directors and officers' insurance policies.

The Company is evaluating a number of options to improve operating results, including general and administrative cost reductions, disposal of non-core assets, adoption of uniform processes and procedures and streamlining operations.

#### *Financing activities*

Net cash used in financing activities totaled \$1.4 million for the three months ended September 30, 2022 compared to \$1.0 million for the three months ended September 30, 2021. The Company's financing activities during the three months ended September 30, 2022 consisted of payment of principal on lease liabilities. Net cash used in financing activities for the three months ended September 30, 2021 was attributable to \$1.0 million of payments of principal on lease liabilities.

Net cash provided by financing activities totaled \$30.4 million for the nine months ended September 30, 2022 compared to \$28.1 million for the nine months ended September 30, 2021. The Company's financing activities during the nine months ended September 30, 2022 consisted of net proceeds of approximately \$46.7 million from the Term Loan, offset by a \$12.0 million paydown on the Facility, \$3.5 million of payments of principal on lease liabilities and \$1.0 million repayments of notes payable. Net cash provided by financing activities for the nine months ended September 30, 2021 was attributable to gross proceeds of \$27.6 million (approximately C\$35.1 million) from the brokered private placement offering units of the Company which closed on February 18, 2021, offset by \$0.7 million of cash issuance costs. The Company received net proceeds of \$11.7 million from the draw on the revolving credit facility offset by a \$9.7 million paydown of notes payable and \$1.1 million payments of principal on the lease liabilities.

#### *Investing activities*

Net cash used in investing activities totaled \$0.1 million for the three months ended September 30, 2022 compared to net cash used in investing activities of \$6.5 million for the three months ended September 30, 2021. The activity during the three months ended September 30, 2022 was related to purchases of property and equipment. The activity during the three months ended September 30, 2021, was primarily related to cash paid to acquire Sublime and Accucanna LLC.

Net cash provided by investing activities totaled \$4.0 million for the nine months ended September 30, 2022 compared to net cash used in investing activities of \$13.5 million for the nine months ended September 30, 2021. The activity during the nine months ended September 30, 2022 was related to cash received in the acquisition of Urbn Leaf of \$3.3 million and cash received in the acquisition of Loudpack of \$1.3 million, offset by purchases of property and equipment of \$0.7 million. The activity during the nine months ended September 30, 2021 was related to the \$5.0 million investment in the 15% senior secured convertible debentures of Loudpack purchased through one of the Company's subsidiaries on March 5, 2021, \$2.9 million purchases of property and equipment for the San Francisco store build out and improvements made to the Salinas Production Campus, a \$1.0 million advance on note receivable, \$0.4 million and \$3.4 million cash paid to acquire Sublime and Accucanna LLC, respectively, and \$0.9 million settlement of pre-existing relationships.

#### *Contractual Obligations*

In addition to the commitments outlined in Note 12, *Right-of-use Assets and Lease Liabilities*, and Note 30, *Commitments and Contingencies*, of the Q3 2022 Financial Statements, the Company has the following contractual obligations as at September 30, 2022:

	<b>Less than 1 Year</b>	<b>1 to 3 Years</b>	<b>4 to 5 Years</b>	<b>&gt; 5 Years</b>	<b>Total</b>
Accounts payable and accrued liabilities	\$ 47,418,115	\$ -	\$ -	\$ -	\$ 47,418,115
Notes payable	8,611,301	26,606,079	100,000	40,000	35,357,380
Excise, cultivation and property tax liabilities	29,188,204	1,080,227	-	-	30,268,431
IRS Agreement	600,000	1,800,000	1,200,000	2,100,000	5,700,000
Term Loan	-	5,797,500	5,362,688	66,139,812	77,300,000
	<u>\$ 85,817,620</u>	<u>\$ 35,283,806</u>	<u>\$ 6,662,688</u>	<u>\$ 68,279,812</u>	<u>\$ 196,043,926</u>

## **Commitments and Contingencies**

See Note 30, *Commitments and Contingencies*, in the Q3 2022 Financial Statements for the Company's disclosures on commitments and contingencies.

## **Off-Balance Sheet Arrangements**

As at September 30, 2022 and the date of this MD&A, the Company does not have any off-balance sheet arrangements.

## **Related Party Transactions**

See Note 29, *Related Party Transactions and Key Management and Director Compensation*, in the Q3 2022 Financial Statements for the Company's disclosures on related party transactions.

## **Capital Management**

The Company's objectives when managing its capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern, meet capital expenditures required for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it as appropriate given changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt or acquire or dispose of assets. With the exception of certain restrictive covenants included in various debt instruments, the Company is not subject to externally imposed capital requirements. The Company's Board does not establish quantitative return on capital criteria for management, but rather relies on the management team's expertise to sustain future development of the business.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

- (i) minimizing discretionary disbursements;
- (ii) reducing operating expenditures throughout the Company; and
- (iii) exploring alternate sources of liquidity.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no material changes to the Company's capital management approach during the three and nine months ended September 30, 2022.

## **Financial and Risk Management**

The Company is exposed to a variety of financial instrument related risks and is exposed to liquidity risk, credit risk, interest rate risk, foreign exchange risk, equity price risk, asset forfeiture risk and banking risk. Management, in conjunction with the Board, mitigates these risks by assessing, monitoring and approving the Company's risk management processes. See Note 32, *Financial Risk Management*, in the Q3 2022 Financial Statements for the Company's financial instruments, financial risk factors, and other instruments. The Company's financial risk activities are governed by the appropriate policy and procedures and financial risks are identified, measured and managed in accordance with Company policies and risk appetite.

In addition, the Company noted the following risks specific to the cannabis industry that it is exposed to:

### *Tax risk*

Tax risk is the risk of changes in the tax environment that would have a material adverse effect on the Company's business, results of operations, and financial condition. Currently, state licensed cannabis businesses are assessed a comparatively high effective federal tax rate due to IRC §280E, which bars cannabis businesses from deducting all expenses except their cost of goods sold when calculating federal tax liability. Any increase in tax levies resulting from additional tax measures may have a further adverse effect on the operations of the Company, while any decrease in such tax levies will be beneficial to future operations.

