



GLASS HOUSE
BRANDS

GLASS HOUSE BRANDS INC.

**UNAUDITED CONDENSED INTERIM
CONSOLIDATED FINANCIAL STATEMENTS**

AS OF

MARCH 31, 2023 AND DECEMBER 31, 2022

AND FOR THE THREE MONTHS ENDED

MARCH 31, 2023 AND 2022

GLASS HOUSE BRANDS INC.
Table of Contents

	<u>Page(s)</u>
Condensed Consolidated Balance Sheets.....	1
Unaudited Condensed Interim Consolidated Statements of Operations.....	2
Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity	3
Unaudited Condensed Interim Consolidated Statements of Cash Flows	4 – 5
Notes to Unaudited Condensed Interim Consolidated Financial Statements	6 – 23

GLASS HOUSE BRANDS INC.
Condensed Consolidated Balance Sheets
As of March 31, 2023 and December 31, 2022

	<u>2023</u>	<u>2022</u>
ASSETS	Unaudited	
Current Assets:		
Cash	\$ 13,368,251	\$ 11,143,502
Restricted Cash	3,000,000	3,000,000
Accounts Receivable, Net	3,680,981	5,652,949
Prepaid Expenses and Other Current Assets	4,627,332	8,347,055
Inventory	14,680,668	12,057,570
Notes Receivable	<u>1,300,843</u>	<u>1,255,843</u>
Total Current Assets	<u>40,658,075</u>	<u>41,456,919</u>
Operating Lease Right-of-Use Assets, Net	10,562,451	10,847,642
Long Term Investments	1,982,495	4,246,192
Property, Plant and Equipment, Net	214,473,112	216,716,895
Intangible Assets, Net	29,808,835	48,651,835
Goodwill	17,227,583	21,808,566
Deferred Tax Asset	1,159,713	1,289,882
Other Assets	<u>3,711,307</u>	<u>3,650,468</u>
TOTAL ASSETS	<u>\$ 319,583,571</u>	<u>\$ 348,668,399</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Current Liabilities:		
Accounts Payable and Accrued Liabilities	\$ 25,851,509	\$ 22,333,788
Income Taxes Payable	9,412,108	7,549,878
Contingent Shares and Earnout Liabilities	18,059,429	14,656,666
Shares Payable	8,595,925	8,588,915
Current Portion of Operating Lease Liabilities	1,122,962	1,077,971
Current Portion of Notes Payable	<u>48,037</u>	<u>40,237</u>
Total Current Liabilities	<u>63,089,970</u>	<u>54,247,455</u>
Operating Lease Liabilities, Net of Current Portion	9,560,477	9,859,232
Other Non-Current Liabilities	4,876,640	4,505,336
Notes Payable, Net of Current Portion	<u>62,886,638</u>	<u>62,618,711</u>
TOTAL LIABILITIES	<u>140,413,725</u>	<u>131,230,734</u>
MEZZANINE NON-CONTROLLING INTEREST:		
GH Group, Inc. Preferred Series B Shares (no par value, 55,000 shares authorized, 49,969 shares issued and outstanding as of March 31, 2023 and December 31, 2022)	53,113,722	51,774,193
GH Group, Inc. Preferred Series C Shares (no par value, 5,000 shares authorized, 5,000 and 4,700 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively)	5,184,888	4,759,925
SHAREHOLDERS' EQUITY:		
Multiple Voting Shares (No par value, unlimited shares authorized, 4,754,979 shares issued and outstanding as of March 31, 2023 and December 31, 2022)	-	-
Subordinate Voting Shares (No par value, unlimited shares authorized, 57,411,921 and 55,653,855 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively)	-	-
Exchangeable Shares (No par value, unlimited shares authorized, 10,964,205 and 12,566,550 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively)	-	-
Additional Paid-In Capital	263,242,507	261,527,245
Accumulated Deficit	<u>(135,094,269)</u>	<u>(96,362,182)</u>
Total Shareholders' Equity Attributable to the Company	128,148,238	165,165,063
Non-Controlling Interest	<u>(7,277,002)</u>	<u>(4,261,516)</u>
TOTAL SHAREHOLDERS' EQUITY	<u>179,169,846</u>	<u>217,437,665</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 319,583,571</u>	<u>\$ 348,668,399</u>

The accompanying notes are an integral part of these Unaudited Condensed Interim Consolidated Financial Statements.

GLASS HOUSE BRANDS INC.
Unaudited Condensed Interim Consolidated Statements of Operations
For the Three Months Ended March 31, 2023 and 2022
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

	<u>2023</u>	<u>2022</u>
Revenues, Net	\$ 29,022,004	\$ 13,972,371
Cost of Goods Sold (Exclusive of Depreciation and Amortization Shown Separately Below)	<u>17,065,839</u>	<u>11,633,143</u>
Gross Profit	<u>11,956,165</u>	<u>2,339,228</u>
Operating Expenses:		
General and Administrative	11,386,065	9,423,297
Sales and Marketing	652,253	865,760
Professional Fees	1,499,934	2,570,506
Depreciation and Amortization	3,836,388	2,607,494
Impairment Expense for Goodwill	17,480,983	-
Impairment Expense for Intangible Assets	<u>5,526,000</u>	<u>-</u>
Total Operating Expenses	<u>40,381,623</u>	<u>15,467,057</u>
Loss from Operations	<u>(28,425,458)</u>	<u>(13,127,829)</u>
Other Expense (Income):		
Interest Expense	2,080,294	1,197,529
Interest Income	(45,034)	-
Loss on Equity Method Investments	2,263,697	353,659
(Gain) on Change in Fair Value of Derivative Liabilities	(13,227)	-
Loss on Change in Fair Value of Contingent Liabilities and Shares Payable	3,409,774	6,481,242
Other Expense, Net	<u>242,622</u>	<u>16,105</u>
Total Other Expense, Net	<u>7,938,126</u>	<u>8,048,535</u>
Loss from Operations Before Provision for Income Tax Expense	(36,363,584)	(21,176,364)
Provision for Income Tax Expense (Benefit)	<u>2,421,517</u>	<u>(1,350,600)</u>
Net Loss	<u>(38,785,101)</u>	<u>(19,825,764)</u>
Net Loss Attributable to Non-Controlling Interest	<u>(53,014)</u>	<u>(22,596)</u>
Net Loss Attributable to the Company	<u>\$ (38,732,087)</u>	<u>\$ (19,803,168)</u>
Loss Per Share - Basic and Diluted	<u>\$ (0.57)</u>	<u>\$ (0.35)</u>
Weighted-Average Shares Outstanding - Basic and Diluted	<u>72,460,677</u>	<u>57,200,435</u>

The accompanying notes are an integral part of these Unaudited Condensed Interim Consolidated Financial Statements.