### *Regulatory risk*

Regulatory risk pertains to the risk that the Company's business objectives are contingent, in part, upon the compliance with regulatory requirements. Due to the nature of the industry, regulatory requirements can be more stringent than other industries and may also be punitive in nature. Any delays in obtaining, or failure to obtain regulatory approvals can significantly delay operational and product development and can have a material adverse effect on the Company's business, results of operation, and financial condition.

The Company routinely monitors regulatory changes occurring in the cannabis industry at the city, state, and national levels. Although the general regulatory outlook for the cannabis industry has been moving in a positive direction, unforeseen regulatory changes could have a material adverse effect on the business as a whole.

### **Issued and Outstanding Share Capital**

As at September 30, 2022, the Company had the following securities issued and outstanding on a fully diluted basis, expressed as the number of Common Shares issuable upon conversion or exercise, as applicable, of such securities:

<b>Designation of Securities</b>	<b>Number of Underlying Common Shares</b>
Subordinate Voting Shares	252,589,611
Options	21,141,809
Restricted Share Units	3,975,000
Warrants	16,175,900
<b>Total Fully Diluted Share Capital</b>	<b>293,882,320</b>

As at the date of this MD&A, the Company has the following securities issued and outstanding on a fully diluted basis, expressed as the number of Common Shares issuable upon conversion or exercise, as applicable, of such securities:

<b>Designation of Securities</b>	<b>Number of Underlying Common Shares</b>
Common shares	252,589,611
Options	21,941,809
Restricted Share Units	3,975,000
Warrants	16,175,900
<b>Total Fully Diluted Share Capital</b>	<b>294,682,320</b>

### **Subsequent Events**

#### *Distribution Partnership with Nabis*

On October 3, 2022, the Company announced it had entered into the Partnership with Nabis. Under the terms of the Partnership, Nabis has assumed all of the Company's wholesale distribution obligations. Nabis has a leading cannabis wholesale platform in California and is the state's single largest distributor of cannabis.

## **Disclosure of Internal Controls over Financial Reporting**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact, or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the Company's unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of Disclosure Controls and Procedures ("DC&P") and Internal Control over Financial Reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

## **COVID-19 Strategy<sup>3</sup>**

During the pandemic, the Company has been able to maintain operations and expand delivery services to customers located in Oakland, San Jose and the Greater East Bay and Peninsula areas and increase curbside pick-up and/or drive-thru options at its retail locations to provide additional fulfilment models that are safe and efficient for employees and customers. Management has not observed any material indicators of impairment to assets or a significant change in the fair value of assets due to the COVID-19 pandemic. While the Company has not experienced any material failure to secure critical supplies or services, future disruptions in its supply chain are possible and may significantly increase cost. The Company implemented additional in-store safety and sanitation protocols in accordance with the guidance of the Centers for Disease Control and Prevention ("CDC") at all locations to better protect the health and safety of both employees and customers. The Company also emphasized its continued efforts to align labor costs with customer demand, cut all non-essential operational expenses, hold off on any non-accretive operational and capital projects and suspend all non-essential supplier contracts. Ensuring that customers continue to have safe and uninterrupted access to its products, as well as maintaining high quality grow, cultivation, production, and manufacturing capabilities, will be critical to the Company's success. The Company is re-assessing its response to the COVID-19 pandemic on an ongoing basis. Due to the rapid developments and uncertainty surrounding COVID-19, it is not possible to predict the impact of these developments on all aspects of the business.

## **Risk Factors**

The Company's results of operations, business prospects, financial position and achievement of strategic plans are subject to a number of risks and uncertainties and are affected by a number of factors which could have a material adverse effect on the Company's business, financial condition, or future prospects. These risks should be considered when evaluating an investment in the Company and may, among other things, cause a decline in the price of the shares. Refer to the Company's most recent Annual Information Form, filed on SEDAR at [www.sedar.com](http://www.sedar.com), for information on risk factors to which the Company is subject. In addition, see "Cautionary Note Regarding Forward-Looking Information" above.

## **Mandated Disclosure for Canadian Companies with U.S. Marijuana-Related Assets**

On February 8, 2018, the Canadian Securities Administrators ("CSA") published the Staff Notice, which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the U.S. as permitted within a particular state's regulatory framework. All issuers with U.S. cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the U.S. cannabis industry, or deemed to have "ancillary industry involvement", all as further described in the Staff Notice.

---

<sup>3</sup> This section contains forward-looking information and is based on a number of risks and assumptions, including those described under "Assumptions and Expectations". See "Cautionary Note Regarding Forward Looking Statements".

Currently, the Company's involvement in the U.S. cannabis industry is "direct" through its operations from Harborside branded retail dispensaries in Oakland, San Jose, San Leandro, San Francisco and Desert Hot Springs, California, the Terpene Station Dispensary in Oregon, the Salinas Production Campus, the Greenfield Campus, the Urbn Leaf branded retail dispensaries in San Diego, San Ysidro, La Mesa, Grossmont, Vista, Grover Beach, Seaside and San Jose, California, and the distribution centers in San Jose and Los Angeles, California. Disclosures for issuers with "direct" involvement include, but are not limited to: (i) a description of the nature of a reporting issuer's involvement in the U.S. cannabis industry; (ii) an explanation that marijuana is illegal under U.S. federal law and that the U.S. enforcement approach is subject to change; (iii) a discussion of available guidance from federal authorities or prosecutors regarding the risk of enforcement action in any jurisdiction where the issuer conducts U.S. marijuana-related activities; (iv) a discussion of related risks, such as the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the U.S.; (v) a discussion of the reporting issuer's ability to access public and private capital, including which financing options are and are not available to support continuing operations; (vi) statement about whether and how the reporting issuer's U.S. marijuana-related activities are conducted in a manner consistent with U.S. federal enforcement priorities, including whether legal advice has been obtained regarding (A) compliance with applicable state regulatory frameworks and (B) potential exposure and implications arising from U.S. federal law; (vii) a quantification of the issuer's balance sheet and operating statement exposure to U.S. marijuana related activities; (viii) a summary of the regulations for the U.S. states in which the issuer operates; (ix) an explanation of how the issuer complies with applicable licensing requirements and regulations in those states; (x) a discussion of the issuer's program for monitoring ongoing compliance with cannabis laws in those states and the issuer's internal compliance procedures; (xi) a positive statement indicating that the issuer is in compliance with applicable licensing requirements and regulations in those states; and (xii) a discussion of any non-compliance, citations or notices of violation which may have an impact on the issuer's license, business activities or operations.