GLASS HOUSE BRANDS INC.
Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the Three Months Ended March 31, 2023 and 2022
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

	Units	Units	Units				\$ Amount	\$ Amount		
	Multiple	Equity	Exchangeable	Additional Paid-	Accumulated	TOTAL EQUITY	Mezzanine Non-	Mezzanine Non-	Non-Controlling	TOTAL
	Voting	Shares	Voting	In	Deficit	ATTRIBUTABLE	Controlling	Controlling	Interest	SHAREHOLDER
	Shares	Shares	Shares	Capital	Deficit	TO	Equity	Equity	Interest	S'
	Shares	Shares	Shares	Capital	Deficit	SHAREHOLDERS	Series B	Series C	Interest	EQUITY
BALANCE AS OF DECEMBER 31, 2021	4,754,979	38,563,405	18,256,784	\$ 241,896,900	\$ (60,827,290)	\$ 181,069,610	\$ -	\$ -	\$ (197,774)	\$ 180,871,836
Net Loss	-	-	-	-	(19,803,168)	(19,803,168)	-	-	(22,596)	(19,825,764)
Share-Based Compensation from Options and RSU's	-	-	-	2,682,457	-	2,682,457	-	-	-	2,682,457
Reclassification of Series A Preferred Shares to Non-Controlling	-	-	-	(29,487,835)	-	(29,487,835)	-	-	29,487,835	-
Issuance for Conversion of Exchangeable Shares	-	1,809,340	(1,809,340)	-	-	-	-	-	-	-
Shares Issued for Exercise of Options	-	129,156	-	99,898	-	99,898	-	-	-	99,898
Shares Issued for Exercise of Restricted Stock Units	-	250,510	-	-	-	-	-	-	-	-
Distributions to Preferred Shareholders	-	-	-	(869,721)	-	(869,721)	-	-	-	(869,721)
BALANCE AS OF MARCH 31, 2022	<u>4,754,979</u>	<u>40,752,991</u>	<u>16,447,444</u>	<u>\$ 214,321,699</u>	<u>\$ (80,630,458)</u>	<u>\$ 133,691,241</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 29,267,465</u>	<u>\$ 162,958,706</u>
BALANCE AS OF DECEMBER 31, 2022	4,754,979	55,653,855	12,566,550	\$ 261,527,245	\$ (96,362,182)	\$ 165,165,063	\$ 51,774,193	\$ 4,759,925	\$ (4,261,516)	\$ 217,437,665
Net Loss	-	-	-	-	(38,732,087)	(38,732,087)	-	-	(53,014)	(38,785,101)
Share-Based Compensation from Options and RSU's	-	-	-	1,631,088	-	1,631,088	-	-	-	1,631,088
Issuance of Series C Preferred Shares and Warrants	-	-	-	84,174	-	84,174	-	215,826	-	300,000
Adjustment of Series C Preferred Shares to Redemption Value	-	-	-	-	-	-	-	84,174	(84,174)	-
Issuance for Conversion of Exchangeable Shares	-	1,602,345	(1,602,345)	-	-	-	-	-	-	-
Shares Issued for Exercise of Restricted Stock Units	-	155,721	-	-	-	-	-	-	-	-
Distributions to Non-Controlling Interest Holders	-	-	-	-	-	-	-	-	(46,308)	(46,308)
Dividends - Preferred Shareholders	-	-	-	-	-	-	1,339,529	124,963	(2,831,990)	(1,367,498)
BALANCE AS OF MARCH 31, 2023	<u>4,754,979</u>	<u>57,411,921</u>	<u>10,964,205</u>	<u>\$ 263,242,507</u>	<u>\$ (135,094,269)</u>	<u>\$ 128,148,238</u>	<u>\$ 53,113,722</u>	<u>\$ 5,184,888</u>	<u>\$ (7,277,002)</u>	<u>\$ 179,169,846</u>

The accompanying notes are an integral part of these Unaudited Condensed Interim Consolidated Financial Statements.

GLASS HOUSE BRANDS INC.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2023 and 2022
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

	<u>2023</u>	<u>2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (38,785,101)	\$ (19,825,764)
Adjustments to Reconcile Net Loss to Net Cash Provided By Operating Activities:		
Deferred Tax Expense (Benefit)	130,159	(2,036,357)
Bad Debt Expense, Net of Recoveries	(81,266)	80,110
Depreciation and Amortization	3,836,388	2,607,494
Loss on Equity Method Investments	2,263,697	353,659
Impairment Expense for Goodwill	17,480,983	-
Impairment Expense for Intangible Assets	5,526,000	-
Loss on Extinguishment of Debt	-	-
Non-Cash Operating Lease Costs	285,191	61,509
Accretion of Debt Discount and Loan Origination Fees	245,035	260,540
(Gain) on Change in Fair Value of Derivative Liabilities	(13,227)	-
Loss on Change in Fair Value of Contingent Liabilities and Shares Payable	3,409,774	6,481,242
Share-Based Compensation	1,631,088	2,682,457
Changes in Operating Assets and Liabilities:		
Accounts Receivable	2,053,234	295,464
Prepaid Expenses and Other Current Assets	3,719,723	(2,047,028)
Inventory	(2,623,098)	(1,003,109)
Other Assets	(47,612)	(968,335)
Accounts Payable and Accrued Liabilities	3,431,973	(2,895,736)
Income Taxes Payable	1,862,240	441,944
Operating Lease Liabilities	(253,764)	(57,891)
Other Non-Current Liabilities	386,757	91,382
	<u>4,458,174</u>	<u>(15,478,419)</u>
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of Property and Equipment	(1,089,858)	(12,876,481)
Issuance of Note Receivable	(45,000)	-
Contributions to Equity Method Investments	-	(100,068)
	<u>(1,134,858)</u>	<u>(12,976,549)</u>
NET CASH USED IN INVESTING ACTIVITIES		
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the Issuance of Notes Payable, Third Parties and Related Parties	42,638	-
Proceeds from the Issuance of Preferred Shares	300,000	-
Payment on Financing Lease	(15,453)	-
Payments on Notes Payable, Third Parties and Related Parties	(11,946)	(9,292)
Cash Received Up on Issuance of Equity	-	99,898
Distributions to Non-Controlling Interest Holders	(46,308)	-
Distributions to Preferred Shareholders	(1,367,498)	(869,721)
	<u>(1,098,567)</u>	<u>(779,115)</u>
NET CASH USED IN FINANCING ACTIVITIES		
NET INCREASE (DECREASE) IN CASH, RESTRICTED CASH AND CASH EQUIVALENTS	2,224,749	(29,234,083)
Cash, Restricted Cash and Cash Equivalents, Beginning of Period	14,143,502	54,066,831
CASH, RESTRICTED CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 16,368,251</u>	<u>\$ 24,832,748</u>

The accompanying notes are an integral part of these Unaudited Condensed Interim Consolidated Financial Statements.