As a result of the Company's operations, the Company is therefore subject to the requirements of the Staff Notice and accordingly provides the following disclosures:

*(i) Nature of StateHouse's direct involvement in the U.S. cannabis industry*

The Company operates in and/or has ownership interests in California and Oregon, pursuant to state and local law and regulations. StateHouse's retail dispensaries serve both adult-use and medical cannabis customers. Harborside branded retail dispensaries in California are located in Oakland, San Jose, San Leandro, San Francisco and Desert Hot Springs. StateHouse also owns a dispensary located in Eugene, Oregon which operates under the Terpene Station brand. The Company holds a 21% ownership interest in FGW, a company that operates the Harborside branded dispensary in San Francisco. Under the terms of the Subsequent FGW Agreement, StateHouse's ownership interest in FGW is expected to increase to 80%. Following the Urbn Leaf Acquisition, the Company holds a 100% ownership interest in Urbn Leaf, a company that operates retail dispensaries in San Diego, San Ysidro, La Mesa, Grossmont, Vista, Grover Beach, Seaside and San Jose and is expected to begin operations on a strategic delivery hub in Redwood City in the 2023 calendar year. The Company's retail dispensaries have over 15 continuous years of operating history.

StateHouse owns and operates the Salinas Production Campus in Salinas, California, which enables the Company to produce a wide array of cannabis products that can be offered at varying price points, meeting the ever diverse and changing habits of customers and other dispensaries, manufacturers, and distributors. Following the Loudpack Acquisition, the Company also owns the Greenfield Campus, one of the largest cannabis manufacturing facilities in the state of California, which focuses primarily on the creation, production and distribution of brands that are sold and shipped to Retailers throughout the state of California including the Company's own stores.

The Company owns a number of different cannabis brands that it sells through wholesale and retail markets including "Fuzzies", "Loudpack", "King Pen", "King Roll", "Dime Bag", "Harborside", "Harborside Farms", "Key", "Terpene Station", "Sublime", and "Urbn Leaf". In addition, the Company exclusively licenses the "Smokiez" brand in California.

*(ii) Cannabis is still illegal under U.S. federal law*

While cannabis containing greater than 0.3% THC by volume ("marijuana") and cannabis-infused products are legal under the laws of several U.S. states (with vastly differing restrictions), presently the concept of "medical", "retail" or "adult-use" cannabis does not exist under U.S. federal law, which deems all cannabis (other than industrial hemp) federally unlawful. The FCSA classifies marijuana as a Schedule I drug, making enforcement of federal marijuana prohibition a significant risk. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use and a lack of safety for the use of the drug under medical supervision. As such, cannabis-related practices, or activities,

including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law.

The U.S. Supreme Court has ruled in a number of cases that the federal government does not violate the federal constitution by regulating and criminalizing cannabis, even for medical purposes. Therefore, federal laws criminalizing the commercialization and use of cannabis preempt state laws that legalize its use for medicinal purposes by patients and discretionary purposes by adults, and regulate the commercial production, distribution and sale of cannabis. Notwithstanding such federal preemption, 36 states, the District of Columbia, Puerto Rico, U.S. Virgin Islands, and Guam allow their residents to use medical marijuana as of the date of this MD&A. Additionally, 16 states – Alaska, Arizona, California, Colorado, Illinois, Maine, Massachusetts, Michigan, Montana, Nevada, New Jersey, New York, Oregon, South Dakota, Vermont and Washington – and the territories of Guam, Northern Mariana Islands, and the District of Columbia have approved and have implemented or are implementing regulations to legalize cannabis for adult use. The constitutional validity of South Dakota’s voter initiative is currently being challenged in state courts and is pending appeal. Additionally, as of the time of this writing both Virginia and New Mexico legislatures have enacted adult-use legalization legislation, which in each case is awaiting their respective governor’s signature.

*(iii) Available guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the jurisdictions where StateHouse operates*

The U.S. Department of Justice (the “DOJ”) has issued official guidance regarding cannabis enforcement in 2009, 2011, 2013, 2014 and 2018 in response to state laws that legalize medical and adult-use cannabis. In each instance, the DOJ has stated that it is committed to the enforcement of federal laws and regulations related to cannabis. However, the DOJ has also recognized that its investigative and prosecutorial resources are limited. As of January 4, 2018, the DOJ has rescinded all federal enforcement guidance specific to cannabis (including the Cole Memo, discussed below) and has instead directed that federal prosecutors should follow the “Principles of Federal Prosecution” originally set forth in 1980 and subsequently refined over time in chapter 9-27.000 of the U.S. Attorney’s Manual. This direction has created broader discretion for federal prosecutors to potentially prosecute state-legal medical and adult-use cannabis businesses, even if they are not engaged in cannabis-related conduct enumerated by the Cole Memo.

Prior to 2018 and per the Cole Memo issued on August 29, 2013, the DOJ acknowledged that certain U.S. states had enacted laws relating to the use of cannabis and outlined the U.S. federal government’s enforcement priorities with respect to cannabis notwithstanding the fact that certain states have legalized or decriminalized the use, sale, and manufacture of cannabis. The Cole Memo was addressed to “All United States Attorneys” from James M. Cole, former Deputy Attorney General of the U.S., indicating that federal enforcement of the applicable federal laws against cannabis-related conduct should be focused on eight priorities, which are to prevent:

1. Distribution of cannabis to minors;
2. Criminal enterprises, gangs, and cartels from receiving revenue from the sale of cannabis;
3. Transfer of cannabis from states where it is legal to states where it is illegal;
4. Cannabis activity from being a pretext for trafficking of other illegal drugs or illegal activity;
5. Violence or use of firearms in cannabis cultivation and distribution;
6. Drugged driving and adverse public health consequences from cannabis use;
7. Growth of cannabis on federal lands; and
8. Cannabis possession or use on federal property.

In particular, the Cole Memo noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the DOJ did not provide specific guidelines for what regulatory and enforcement systems it deemed sufficient under the Cole Memo standard.

On November 14, 2017, Jeff Sessions, then the U.S. Attorney General, made a comment before the House Judiciary Committee about prosecutorial forbearance regarding state-licensed cannabis businesses. In his statement, Mr. Sessions stated that in accordance to the U.S. federal government’s current policy, while states may legalize cannabis for its law enforcement purposes, it remains illegal with regard to federal purposes.

On January 4, 2018, the Cole Memo was rescinded by a one-page memo signed by Mr. Sessions (the “Sessions Memo”). It is the Company’s opinion that the Sessions Memo did not represent a significant policy shift as it does not alter the

DOJ's discretion or ability to enforce federal cannabis laws, but rather provides additional latitude to the DOJ to potentially prosecute state-legal cannabis businesses even if they are not engaged in cannabis-related conduct enumerated by the Cole Memo as being an enforcement priority. The result of the rescission of the Cole Memo is that federal prosecutors are now free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions; however, discretion is still given to the federal prosecutor to weigh all relevant considerations of a crime, including the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community. No direction was given to the federal prosecutors as to the priority they should ascribe to such activities, and resultantly it is uncertain how active federal prosecutors will be in relation to such activities.

Furthermore, the Sessions Memo did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis was protected against enforcement by enacted legislation from U.S. Congress in the form of the Rohrabacher-Blumenauer Amendment (as defined herein) which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding (see "*U.S. Federal Budget Rider Protections*," below). Due to the ambiguity of the Sessions Memo in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law (see "Risk Factors").

As a result of the Sessions Memo, federal prosecutors may use their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws permitting such activity. No direction was given to federal prosecutors in the Sessions Memo as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how active federal prosecutors will be in relation to such activities. Furthermore, the Sessions Memo did not discuss the treatment of medical cannabis by federal prosecutors. Under the Rohrabacher-Farr Amendment, federal prosecutors are prohibited from expending federal funds against medical cannabis activities that are in compliance with state law. Dozens of U.S. Attorneys across the country have affirmed that their view of federal enforcement priorities has not changed. In Washington, Annette Hayes, U.S. Attorney for the Western District of Washington, released a statement affirming that her office will continue to investigate and prosecute "cases involving organized crime, violent and gun threats, and financial crimes related to marijuana" and that "enforcement efforts with our federal, state, local and tribal partners focus on those who pose the greatest safety risk to the people and communities we serve." However, in California, at least one U.S. Attorney has made comments indicating a desire to enforce the FCSA: Adam Braverman, Interim U.S. Attorney for the Southern District of California, has been viewed as a potential "enforcement hawk" after stating that the rescission of the 2013 Cole Memo "returns trust and local control to federal prosecutors" to enforce the FCSA. Additionally, Greg Scott, the Interim U.S. Attorney for the Eastern District of California, has a history of prosecuting medical cannabis activity: his office published a statement that cannabis remains illegal under federal law, and that his office would "evaluate violations of those laws in accordance with our district's federal law enforcement priorities and resources". U.S. Attorney General Jeff Sessions resigned on November 7, 2018.

Even though the Cole Memo has been rescinded, the Company will continue to abide by its principles and prescriptions, as well as strictly following the regulations set forth by the current U.S. federal enforcement guidelines and the U.S. states in which the retail cannabis dispensaries operate.

The Strengthening the Tenth Amendment Through Entrusting States (STATES) Act, S. 3032 (2018), which would have protected individuals working in cannabis sectors from federal prosecution, was introduced in June 2018 through bipartisan efforts initiated by then Senator Cory Gardner together with Massachusetts U.S. Senator Elizabeth Warren. Senator Warren won re-election during the 2018 mid-term elections, which suggests she will support the change to federal law regarding cannabis. In addition, constituents of the State of Michigan voted to legalize recreational cannabis, making Michigan the first state in the Midwest U.S. to do so and the 10<sup>th</sup> in the U.S. overall, demonstrating growing sentiment among Americans towards legalization. Voters in the states of Missouri and Utah also approved ballot measures legalizing cannabis for medical use, making their states the 31<sup>st</sup> and 32<sup>nd</sup> to do so.

On December 20, 2018, the 2018 Farm Bill was signed by President Trump, and it permanently removed hemp and hemp derivatives (including CBD and other cannabinoids) from the purview of the FCSA.

William Barr was appointed as the U.S. Attorney General on February 14, 2019. In an April 10, 2019 Senate Appropriations Subcommittee meeting to discuss the Justice Department's 2020 budget, in response to a question about his position on the proposed STATES Act, Attorney General Barr stated: "Personally, I would still favor one uniform federal rule against marijuana," "But if there is not sufficient consensus to obtain that then I think the way to go is to permit a more federal approach so states can, you know, make their own decisions within the framework of the federal law. So

we're not just ignoring the enforcement of federal law." The STATES Act, if it were to pass, would allow states to determine their own approaches to marijuana. Attorney General Barr said the legislation is still being reviewed by his office but that he would "much rather... the approach taken by the STATES Act than where we currently are." It is unclear what impact this development will have on U.S. federal government enforcement policy. The inconsistency between federal and state laws and regulations is a major risk factor. The newly nominated Attorney General, Merrick Garland, has views that are unclear on this topic. Refer to the discussion under the heading "Mandated Disclosure for Canadian Companies with U.S. Marijuana-Related Assets".

On September 23, 2019, Attorneys General of 21 states sent another letter to congressional leaders, voicing support for a bipartisan bill that would shield state-legal cannabis programs from federal interference. The letter emphasized that the STATES Act would enable cannabis businesses to access financial services, increasing transparency and mitigating risks associated with operating on a largely cash-only basis. This letter, led by Attorney General Karl Racine of the District of Columbia, was jointly signed by Attorneys General from Alaska, California, Colorado, Connecticut, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, New Mexico, New York, Nevada, Oregon, Pennsylvania, Rhode Island, Vermont, and Washington State.

On November 21, 2019, the House Judiciary Committee voted 24 to 10 in favor of passing the Marijuana Opportunity Reinvestment and Expungement (MORE) Act of 2019. The bill would effectively put an end to cannabis prohibition in the U.S. on the federal level by removing it from Schedule 1 of the FCSA, and past federal cannabis convictions would be expunged. Additionally, if fully passed, the law would allow the Small Business Administration to issue loans and grants to cannabis-related businesses and provide a green light for physicians in the Veterans Affairs system to prescribe medical cannabis to patients, as long as they abide by state-specific laws.