GLASS HOUSE BRANDS INC.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2023 and 2022
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

	<u>2023</u>	<u>2022</u>
SUPPLEMENTAL DISCLOSURE FOR CASH FLOW INFORMATION		
Cash Paid for Interest	\$ 1,597,007	\$ 1,369,055
Cash Paid for Taxes	\$ 38,906	\$ 152,431
Non-Cash Investing and Financing Activities:		
Adjustment of Series C Preferred Shares to Redemption Value	\$ 84,174	\$ -
Reclass of Intangible Asset to Goodwill	\$ 12,900,000	\$ -
Interest Capitalized to Property and Equipment	\$ 85,748	\$ 432,066

The accompanying notes are an integral part of these Unaudited Condensed Interim Consolidated Financial Statements.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

1. NATURE OF OPERATIONS

Glass House Brands Inc. (the “Company”), formerly known as Mercer Park Brand Acquisition Corp. (“Mercer Park”), was incorporated under the *Business Corporations Act* (British Columbia) on April 16, 2019. The Company is a vertically integrated cannabis company that operates exclusively in the state of California. The Company, through its subsidiaries cultivates, manufactures, and distributes cannabis bulk flower and trim to wholesalers and consumer packaged goods to third-party retail stores in the state of California. The Company also owns and operates retail cannabis stores in the state of California. The Company’s subordinate voting shares (the “Subordinate Voting Shares”), restricted voting shares (the “Restricted Voting Shares”) and limited voting shares (the “Limited Voting Shares”, and collectively with the Subordinate Voting Shares and the Restricted Voting Shares, the “Equity Shares”), and common share purchase warrants are listed on the NEO Exchange Inc., trading under the symbols “GLAS.A.U” and “GLAS.WT.U”, respectively. The Equity Shares and common share purchase warrants also trade on the OTCQX in the United States under the symbols “GLASF” and “GHBWF”, respectively. The head office and principal address of the Company is 3645 Long Beach Boulevard, Long Beach, California 90807. The Company’s registered office in Canada is 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3E8.

Liquidity

Historically, the Company’s primary source of liquidity has been its operations, capital contributions made by equity investors and debt issuances. The Company is meeting its current operational obligations as they become due from its current working capital and from operations. However, the Company has sustained losses since inception and may require additional capital in the future. As of and for the three months ended March 31, 2023, the Company had an accumulated deficit of \$135,094,269, a net loss attributable to the Company of \$38,732,087 and net cash provided by operating activities of \$4,458,174. The Company estimates that based on current business operations and working capital, it will continue to meet its obligations as they become due in the short term.

The Company is generating cash from revenues and deploying its capital reserves to acquire and develop assets capable of producing additional revenues and earnings over both the immediate and near term. Capital reserves are primarily being utilized for capital expenditures, facility improvements, product development and marketing.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages its liquidity risk through the management of its capital structure. The Company’s approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. In the event sufficient cash flow is not available from operating activities, the Company may continue to raise equity or debt capital from investors in order to meet liquidity needs. If the Company is not able to secure adequate additional funding, the Company may be forced to make reductions in spending, extend payment terms with suppliers, liquidate assets where possible, or suspend or curtail planned programs. Any of these actions could materially harm the Company’s business, results of operations and future prospects. There can be no assurance that such financing will be available or will be on terms acceptable to the Company.

The significant accounting policies and critical estimates applied by the Company in these Unaudited Condensed Interim Consolidated Financial Statements are the same as those applied in the Company’s audited Consolidated Financial Statements and accompanying notes for the year ended December 31, 2022 and 2021, unless disclosed otherwise below. The Company’s audited Consolidated Financial Statements for the year ended December 31, 2022 and 2021, filed on March 31, 2023, can be found on SEDAR at www.sedar.com.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The accompanying Unaudited Condensed Interim Consolidated Financial Statements have been prepared on a going concern basis in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and reflect the accounts and operations of the Company and those of the Company’s subsidiaries in which the Company has a controlling financial interest. Investments in entities in which the Company has significant influence, but less than a controlling financial interest, are accounted for using the equity method.

All intercompany transactions and balances have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the consolidated financial position of the Company as of March 31, 2023 and December 31, 2022, the consolidated results of operations and cash flows for the three months ended March 31, 2023 and 2022 have been included.

The accompanying Unaudited Condensed Interim Consolidated Financial Statements do not include all of the information required for full annual financial statements. Accordingly, certain information, footnotes and disclosures normally included in the annual financial statements, prepared in accordance with GAAP, have been condensed or omitted. The financial data presented herein should be read in conjunction with the Company’s audited Consolidated Financial Statements for the year ended December 31, 2022, and the related notes thereto, and have been prepared using the same accounting policies described therein.

Basis of Consolidation

These Unaudited Condensed Interim Consolidated Financial Statements as of March 31, 2023 and for the three months ended March 31, 2023 and 2022 include the accounts of the Company, its wholly-owned subsidiaries and entities over which the Company has control as defined in ASC 810. Subsidiaries over which the Company has control are fully consolidated from the date control commences until the date control ceases. Control exists when the Company has ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than fifty percent of the outstanding voting securities of another entity. In assessing control, potential voting rights that are currently exercisable are considered.

Non-Controlling Interest

Non-controlling interest represents equity interests owned by parties that are not shareholders of the ultimate parent. The share of net assets attributable to non-controlling interests is presented as a component of equity. Their share of net income or loss is recognized directly in equity. Changes in the parent company’s ownership interest that do not result in a loss of control are accounted for as equity transactions.

Segmented Information

The Company currently operates in one segment, the production and sale of cannabis products, which is how the Company’s Chief Operating Decision Maker manages the business and makes operating decisions. All of the Company’s operations are in the United States of America in the State of California. Intercompany sales and transactions are eliminated in consolidation.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations. GH Group issued Series A Preferred Shares which were classified initially in error as additional paid-in-capital within shareholders’ equity whereas they should have been classified within shareholders’ equity as a non-controlling interest. The error resulted in an overstatement of total shareholders’ equity attributable to the Company of approximately \$29,487,000 and a corresponding understatement of non-controlling interest of approximately \$29,487,000 for the year ended December 31, 2021. An adjustment has been made to the Consolidated Balance Sheet and Consolidated Statement of Changes in Shareholders’ Equity as of and for the three months ended March 31, 2022 to reclassify approximately \$29,487,000 in shareholder’s equity. The reclassification was not considered material to any prior period. There were no changes to total current assets, total assets, total current liabilities, total liabilities, total shareholders’ equity, cash flows or profit and loss to any prior period as a result of this reclassification.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Restricted Cash

Restricted cash balances are those which meet the definition of cash and cash equivalents but are not available for use by the Company. As of March 31, 2023 and December 31, 2022, restricted cash was \$3.0 million and \$3.0 million, respectively, which is held in an escrow account and used as an interest reserve for the senior term loan agreement. See “*Note 13 – Notes Payable and Convertible Debentures*” for further discussion.

Loss per Share

The Company calculates basic earnings or loss per share by dividing net earnings or loss by the weighted-average number of the Equity Shares (including the Exchangeable Shares, as defined herein, on an as-exchanged basis) outstanding during the period. Multiple Voting Shares, as defined herein, are excluded from the calculation of earnings or loss per share as they do not participate in earnings or losses. Diluted loss per share is the same as basic loss per share if the issuance of shares on the exercise of convertible debentures, contingent shares, warrants, restricted stock units and share options are anti-dilutive. Diluted earnings per share includes options, warrants, restricted stock units, and contingently issuable shares that are determined to be dilutive using the treasury stock method for all equity instruments issuable in equity units and the “if converted” method for the Company’s convertible debentures. See “*Note 16 – Loss Per Share*” for further information.

Recently Adopted Accounting Standards

In October 2021, the FASB issued ASU 2021-08, “*Business Combinations (Subtopic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*” (“ASU 2021-08”), which is intended to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in practice and inconsistency related to the recognition of an acquired contract liability and the effect of payment terms on subsequent revenue recognized. ASU 2021-08 became effective for the Company beginning January 1, 2023. The adoption of the standard did not have a material impact on the Company’s Unaudited Condensed Interim Consolidated Financial Statements.

On March 31, 2022, the FASB issued ASU 2022-02, “*Financial Instruments—Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures*” (“ASU 2022-02”), which eliminates the accounting guidance on troubled debt restructurings for creditors and amends the guidance on “vintage disclosures” to require disclosure of current-period gross write-offs by year of origination. ASU 2022-02 also updates the requirements related to accounting for credit losses under the current guidance and adds enhanced disclosures for creditors with respect to loan refinancing and restructuring for borrowers experiencing financial difficulty. ASU 2022-02 became effective for the Company beginning January 1, 2023. The adoption of the standard did not have a material impact on the Company’s Unaudited Condensed Interim Consolidated Financial Statements.

Recently Issued Accounting Standards

In March 2023, the FASB issued ASU 2023-01, *Leases (Topic 842), Common Control Arrangements* (ASU 2023-01), which requires an entity to determine whether a related party arrangement between entities under common control is a lease. If the arrangement is determined to be a lease, an entity must classify and account for the lease on the same basis as an arrangement with an unrelated party (on the basis of legally enforceable terms and conditions). ASU 2023-01 is effective for the Company beginning January 1, 2024 with early adoption permitted. The Company is currently evaluating the effect of adopting this accounting standard.

3. CONCENTRATIONS OF BUSINESS AND CREDIT RISK

The Company maintains cash balances at its physical locations, which are not currently insured, and with various U.S. banks and credit unions with balances in excess of the Federal Deposit Insurance Corporation and National Credit Union Share Insurance Fund limits, respectively. The failure of a bank or credit union where the Company has significant deposits could result in a loss of a portion of such cash balances in excess of the insured limit, which could materially and adversely affect the Company’s business, financial condition and results of operations. As of March 31, 2023 and December 31, 2022, the Company has not experienced any losses with regards to its cash balances.

The Company provides certain credit terms in the normal course of business to customers located throughout California. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical and projected future trends, and other information. For the three months ended March 31, 2023 and 2022, there were two (2023) and one (2022) customer(s), respectively, that comprised 31% and 28%, respectively, of the Company’s revenues. As of March 31, 2023, the two customers had a balance due to the Company of \$3,325,654. As of December 31, 2022, these customers had a balance due to the Company of \$5,240,179.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

4. INVENTORY

As of March 31, 2023 and December 31, 2022, inventory consists of the following:

	<u>2023</u>	<u>2022</u>
Raw Materials	\$ 3,971,935	\$ 3,270,597
Work-in-Process	5,522,903	4,428,440
Finished Goods	<u>5,185,830</u>	<u>4,358,533</u>
Total Inventory	<u>\$ 14,680,668</u>	<u>\$ 12,057,570</u>

5. INVESTMENTS

The Company has various investments in entities in which it holds a significant but non-controlling interest through voting equity or through representation on the entities' board of directors or equivalent governing bodies. Accordingly, the Company was deemed to have significant influence resulting in the Company accounting for these investments under the equity method.

	<u>LOB Group, Inc.</u>	<u>5042 Real Estate Investment,</u>	<u>Lompoc TIC, LLC</u>	<u>TOTAL</u>
Balance at of December 31, 2022	\$ 2,303,470	\$ 1,779,599	\$ 163,123	\$ 4,246,192
(Loss) Gain on Equity Method Investments	<u>(2,303,470)</u>	<u>48,570</u>	<u>(8,797)</u>	<u>(2,263,697)</u>
Balance at March 31, 2023	<u>\$ -</u>	<u>\$ 1,828,169</u>	<u>\$ 154,326</u>	<u>\$ 1,982,495</u>

During the three months ended March 31, 2023 and 2022, the Company recorded net loss from equity method investments of \$2,263,697 and \$353,659, respectively. These investments are recorded at the amount of the Company's initial investment and adjusted for the Company's share of the investee's income or loss and dividends paid.

6. PROPERTY, PLANT AND EQUIPMENT

As of March 31, 2023 and December 31, 2022, property, plant and equipment consist of the following:

	<u>2023</u>	<u>2022</u>
Land	\$ 70,888,383	\$ 70,888,383
Buildings	140,083,996	140,042,534
Finance Leases	301,022	301,022
Furniture and Fixtures	657,344	471,696
Leasehold Improvements	14,533,299	10,927,265
Equipment and Software	8,258,014	8,050,827
Construction in Progress	<u>3,582,558</u>	<u>6,447,286</u>
Total Property, Plant and Equipment	238,304,616	237,129,013
Less Accumulated Depreciation and Amortization	<u>(23,831,504)</u>	<u>(20,412,118)</u>
Property, Plant and Equipment, Net	<u>\$ 214,473,112</u>	<u>\$ 216,716,895</u>

During the three months ended March 31, 2023 and 2022, the Company recorded depreciation expense of \$3,419,388 and \$2,567,994, respectively. The amount of depreciation recognized for finance leases during the three months ended March 31, 2023 and 2022 was \$15,091 and nil, respectively, see "Note 12 – Leases" for further information. Additionally, during the three months ended March 31, 2023 and 2022, the Company capitalized interest to property and equipment of \$85,748 and \$432,066, respectively.

GLASS HOUSE BRANDS INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

7. BUSINESS ACQUISITION

The purchase price allocation for the Plus Products Holding Inc. (“Plus”) business acquisition completed on April 28, 2022, as set forth in the table below, reflect various preliminary fair value estimates and analyses that are subject to change within the measurement period as the valuation is finalized. The primary areas of the preliminary purchase price allocation that are not yet finalized relate to the tax impact of the acquisition, fair values of certain tangible assets, the valuation of intangible assets acquired and residual goodwill. The Company expects to continue to obtain information to assist in determining the fair value of the net assets acquired at the acquisition date during the measurement period. Measurement period adjustments that the Company determines to be material will be applied in the period the adjustment is determined to the acquisition in the Company’s Unaudited Condensed Interim Consolidated Financial Statements, and, depending on the nature of the adjustments, other periods subsequent to the period of acquisition could be affected. The acquisition noted below was accounted for in accordance with ASC 805 “*Business Combinations*”.

At the acquisition date for Plus, the Company determined that it would surrender Plus’s cannabis license, and as a result the Company made a measurement period adjustment as of March 31, 2023, to allocate the value from the cannabis license intangible asset to goodwill in the amount of \$12,900,000. See “*Note 8 – Intangible Assets*” and “*Note 9 – Goodwill*” for further information. This adjustment was recognized prospectively, and the revised preliminary allocation of purchase price from the Plus business acquisition completed on April 28, 2022, is as follows:

	Plus Products Holding Inc.
<i>Closing Date:</i>	<i>April 28, 2022</i>
<u>Total Consideration</u>	
Convertible Debenture Notes	\$ 16,257,104
Restricted Stock Units Issued	188,122
Derivative Asset	(251,020)
Contingent Restricted Stock Units	5,460,000
Fair Value of Equity Issued	<u>9,707,414</u>
Total Consideration	<u>\$ 31,361,620</u>
<u>Net Assets Acquired (Liabilities Assumed)</u>	
Current Assets ⁽²⁾	\$ 6,454,308
Operating Right-of-Use Asset	294,159
Property, Plant and Equipment	789,779
Non-Current Assets	93,662
Current Liabilities Assumed	(1,339,301)
Lease Liabilities	(111,970)
Intangible Assets:	
Intellectual Property	5,100,000
Customer Relationship	<u>2,600,000</u>
Total Intangible Assets	<u>7,700,000</u>
Total Identifiable Net Assets Acquired (Net Liabilities Assumed)	13,880,637
Goodwill ⁽¹⁾	<u>17,480,983</u>
Total Net Assets Acquired	<u>\$ 31,361,620</u>

(1) Goodwill arising from acquisition represents expected synergies, future income and growth, and other intangibles that do not qualify for separate recognition. Generally, goodwill related to dispensaries acquired within a state adds to the footprint of the Company’s dispensaries within the state, giving the Company’s customers more access to the Company’s branded stores. Goodwill related to cultivation and wholesale acquisitions provides for lower costs and synergies of the Company’s growing and wholesale distribution methods which allow for overall lower costs.