On November 3, 2020, the U.S. held its 2020 presidential election, and adult-use cannabis legalization was approved via ballot measures in four additional states: Arizona, Montana, South Dakota and New Jersey. Additionally, medical cannabis was legalized via ballot measures in Mississippi and South Dakota, which became the first state to legalize medical and recreational cannabis simultaneously. In total, 15 states and Washington, DC have legalized cannabis for adult-use over the age of 21, while 36 states have legalized cannabis for medical use.

On November 4, 2020, the House passed the MORE Act, the first time that either Congressional house voted to de-schedule cannabis from the FCSA and thus decriminalize manufacturing, distribution, and possession. However, the Senate did not act before the end of the 2020 session.

On January 20, 2021, Joseph R. Biden was sworn in as the 46<sup>th</sup> President of the U.S, having announced a goal during his campaign to decriminalize cannabis possession federally; Democrats maintained their House majority and achieved control of the Senate. On March 10, 2021, House Democrats voted 220 to 211 in favor of passing the American Rescue Plan (ARP) Act, a \$1.9 trillion coronavirus relief package, which is among the largest economic stimulus packages in U.S. history. The ARP Act was signed by President Biden on March 11, 2021.

In March 2021, New York became the 16<sup>th</sup> state to legalize adult-use cannabis, both doing so through legislative action. In the same month, Senate Majority Leader Chuck Schumer of New York, and Senators Ron Wyden (OR) and Cory Booker (NJ) met with cannabis industry advocates including the National Cannabis Industry Association and the Minority Cannabis Business Association to announce their intention to introduce legislation in the U.S. Senate that would legalize, tax and regulate commercial cannabis activity at the federal level. While President Biden has supported decriminalization of possession and has not expressed support for de-scheduling cannabis, Vice President Harris was one of the original sponsors of the MORE Act while she was still serving in the U.S. Senate, and has publicly stated her support for cannabis de-scheduling. Senate Majority Leader Schumer has indicated the Senate leadership's willingness to champion full cannabis legalization even without the support of President Biden. However, the legislation has not yet been introduced, and its passage is not assured, notwithstanding Democratic control of the federal executive and legislature. Accordingly, such statements of support for de-scheduling do not materially affect the likelihood of federal enforcement of current cannabis laws against the Company or any other state-licensed cannabis enterprise.

While newly appointed U.S. Attorney General Merrick Garland had previously commented that he would deprioritize enforcement of low-level cannabis crimes such as possession, and that federal reforms are closely tied to the larger issue of social justice for minorities, Attorney General Garland has yet to offer further clarity on how he will enforce federal law or how to deal with states that have legalized medical or recreational cannabis. While bipartisan support is gaining traction on decriminalization and reform, there is no imminent timeline on any potential legislation. There is no guarantee that the



Biden Presidential administration will not change its stated policy regarding the low-priority enforcement of U.S. federal laws that conflict with state laws.

On April 1, 2021, the House passed the latest iteration of the MORE Act.

On October 6, 2022, President Biden announced a proposed blanket pardon for people convicted of federal marijuana possession offences and asked state governors to do the same. In addition, he instructed Attorney General Merrick Garland and Secretary of Health and Human Services Xavier Becerra to review the classification schedule of marijuana, which could result in removal of cannabis from Schedule I of the Controlled Substances Act.

**Any increase in the U.S. federal government’s enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Company’s business, which could in turn have an impact on the Company’s operations or financial results. A change in its enforcement policies could impact the ability of the Company to continue as a going concern** (see “Risk Factors”).

#### U.S. Federal Budget Rider Protection

The U.S. Congress has passed appropriations bills (at various times, the “Rohrabacher-Farr Amendment,” the “Leahy Amendment” and the “Joyce Amendment,” hereinafter the “Budget Rider Protections”) each of the last several years to prevent the federal executive branch (and specifically the DOJ) from using congressionally appropriated funds to enforce the FCSA against regulated medical cannabis businesses operating in compliance with state and local laws, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical cannabis. The Budget Rider Protections were first introduced in 2014 and has been reaffirmed annually since then as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. On September 30, 2021, the amendment was renewed through the signing of a stopgap spending bill, effective through December 3, 2021. It should be noted that this amendment does not apply to adult-use cannabis.

U.S. courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with applicable state law. However, because this conduct continues to violate U.S. federal law, U.S. courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with applicable state law – could be prosecuted for violations of U.S. federal law. Therefore, until Congress amends the FCSA regarding cannabis, enforcement of U.S. federal law remains a significant risk. Any increase in the U.S. federal government’s enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Company’s business, which could in turn have an impact on the Company’s operations or financial results. A change in its enforcement policies could impact the ability of the Company to continue as a going concern (see “Risk Factors” in the Company’s MD&A for the year ended December 31, 2021).

#### Other statements made by U.S. federal authorities or prosecutors

In February 2018, former U.S. Attorney Billy Williams told a gathering that included Oregon Governor Kate Brown, law enforcement officials and representatives of the cannabis industry that Oregon has an “identifiable and formidable overproduction and diversion problem.” In May 2018, Attorney Williams issued a memorandum spelling out five U.S. federal enforcement priorities for illegal cannabis operations that violate U.S. federal laws, with the first priority to crack down on the leakage of surplus cannabis into bordering states where cannabis is still illegal. The memo also stated that U.S. federal prosecutors will also target keeping cannabis out of the hands of minors, any crimes that involve violence or firearm violations or organized crime, and cultivation that threatens to damage U.S. federal lands through improper pesticide and water usage.

To the knowledge of the Company’s management, there have not been any additional statements or guidance made by U.S. federal authorities or prosecutors regarding the risk of enforcement action in California or Oregon, the state jurisdictions within which StateHouse operates.

*(iv) Related risks, including disruption of third-party provided services and the imposition of certain restrictions by regulatory bodies on StateHouse's ability to operate in the U.S.*

#### Asset forfeiture risk

As the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry which is used in the course of conducting such business, or the proceeds of such business could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

#### Unfavorable tax treatment of cannabis businesses

Under IRC §280E of the U.S. Tax Code, no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of Schedule I and II of the FCSEA) which are prohibited by federal law or the law of any state in which such trade or business is conducted. This provision has been applied by the IRS to cannabis operations, prohibiting them from deducting expenses directly associated with the sale of cannabis. IRC §280E therefore has a significant impact on the Company's retail sale of cannabis. A result of IRC §280E is that an otherwise profitable business may, in fact, operate at a loss, after taking into account its U.S. income tax expenses.

#### Limited trademark protections

Due to the current illegality of cannabis sale or distribution under U.S. federal law, the Company is not able to register any U.S. federal trademarks for its cannabis products. Because producing, manufacturing, processing, possessing, distributing, selling, and using cannabis is a crime under the FCSEA, the U.S. Patent and Trademark Office will not permit the registration of any trademark that identifies cannabis products. As a result, the Company likely will be unable to protect its cannabis product trademarks beyond the U.S. states in which it conducts business. The use of its trademarks outside the states in which it operates by one or more other persons could have a material adverse effect on the value of such trademarks, and growth of the Company's business into other states may be adversely impacted by the Company's inability to pursue U.S. federal trademark registration.

#### Reliance on third-party service providers

Third-party service providers to the Company may withdraw or suspend their service to the Company under threat of criminal prosecution. Since under U.S. federal law the possession, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, companies that provide goods and/or services to companies engaged in cannabis-related activities may, under threat of federal civil and/or criminal prosecution, suspend or withdraw their services.

#### Customs and Border Protection

Foreign investors in the Company and the Company's non-U.S. citizen directors, officers and employees may be subject to travel and entry bans into the U.S. by CBP. Media articles in 2018 reported that certain Canadian citizens had been rejected for entry into the U.S. due to their involvement in the cannabis sector.

The majority of persons traveling across the Canadian and U.S. border do so without incident, whereas some persons are simply barred entry one time. The U.S. Department of State and the Department of Homeland Security have indicated that the U.S. has not changed its admission requirements in response to the legalization in Canada of recreational cannabis, but anecdotal evidence indicates that the U.S. may be increasing its scrutiny of travelers and their cannabis related involvement.

Admissibility to the U.S. may be denied to any person working or "having involvement in" the cannabis industry, according to CBP. Inadmissibility in the U.S. implies a lifetime ban for entry as such designation is not lifted unless an individual applies for and obtains a waiver. Note that while the CBP previously publicized the foregoing policy on its website during the Trump Administration, the agency appears to have archived the webpage.

*(v) Ability to access public and private capital, and available financing options to support continuing operations*

U.S. federal anti-money laundering laws prohibit the deposit of returns from “specified unlawful activities” (including cannabis sales) into federally and state-chartered banks. The Company is subject to a variety of laws and regulations domestically and in the U.S. that involve money laundering, financial recordkeeping and proceeds of crime, including the Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), Sections 1956 and 1957 of U.S.C. Title 18 (the Money Laundering Control Act), the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada), as amended and the rules and regulations thereunder, the *Criminal Code* (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S. and Canada.

The SAFE Banking Act was passed by the U.S. House of Representatives on September 25, 2019 and reintroduced in the House and Senate in March 2021. This bill generally prohibits a federal banking regulator from penalizing a depository institution under federal money-laundering laws for providing banking services to a legitimate cannabis-related business. Specifically, the bill prohibits a federal banking regulator from (i) terminating or limiting the deposit insurance or share insurance of a depository institution solely because the institution provides financial services to a legitimate cannabis-related business; (ii) prohibiting or otherwise discouraging a depository institution from offering financial services to such a business; (iii) recommending, incentivizing, or encouraging a depository institution not to offer financial services to an account holder solely because the account holder is affiliated with such a business; (iv) taking any adverse or corrective supervisory action on a loan made to a person solely because the person either owns such a business or owns real estate or equipment leased or sold to such a business; or (v) penalizing a depository institution for engaging in a financial service for such a business.

As specified by the bill, a depository institution or a Federal Reserve bank shall not, under federal law, be liable or subject to forfeiture for providing a loan or other financial services to a legitimate cannabis-related business.

Notwithstanding that a majority of states have legalized medical cannabis, and the U.S. House’s passage of the SAFE Banking Act, the SAFE Banking Act has not been enacted into law, and there has been no change in U.S. federal banking laws related to the deposit and holding of funds derived from activities related to the cannabis industry. Given that the U.S. federal government maintains sole jurisdiction over federally-chartered banks and financial institutions, and that federal law provides that the production and possession of cannabis is illegal under the FCMA, federally-chartered banks cannot accept funds for deposit from businesses involved with the cannabis industry. To date, fewer than 800 banks and credit unions in the U.S. offer financial services to the cannabis industry.

*(vi) StateHouse’s U.S. marijuana-related activities are conducted in a manner consistent with U.S. federal enforcement priorities, with legal advice regarding (a) compliance with applicable state regulatory frameworks and (b) potential exposure and implications arising from U.S. federal law*

As discussed above, and notwithstanding the rescission of the Cole Memo, StateHouse continues to conduct its operations in compliance with the DOJ’s most recent expression of U.S. federal enforcement priorities as set forth in the Cole Memo, which in turn presumes compliance with applicable state cannabis laws and regulations as an underlying premise for non-enforcement. In addition to employing in-house legal counsel, StateHouse utilizes outside legal counsel to advise the Company on compliance with applicable state regulatory frameworks in the states where its retail dispensaries and production facilities conduct operations, as well as potential exposure and implications arising from developments in U.S. federal law. See the discussion further below for additional detail on how StateHouse conducts its operations in full compliance with applicable local and state cannabis laws and regulations in Oregon and California.