(2) Included in current assets acquired in the business combination was cash acquired, accounts receivable, other current assets and inventory as of the acquisition date.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

8. INTANGIBLE ASSETS

As of March 31, 2023 and December 31, 2022, intangible assets consist of the following:

	<u>2023</u>	<u>2022</u>
Definite Lived Intangible Assets		
Customer Relationships	\$ 587,000	\$ 2,600,000
Intellectual Property	4,777,000	8,290,000
Total Definite Lived Intangible Assets	5,364,000	10,890,000
Less Accumulated Amortization	(1,603,665)	(1,186,665)
Definite Lived Intangible Assets, Net	<u>3,760,335</u>	<u>9,703,335</u>
Indefinite Lived Intangible Assets		
Cannabis Licenses	26,048,500	38,948,500
Total Indefinite Lived Intangible Assets	26,048,500	38,948,500
Total Intangible Assets, Net	<u>\$ 29,808,835</u>	<u>\$ 48,651,835</u>

For the three months ended March 31, 2023 and 2022, the Company recorded amortization expense related to intangible assets of \$417,000 and \$39,500, respectively. During the three months ended March 31, 2023, the Company recognized \$2,013,000 and \$3,513,000 of other than temporary impairment in customer relationships and intellectual property. There was no such impairment recognized during the three months ended March 31, 2022.

The following is the future minimum amortization expense to be recognized for the years ended December 31:

<u>December 31:</u>		
2023 (remaining)		\$ 661,100
2024		807,933
2025		782,600
2026		662,600
2027		520,102
Thereafter		326,000
Total Future Amortization Expense		<u>\$ 3,760,335</u>

9. GOODWILL

As of March 31, 2023 and December 31, 2022, goodwill was \$17,227,583 and \$21,808,566, respectively.

Goodwill is assigned to the reporting unit, which is the operating segment level or one level below the operating segment. Goodwill arises when the purchase price for acquired businesses exceeds the fair value of tangible and intangible assets acquired less assumed liabilities. Goodwill is reviewed annually for impairment or more frequently if impairment indicators arise. The goodwill impairment test compares the fair value of a reporting unit with its carrying amount. The amount by which the carrying amount exceeds the reporting unit's fair value is recognized as a goodwill impairment loss. During the three months ended March 31, 2023, management noted indications of impairment on the goodwill of its CPG reporting unit and recorded an impairment expense of \$17,480,983. No such indications of impairment were noted during the three months ended March 31, 2022.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As of March 31, 2023 and December 31, 2022, accounts payable and accrued liabilities consist of the following:

	<u>2023</u>	<u>2022</u>
Accounts Payable	\$ 10,101,011	\$ 6,869,941
Accrued Liabilities	12,045,346	12,183,677
Accrued Payroll and Related Liabilities	1,506,929	2,009,598
Sales Tax and Cannabis Taxes	<u>2,198,223</u>	<u>1,270,572</u>
Total Accounts Payable and Accrued Liabilities	<u>\$ 25,851,509</u>	<u>\$ 22,333,788</u>

The Company offers a customer loyalty rewards program that allows members to earn discounts on future purchases. Unused discounts earned by loyalty rewards program members are included in accrued liabilities and recorded as a sales discount at the time a qualifying purchase is made. The value of points accrued as of March 31, 2023 and December 31, 2022, was approximately \$1,179,000 and \$999,000, respectively.

11. CONTINGENT SHARES AND EARNOUT LIABILITIES

As of March 31, 2023, activity related to the contingent shares and earnout liabilities consist of the following:

Balance at December 31, 2022	\$ 14,656,666
Change in Fair Value of Contingent Liabilities	<u>3,402,763</u>
Balance at March 31, 2023	<u>\$ 18,059,429</u>

During the three months ended March 31, 2023 and 2022, the Company recorded losses on change in fair value of contingent liabilities of \$3,402,763 and \$6,481,242, respectively.

12. LEASES

The below are the details of the lease cost and other disclosures regarding the Company's leases for the three months ended March 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Finance Lease Cost:		
Amortization of Finance Lease Right-of-Use Assets	\$ 15,051	\$ -
Interest on Lease Liabilities	13,802	-
Operating Lease Cost	600,418	191,287
Short-Term Lease Costs	<u>254,452</u>	<u>166,945</u>
Total Lease Expenses	<u>\$ 883,723</u>	<u>\$ 358,232</u>
	<u>2023</u>	<u>2022</u>
Cash Paid for Amounts Included in the Measurement of Lease Liabilities:		
Operating Cash Flows from Finance Leases	\$ 14,064	\$ -
Operating Cash Flows from Operating Leases	\$ 568,995	\$ 187,671
Financing Cash Flows from Finance Leases	\$ 15,453	\$ -
Weighted-Average Remaining Lease Term (Years) - Finance Leases	3	-
Weighted-Average Remaining Lease Term (Years) - Operating Leases	7	7
Weighted-Average Discount Rate - Finance Leases	20.40%	-
Weighted-Average Discount Rate - Operating Leases	12.00%	17.00%

GLASS HOUSE BRANDS INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

12. LEASES (Continued)

Future minimum lease payments under non-cancelable finance and operating leases as of March 31, 2023 are as follows:

December 31:	Operating Leases		Finance Leases ⁽¹⁾	
	Third Parties	Related Parties	Third Parties	Total
2023 (remaining)	\$ 1,030,754	\$ 691,117	\$ 88,552	\$ 1,810,423
2024	1,399,456	931,720	118,069	2,449,245
2025	1,399,104	874,271	148,656	2,422,031
2026	1,372,745	890,899	-	2,263,644
2027	1,126,862	908,026	-	2,034,888
Thereafter	2,138,205	3,166,607	-	5,304,812
Total Future Minimum Lease Payments	8,467,126	7,462,640	355,277	16,285,043
Less Imputed Interest	(2,620,231)	(2,626,096)	(89,923)	(5,336,250)
Present Value of Lease Liability	5,846,895	4,836,544	265,354	10,948,793
Less Current Portion of Lease Liability	(384,814)	(738,148)	(70,256)	(1,193,218)
Present Value of Lease Liability, Net of Current Portion	\$ 5,462,081	\$ 4,098,396	\$ 195,098	\$ 9,755,575

(1) Finance-type lease right-of-use assets recorded in property, plant and equipment as of March 31, 2023 and December 31, 2022. As of March 31, 2023 and December 31, 2022, the current portion of finance-type lease liabilities is recorded in accounts payable and accrued liabilities, and the non-current portion of finance-type lease liabilities is recorded in other non-current liabilities.