(vii) *StateHouse's statements of financial position and operating statement exposure to U.S. marijuana related activities*

The following represents the approximate portion of certain assets on StateHouse's unaudited condensed interim consolidated statements of financial position that pertain to U.S. cannabis activities as at September 30, 2022:

<b>Statements of Financial Position Line Items</b>	<b>Percentage (%) which related to holdings with U.S. cannabis-related activities</b>
Cash	80%
Restricted cash	69%
Accounts receivable, net	100%
Inventories	100%
Biological assets	100%
Prepaid expenses and other current assets	66%
Notes receivable	58%
Property, plant and equipment, net	100%
Right-of-use assets	100%
Deposits and other assets	100%
Due from other entities	100%
Intangible assets	100%
Goodwill	100%

The following represents the approximate operating exposure on StateHouse's unaudited condensed interim consolidated statements of income (loss) and comprehensive income (loss) that pertain to U.S. cannabis activities for the three and nine months ended September 30, 2022:

<b>Statements of Income (Loss) and Comprehensive Income (Loss) Line Items</b>	<b>Percentage (%) which related to holdings with U.S. cannabis-related activities</b>
Net revenue	100%
Cost of goods sold	100%
Changes in fair value less costs to sell of biological assets transformation	100%
Realized fair value amounts included in inventory sold	100%
General and administrative expenses	93%
Professional fees	34%
M&A and transactional expenses	10%
Share-based compensation	100%
Allowance for expected credit losses	100%
Depreciation and amortization	100%
Interest income (expense), net	76%
Other income (expense), net	100%
Provisions	100%
Loss on sale of business	100%
Fair value gain in other current assets and derivative liabilities	55%
Gain (loss) on debt extinguishment	100%
Foreign exchange gain (loss)	-

(viii) *Summary of applicable state regulations in California and Oregon*

Regulations differ significantly amongst the U.S. states. Some states only permit the cultivation, processing and distribution of medical cannabis and cannabis-infused products. Some others also permit the cultivation, processing, and distribution of cannabis and cannabis-infused products for adult use purposes. The following sections present an overview of state-level regulatory conditions for the cannabis industry in which the Company's retail dispensaries have an operating presence:

## California

California passed the first medical cannabis law in the U.S., the California Compassionate Use Act (“CUA”), through Proposition 215 in 1996. The CUA created a legal defense to criminal prosecution for the use, possession, and cultivation of cannabis by patients with a valid physician’s recommendation.

California then adopted Medical Marijuana Program Act (*aka* Senate Bill 420) in 2003, establishing not-for-profit medical cannabis patient collectives and retail dispensaries, a limited immunity from arrest for medical cannabis patients and collectives, and a voluntary patient ID card system.

In September of 2015, the California state legislature (the “Legislature”) passed three bills collectively known as the “Medical Cannabis Regulation and Safety Act” (“MCRSA”). MCRSA established a licensing and regulatory framework for medical cannabis businesses in California (which is still reflected in the successor laws discussed below) and permitted the formation and operation of for-profit cannabis businesses for the first time. The licensing system features multiple license types for storefront and delivery retailers, extraction facilities, infused products manufacturers, cultivation facilities, testing laboratories, transportation companies, and distributors. Extraction facilities require either a volatile solvent or non-volatile solvent manufacturing license, depending on their specific extraction methodology. Multiple agencies oversee different aspects of the program and businesses require both a state license and local approval to operate.

On November 8, 2016, California residents voted to approve the “Control, Regulate and Tax Adult Use of Marijuana Act” (“AUMA”) to tax and regulate cannabis for all adults 21 years of age and older.

On June 27, 2017, the Legislature passed state Senate Bill No. 94, also known as the “Medicinal and Adult-Use Cannabis Regulation and Safety Act” (“MAUCRSA”), which amalgamated the MCRSA and AUMA frameworks to provide a single uniform statute governing both medical and adult-use cannabis businesses, and authorizing the adoption of regulations, a licensing regime, and state taxes for cannabis businesses in the state. On November 16, 2017, the state introduced initial “emergency” regulations proposed by the BCC (within the California Department of Consumer Affairs), the Manufactured Cannabis Safety Branch (within the California Department of Public Health (“MCSB”)) and CalCannabis (within the California Department of Food and Agriculture (“CalCannabis,”)) and together with the BCC and MCSB, the “Licensing Agencies”), which were ultimately adopted. The regulations built on MCRSA and AUMA and reinforced compliance with local laws as a prerequisite to compliance with the state regulations. On January 1, 2018, the new state regulations took effect, and the first legal adult-use cannabis businesses opened in California.

In 2020, Governor Newsom proposed to simplify the regulatory structure by merging the Licensing Agencies into a single, new state department, the Department of Cannabis Control (“DCC”). Effective July 12, 2021, all licensed cannabis businesses in California are regulated by the DCC.

MAUCRSA requires anyone engaged in “commercial cannabis activity”, which includes the cultivation, possession, manufacture, distribution, processing, storing, laboratory testing, packaging, labeling, transportation, delivery, or sale of cannabis and cannabis products, to be licensed (on an annual basis) to perform such activity. To legally operate a medical or adult-use cannabis business in California, cannabis operators must obtain both a state license and local approval. Local authorization is a prerequisite to obtaining the state license, and local governments are permitted to prohibit or otherwise regulate the types and number of cannabis businesses allowed in their locality. The state license approval process is not competitive and there is no limit on the number of state licenses an entity may hold. Vertical integration across multiple license types is allowed under MAUCRSA, although testing laboratory licensees may not hold any licenses other than a laboratory license.

In response to the spread of COVID-19, on March 19, 2020, Governor Newsom issued Executive Order N-33-20 directing all residents immediately to stay home and remain sheltered, except as needed to maintain continuity of operations of essential critical infrastructure sectors and additional sectors as the State Public Health Officer (the “SPHO”) may designate as critical to protect the health and well-being of all Californians. In accordance with this order, the SPHO designated a list of Essential Critical Infrastructure Workers, which included cannabis workers. In addition, cannabis operations were also deemed essential and encouraged to remain open under the various shelter-in-place orders issued by the applicable local county health officers.

## Oregon

In 1998, Oregon voters passed a limited non-commercial patient/caregiver medical cannabis law with an inclusive set of qualifying conditions. In 2013, Oregon enacted House Bill 3460 to create a regulatory structure for existing unlicensed medical cannabis storefront dispensaries. On June 30, 2015, Oregon enacted House Bill 3400, which improved on the existing regulatory structure for medical cannabis businesses and created a licensing process for cultivators and processors. The Oregon Health Authority (“OHA”) is the state agency that licenses and regulates medical cannabis businesses. The medical cannabis regulatory framework is referred to as the Oregon Medical Marijuana Program.