On September 14, 2021, the Company entered into an agreement to lease out a portion of its real property at approximately \$500,000 per month for 36 months. However, lease payments to the Company are abated if certain contingencies are met by the lessee. As of March 31, 2023, such contingencies are expected to be met, and as a result, no rental income was recognized by the Company.

The Company leases certain business facilities from related parties and third parties under non-cancellable operating lease agreements that specify minimum rentals. The operating leases require monthly payments ranging from \$800 to \$56,000 and expire through November 2032. Certain lease monthly payments may escalate up to 5.0% each year. In such cases, the variability in lease payments is included within the current and noncurrent operating lease liabilities.

13. NOTES PAYABLE AND CONVERTIBLE DEBENTURES

As of March 31, 2023 and December 31, 2022, notes payable consist of the following:

	2023	2022
Term loan payable maturing in November 30, 2026, bearing interest at 10.00 percent per annum	\$ 50,000,000	\$ 50,000,000
Convertible Debentures	16,006,084	16,006,084
Other	472,914	442,222
Total Notes Payable	66,478,998	66,448,306
Less Unamortized Debt Issuance Costs and Loan Origination Fee	(3,544,323)	(3,789,358)
Net Amount	\$ 62,934,675	\$ 62,658,948
Less Current Portion of Notes Payable	(48,037)	(40,237)
Notes Payable, Net of Current Portion	\$ 62,886,638	\$ 62,618,711

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

13. NOTES PAYABLE AND CONVERTIBLE DEBENTURES (Continued)

Senior Secured Credit Agreement

On December 9, 2021 (the “Senior Secure Closing Date”), the Company entered into a senior secured term loan agreement, as amended (the “Credit Agreement”), for total available proceeds of up to \$100,000,000 with funds managed by a U.S.-based private credit investment fund and other third-party lenders (together, the “Senior Secured Lender”). Effective December 10, 2021, the Company closed on an initial term loan through the Credit Agreement of \$50,000,000. The principal amount under the Credit Agreement will be paid in monthly installments in an aggregate amount equal to 1.25% per annum of the original principal amount, 24 months following the Senior Secure Closing Date, with a maturity date through November 30, 2026. Interest will be paid, beginning December 31, 2021, in monthly installments equal to the floating base rate plus the applicable term margin, or 5.25%. The interest rate will not be less than 10% per annum or exceed 12% per annum. As of March 31, 2023 and December 31, 2022, the interest rate was 10% and 10%, respectively.

Two additional delayed draw term loans may be requested by the Company in an amount equal to the principal amount of \$25,000,000 (or such lesser amount as agreed) each. The Company has optional and mandatory prepayments. Mandatory prepayments include any voluntary and involuntary sale or disposition of assets by the Company or any restricted subsidiaries. The outstanding principal amount of the obligation will be repaid by 100% of cash proceeds received from the sale or disposition of assets with certain exemptions as defined in the Credit Agreement. As of the Senior Secure Closing Date, the Company deposited an interest reserve in the amount of \$3,000,000 into an escrow account and included as restricted cash in the Condensed Consolidated Balance Sheets as of March 31, 2023 and December 31, 2022. Additionally, the Company’s real properties held in Glass House Farm LLC, Magu Farm LLC and GH Camarillo LLC were pledged as security.

The Credit Agreement contains a financial covenant which requires the Company to maintain liquidity in excess of \$10,000,000 at all times. In March 2023, the Company entered into an amendment to the Credit Agreement by which the Senior Secured Lender waived and deferred enforcement of certain covenants which require the company to maintain a specific minimum debt service coverage ratio beginning with the quarter ending on June 30, 2023. In connection with the amendment to the Credit Agreement, the Company will pay an amount equal to 2% of the aggregate principal amount of the loan outstanding as of August 1, 2023.

Amendments to the Senior Secured Credit Agreement

On January 21, 2022, the Company amended and restated the Credit Agreement (the “1st Amendment”) wherein certain events of default were waived.

On May 12, 2022, the Company amended and restated the Credit Agreement (the “2nd Amendment”) wherein certain events of default were waived, and the Company entered into an incremental term loan in the amount of \$10,000,000 (the “Incremental Term Loan”), for total available proceeds of \$110,000,000. The Incremental Term Loan bore interest at a rate of 10% per annum and payable in monthly installments. In addition, a 1% fee of the outstanding principal amount of the Incremental Term Loan was payable in monthly installments beginning August 1, 2022, with a maturity date through October 31, 2022. In connection with the Incremental Term Loan, the Company issued 175,000 warrants to the Senior Secured Lender, with an exercise price of \$11.50 per share, to acquire each Equity Share until June 26, 2026. The fair value of the warrants were determined using Level 1 inputs as these warrants are openly traded on a stock exchange. During the year ended December 31, 2022, the Company recorded an additional debt discount of \$89,250 related to the change in terms of the Credit Agreement. In addition to receiving the \$10,000,000 in Incremental Term Loan, the Company paid \$579,000 in direct loan fees, which are recorded as a debt discount.

On August 30, 2022, the Company repaid the \$10,000,000 Incremental Term Loan in cash. In accordance with ASC 470 “*Modifications and Extinguishments*,” the Company recorded \$489,647 of unamortized debt discount as a loss on extinguishment of debt during the year ended December 31, 2022.

Convertible Debentures

The Company has an aggregate of 20,005 unsecured convertible debenture notes which consist of 12,003 debenture notes (the “Series A Notes”) and 8,002 debenture notes (the “Series B Notes”) (collectively, the “Plus Convertible Notes”). The Plus Convertible Notes accrue interest at 8.00% per annum payable in semi-annual arrears until April 15, 2027 (the “Maturity Date”). Interest is payable in cash, by the issuance of the Company’s Equity Shares or a combination of both at the sole discretion of the Company, based on the 10-day VWAP of the Equity Shares ending 5 trading days prior to the interest payment date with a fixed exchange rate of USD\$1.00 to CAD\$1.27.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

13. NOTES PAYABLE AND CONVERTIBLE DEBENTURES (Continued)

The Series A Notes are redeemable, at the sole option of the Company, in full or in part on a pro rata basis, and payable in cash, by the issuance of the Company's Equity Shares, or a combination of both, at any time through the Maturity Date based on the higher of (i) the 10-day VWAP of the Equity Shares ending 5 trading days prior to the redemption date, or (ii) \$4.08.

The Series B Notes are redeemable, at the sole option of the Company, in full or in part on a pro rata basis, and payable in cash, by the issuance of the Company's Equity Shares, or a combination of both, at any time through the Maturity Date based on the lower of (i) the 10-day VWAP of the Equity Shares ending 5 trading days prior to the redemption date, or (ii) \$10.00 per Equity Share. In the event the Company's Equity Shares achieve a closing price of \$10.00 per share over any period greater than or equal to 20 consecutive trading days, each holder of the Series B Notes may elect to convert all or a portion of their holdings into the Company's Equity Shares based on a conversion price of \$10.00 per Equity Share. As of March 31, 2023, the Company recorded \$11,894,989 and \$4,111,095 for the Series A Notes and Series B Notes, respectively. The conversion features of the Series A Notes and Series B Notes were bifurcated from the related notes and classified as derivatives due to the variability of price in accordance with ASC 815. Accordingly, the fair value of the conversion features for the Series A Notes and Series B Notes were measured at fair value using a discounted cash flow model that is based on unobservable inputs. During the three months ended March 31, 2023 and 2022, the Company recorded a change in derivative asset of approximately \$13,000 and nil, respectively, as a component of change in fair value of derivatives in the Unaudited Condensed Interim Consolidated Statements of Operations.

Scheduled maturities of notes payable for the years ended December 31:

<u>December 31:</u>	<u>Principal Payments</u>
2023 (remaining)	\$ 663,505
2024	7,554,232
2025	7,557,658
2026	7,561,308
2027	7,761,211
Thereafter	<u>35,381,084</u>
Total Future Minimum Principal Payments	<u>\$ 66,478,998</u>

14. SHAREHOLDERS' EQUITY

As of March 31, 2023 and December 31, 2022, the authorized share capital of the Company is comprised of an unlimited number of (i) the Subordinate Voting Shares, (ii) the Restricted Voting Shares, (iii) the Limited Voting Shares, (iv) the Multiple Voting Shares and (v) the Preferred Shares.

Multiple Voting Shares

The Company is authorized to issue an unlimited number of Multiple Voting Shares without nominal or par value. Holders of Multiple Voting Shares are entitled to receive notice of any meeting of shareholders of the Company, and to attend, vote and speak at such meetings, except those meetings at which only holders of a specific class of shares are entitled to vote separately as a class under the *Business Corporations Act* (British Columbia). On all matters upon which holders of Multiple Voting Shares are entitled to vote, each Multiple Voting Share entitles the holder thereof to 50 votes per Multiple Voting Share. Multiple Voting Shares are not entitled to dividends and are not convertible. The Multiple Voting Shares have a three (3)-year sunset period that will expire June 29, 2024, upon which they will be automatically redeemed for \$0.001 per Multiple Voting Share.

Equity Shares

The holders of each class of the Equity Shares are entitled to receive notice of, to attend (if applicable, virtually) and to vote at all meetings of shareholders of the Company, except that they are not able to vote (but are entitled to receive notice of, to attend and to speak) at those meetings at which the holders of a specific class are entitled to vote separately as a class under the *Business Corporations Act* (British Columbia) and except that holders of the Limited Voting Shares are not entitled to vote for the election of directors of the Company. The Subordinate Voting Shares and the Restricted Voting Shares carry one vote per share on all matters. The Limited Voting Shares carry one vote per share on all matters except the election of directors, as the holders of the Limited Voting Shares do not have any entitlement to vote in respect of the election for directors of the Company.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

14. SHAREHOLDERS' EQUITY *(Continued)*

In the case of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holders of the Equity Shares are entitled, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Equity Shares (including any liquidation preference on any issued and outstanding Multiple Voting Shares and/or Preferred Shares), to participate ratably the Company's remaining property along with all holders of the other classes of the Equity Shares (on a per share basis).

Exchangeable Shares of MPB Acquisition Corp.

Exchangeable Shares are part of the authorized share capital of MPB, a wholly-owned subsidiary of the Company, which entitle their holders to rights that are comparable to those rights attached to the Equity Shares. The Exchangeable Shares carry one vote per share, and the aggregate voting power of the Exchangeable Shares must not exceed 49.9% of the total voting power of all classes of shares of MPB. Until a holder exchanges their Exchangeable Shares for the Equity Shares, the holder of such Exchangeable Shares will not have the right to vote at meetings of the shareholders of the Company, though they will have the right to vote at meetings of the shareholders of MPB, including with respect to altering the rights of holders of any of the Exchangeable Shares, or if MPB decides to take certain actions without fully protecting the holders of any of the Exchangeable Shares, or as otherwise required by law. The Exchangeable Shares are exchangeable at any time, on a one-for-one basis, for the Equity Shares at the option of the holder.

The Company treats the Exchangeable Shares as options, each with a value equal to an Equity Share, which represents the holder's claim on the equity of the Company. Pursuant to the terms of the Exchangeable Shares, the Company and MPB are required to maintain the economic equivalency of such Exchangeable Shares with the publicly traded Equity Shares of the Company. This means the Exchangeable Shares are required to share the same economic benefits and retain the same proportionate ownership in the assets of the Company as the holders of the Equity Shares. The Company has presented these Exchangeable Shares as a part of shareholders' equity within these Consolidated Financial Statements due to (i) the fact that they are economically equivalent to the Equity Shares, and (ii) the holders of the Exchangeable Shares are subject to restrictions on transfer under US securities laws but may dispose of the Exchangeable Shares without such restriction by exchanging them for Equity Shares. Changes in these assumptions would affect the presentation of the Exchangeable Shares from shareholders' equity to non-controlling interests; however, there would be no impact on earnings per share.

Preferred Shares GH Group, Inc.

The authorized total number of preferred shares (the "GH Group Preferred Shares") of GH Group is 50,000,000 of which 45,000,000 shares are designated as shares of Series A Preferred Shares ("GH Group Series A Preferred"), 55,000 shares are designated as shares of Series B Preferred Shares ("GH Group Series B Preferred") and 5,000 shares of Series C Preferred Shares ("GH Group Series C Preferred"). Holders of the GH Group Preferred Shares are entitled to receive notice of and attend any meeting of the shareholders of GH Group but are not entitled to vote. The GH Group Preferred Shares do not carry any voting rights and are not convertible. In the event of a liquidation, voluntary or involuntary, dissolution or winding-up of GH Group, the holders of outstanding GH Group Preferred Shares are entitled to be paid out of the assets of GH Group available for distribution to its stockholders, before any payment shall be made to the holders of GH Group common stock, of which holders of GH Group Series B Preferred are to receive payment prior to holders of GH Group Series A Preferred and GH Group Series C Preferred. GH Group has the right to redeem all or a portion of the GH Group Preferred Shares from a holder for an amount equal to the liquidation value and all unpaid accrued and accumulated dividends.

The GH Group Series A Preferred carries a 15% cumulative dividend rate, which increases by 5% in the year following the first anniversary of the date of issuance. The GH Group Series B Preferred and the GH Group Series C Preferred carry a 20% cumulative dividend rate, which increases by 2.5% annually after the second anniversary and until the 54-month anniversary of the initial issuance. Dividends are payable if and when declared by GH Group's board of directors.

There were nil and nil shares of the GH Group Series A Preferred issued and outstanding as of March 31, 2023 and December 31, 2022, respectively; there were 49,969 and 49,969 shares of the GH Group Series B Preferred issued and outstanding as of March 31, 2023 and December 31, 2022, respectively; and there were 5,000 and 4,700 shares of the GH Group Series C Preferred issued and outstanding as of March 31, 2023 and December 31, 2022, respectively. In accordance with the provisions above, the Company recorded dividends to the holders of the GH Group Preferred Shares in the amount of \$2,831,990 and \$869,721 for the three months ended March 31, 2023 and 2022, respectively.

GLASS HOUSE BRANDS INC.
Notes to Unaudited Condensed Interim Consolidated Financial Statements
(Amounts Expressed in United States Dollars Unless Otherwise Stated)

14. SHAREHOLDERS' EQUITY *(Continued)*

Non-Controlling Interest

Non-controlling interest represents equity interests owned by parties that are not shareholders of the ultimate parent. The share of net assets attributable to non-controlling interests is presented as a component of equity. Their share of net income or loss is recognized directly in equity. Changes in the parent company's ownership interest that do not result in a loss of control are accounted for as equity transactions.