In November of 2014, Oregon voters passed Measure 91, the “Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act,” creating a regulatory and licensing system for adult-use retail cannabis stores and permitting home cultivation of cannabis. The Oregon Liquor and Cannabis Commission (the “OLCC”) licenses and regulates adult-use cannabis businesses. On October 15, 2015, the OLCC published draft recreational cannabis rules, which were adopted on June 29, 2016, as OLCC Division 25 of the Oregon Administrative Rules (“OAR Division 25”). These rules have been updated on a regular basis, due to administrative prerogative and legislative changes. Currently licensed cannabis companies in Oregon are not subject to residency requirements. OAR Division 25 is likely to continue to evolve, subject to OLCC’s review and approval. Local governments may restrict – through reasonable time, place, and manner restrictions – or, under certain conditions, wholly prohibit the establishment of medical dispensaries or processing sites or any adult-use marijuana business within their jurisdiction.

In Oregon, there are six types of commercial cannabis licenses: producer (cultivation), processor (manufacture), wholesaler, retailer (dispensary), laboratory (testing), and research. Extracted oils, edibles, and flower products are permitted. Wholesaling and delivery are also permitted.

Until recently, Oregon law did not limit the number of adult-use cannabis business licenses. The passage of SB 218 in 2019 immediately prohibited the issuance of producer licenses for new applications that were submitted after June 15, 2018. SB 218 was repealed on January 2, 2022. Also, in late May 2018, OLCC announced a “moratorium” on the processing of new applications of all license types submitted after June 15, 2018 – purportedly until it fully processes the backlog of applications submitted up to and on June 15, 2018 – although, with the exception of producer applications pursuant to SB 218, it continues to accept new applications. License renewals, changes of ownership of licenses, changes of location, and changes in financial interests in licenses remain unaffected by SB 218 or the moratorium.

Like California licensees, holders of cannabis licenses in Oregon are subject to a detailed regulatory scheme encompassing security, staffing, sales, manufacturing standards, testing, inspections, storage, inventory, advertising and marketing, product packaging and labeling, records and reporting, transportation and delivery, tracking of commercial cannabis activity and movement of cannabis and cannabis products across the supply chain, maintaining adequate controls against the diversion, theft, and loss of cannabis or cannabis products, and more. As with all jurisdictions, the full regulations, as promulgated by each applicable licensing agency, should be consulted for further information about any particular operational area.

Similar to California, Governor Brown also deemed cannabis an essential business in Oregon and has allowed cannabis operators to remain open during the COVID-19 pandemic.

### *(ix) How StateHouse complies with applicable licensing requirements and regulations in California and Oregon*

The Company is duly licensed and permitted to cultivate, manufacture, distribute, sell and deliver wholesale and retail cannabis and cannabis products pursuant to state and local laws and regulations. StateHouse files all ownership disclosures, reports, notices and other submissions to the applicable licensing agencies required to maintain its current licenses and permits in good standing, and pays any licensing and permitting fees due in connection therewith.

The Company’s cannabis goods are produced in full compliance with all applicable state laws and regulations. The goods are tested for potency and safety by independent laboratories licensed by the DCC, and all other consumer protection and youth access-prevention laws are adhered to, including but not limited to state packaging, labeling, marketing and advertising laws. All applicable local and state cannabis taxes are paid and remitted to the applicable taxing authorities.

In order to satisfy regulations intended to prevent diversion to the illicit market, the Company employs inventory control and reporting systems that document the present location, amount, and a description of all cannabis goods at all StateHouse entities. All cannabis goods are tracked from seed to shelf using METRC, and other integrated systems adopted by the

Company. Cannabis inventory is regularly manually reconciled against METRC according to the regulations. The Company performs regular monthly manual inventory reconciliations.

Additionally, the Company has undertaken extensive measures to ensure the security of the Company, its facilities, its inventory, its staff and its customers, and its community. Every licensed facility has strict access control, thorough camera coverage, and burglar alarms. These controls are supported by on-site security in certain instances.

Finally, the Company employs an in-house compliance team to ensure compliance with all other applicable state and local regulations by individual employees and StateHouse entities, and the Company as a whole. The compliance team's compliance work is discussed in further detail below.

*(x) StateHouse's program for monitoring ongoing compliance with California and Oregon cannabis laws and StateHouse's internal compliance procedures*

The Company's compliance program includes an in-house compliance team dedicated to ensuring compliance with applicable local, U.S. state and federal laws on an ongoing basis. The Company presently employs four individuals on its compliance team, and utilizes several additional employees whose job function includes some aspect of compliance. The compliance team is tasked with carrying out various compliance-related tasks, including:

- ongoing review of Company's policies, procedures, and controls to ensure alignment with local and state rules and regulations;
- ongoing training on the Company's policies, procedures and controls, local and state rules and regulations, and the basic elements of the compliance program for all staff (with supplemental trainings tailored for staff with specialized job functions, on an as needed basis);
- monthly internal audits of Company processes and procedures; and
- facility inspections to ensure compliance with the Company's policies, procedures and controls, and applicable local and state rules and regulations.

The compliance team monitors state and federal law through routine review of regulatory websites, communication with regulatory authorities, and subscription to industry resources that are focused on legal and compliance related issues. As rules or regulations are adopted, the compliance team updates policies and procedures as appropriate and disseminates written guidance to all StateHouse entities.

The Company may also employ government relations professionals to help monitor the changing landscape of state and local law, while employing external legal counsel that assist in the monitoring, notification, and interpretation of any changes in the jurisdictions in which it operates. Such counsel regularly provides legal advice to the Company on maintaining compliance with state and local laws and regulation and the Company's legal and compliance exposures under U.S. federal law.

*(xi) Confirmation that StateHouse is in compliance with applicable licensing requirements and regulations in California and Oregon*

As of the date of this MD&A, StateHouse is in compliance with applicable licensing requirements and regulations in both California and Oregon.

*(xii) Non-compliance, citations, or notices of violation which may have an impact on StateHouse's license, business activities or operations.*

As of the date of this MD&A, the Company has not received any notices of violation, denial or non-compliance from any U.S. state authorities imposing any material restriction and/or fines on StateHouse's operations.

### **Management's Responsibility for Financial Information**

Management is responsible for all information contained in this MD&A. The Company's unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the Q3 2022 Financial Statements in all material aspects.

**Approval**

The Audit Committee has reviewed the Q3 2022 Financial Statements and this MD&A with management of the Company. At the recommendation of the Audit Committee, the Board of the Company has approved the Q3 2022 Financial Statements and the disclosures contained in this MD&A.

**November 22, 2022**

Edward M. Schmults  
CEO and Director