The Company recorded a loss attributable to a non-controlling interest during the three months ended March 31, 2023 and 2022 of \$53,014 and \$22,596, respectively. The value of the equity issuances issued to non-controlling interest members were determined using the estimated fair value of the equity of the Company.

Share and Equity Transactions During the Period

On March 31, 2023, the Company through its subsidiary, GH Group, closed on a private placement financing of 300 GH Group Series C Preferred Shares with an aggregate face value of \$300,000. In conjunction with these transactions, the Company issued 200 Company warrants. The warrants have an exercise price of \$5.00 per warrant which expire in August 2027. The Company recorded the fair value of the Series C Preferred Shares in the amount of \$215,826, which is net of the value allocated to the newly issued warrants of \$84,174. The Series C Preferred Shares are accounted for as mezzanine non-controlling Interest as the Series C Preferred Shares redemption feature is not in the sole control of the Company. The Series C Preferred Shares were recorded to its redemption value as of March 31, 2023 with an adjustment of \$84,174.

Variable Interest Entity

The below table summarizes information for entities the Company has concluded to be VIE's as the Company possesses the power to direct activities through various agreements. Through these agreements, the Company can significantly impact the VIE and thus holds a controlling financial interest. This information represents amounts before intercompany eliminations.

As of and for the three months ended March 31, 2023, the aggregate balances of the VIE included in the accompanying Consolidated Balance Sheets and Consolidated Statements of Operations are as follows below.

	<u>2023</u>
Current Assets	\$ 128,816
Non-Current Assets	\$ 2,329,865
Total Assets	<u>\$ 2,458,681</u>
Non-Current Liabilities	\$ 240,460
Total Liabilities	<u>\$ 247,960</u>
Revenues, Net	<u>\$ 60,000</u>
Net Income Attributable to Non-Controlling Interest	<u>\$ 28,193</u>

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

15. SHARE-BASED COMPENSATION

The Company has an amended and restated equity incentive plan (the “Incentive Plan”) under which the Company may issue various types of equity instruments or instruments that track to equity, more particularly the Equity Shares, to employees, officers, consultants and non-employee directors. The types of equity instruments issuable under the Incentive Plan encompass, among other things, stock options, unrestricted stock bonus, and restricted stock units (together, the “Awards”). The Awards are expensed and recorded as a component of general and administrative costs. The maximum number of the Awards that may be issued under the Incentive Plan is 10% of the fully-diluted Equity Shares of the Company (inclusive of the Equity Shares issuable in exchange for unrestricted Exchangeable Shares) as calculated using the treasury method. The Incentive Plan is an “evergreen” plan, meaning that if an Award expires, becomes un-exercisable, or is cancelled, forfeited or otherwise terminated without having been exercised or settled in full, as the case may be, the Equity Shares allocable to the unexercised portion of an Award shall again become available for future grant or sale under the Incentive Plan (unless the Incentive Plan has terminated by its terms), and the number of the Awards available for grant will increase as the number of issued and outstanding Equity Shares increases. Granting and vesting of the Awards are determined by and recommended to the Board for approval by the Compensation, Nomination and Corporate Governance Committee of the Board of Directors. The exercise price for options (if applicable) will generally not be less than the fair market value of the Award at the time of grant and will generally expire after 5 years.

Stock Options

A reconciliation of the beginning and ending balance of stock options outstanding is as follows:

	Number of Stock Options	Weighted- Average Exercise Price
Balance as of December 31, 2022	1,452,887	\$ 2.84
Forfeited	(580)	\$ 3.08
Balance as of March 31, 2023	<u>1,452,307</u>	\$ 2.84

The following table summarizes the stock options that remain outstanding as of March 31, 2023:

Security Issuable	Exercise Price	Expiration Date	Stock Options Outstanding
Equity Shares	\$2.26	October 2024	629,641
Equity Shares	\$3.08	April 2025	115,917
Equity Shares	\$3.08	January 2026	598,054
Equity Shares	\$4.60	October 2026	108,695
			<u>1,452,307</u>

As of March 31, 2023 and December 31, 2022, options vested and exercisable were 1,446,137 and 1,400,593, respectively. During the three months ended March 31, 2023 and 2022, the Company recognized \$152,662 and \$497,367, respectively, in share-based compensation expense related to these stock options and is included as a component of general and administrative expense in the Unaudited Condensed Interim Consolidated Statements of Operations. As of March 31, 2023 options outstanding have a weighted-average remaining contractual life of 2.2 years.

Restricted Stock Units

A reconciliation of the beginning and ending balance of restricted stock units outstanding is as follows:

	Number of Restricted Stock Units
Balance as of December 31, 2022	2,000,534
Granted	29,089
Converted	(155,721)
Balance as of March 31, 2023	<u>1,873,902</u>

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

15. SHARE-BASED COMPENSATION (Continued)

During the three months ended March 31, 2023 and 2022, the Company recognized \$1,478,426 and \$2,185,090, respectively, in stock-based compensation related to restricted stock units and is included as a component of general and administrative expense in the Unaudited Condensed Interim Consolidated Statements of Operations. The fair value of the restricted stock units issued during the three months ended March 31, 2023 were determined using the value of the Equity Shares at the time of grant.

Stock Appreciation Right Units

GH Group issued 230,752 stock appreciation rights (“SARs units”) to various employees of the Company. The SARs vest 33% one year after the grant date and the remaining 67% vest monthly over two years. Vested and exercised SARs will receive cash in the amount of the SARs exercised multiplied by the excess of the fair market value of an Equity Share over the stated strike price of the SAR. As the SARs are cash-settled, the Company recognizes the value of the SAR as liabilities which are included in accounts payable and accrued liabilities in the Condensed Consolidated Balance Sheets. As of March 31, 2023, the Company recorded a liability of nil.

A reconciliation of the beginning and ending balance of the SARs outstanding is as follows:

	<u>Number of Stock Appreciation Rights Units</u>
Balance as of December 31, 2022	99,861
Forfeited	<u>(13,503)</u>
Balance as of March 31, 2023	<u>86,358</u>

During the three months ended March 31, 2023 and 2022, the Company recognized nil and \$68,665, respectively, in expense related to the SARs units.

Warrants

A reconciliation of the beginning and ending balance of warrants outstanding is as follows:

	<u>Number of Warrants</u>	<u>Weighted- Average Exercise Price</u>
Balance as of December 31, 2022	44,258,882	\$ 9.80
Granted	<u>60,000</u>	<u>\$ 5.00</u>
Balance as of March 31, 2023	<u>44,318,882</u>	\$ 9.80

The following table summarizes the warrants that remain outstanding as of March 31, 2023:

<u>Security Issuable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>	<u>Warrants Outstanding</u>	<u>Warrants Exercisable</u>
Equity Shares	\$11.50	June 2026	30,664,500	30,664,500
Equity Shares	\$10.00	June 2024	2,654,445	2,654,445
Equity Shares	\$5.00	August 2027	10,999,937	10,999,937
			<u>44,318,882</u>	<u>44,318,882</u>

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

15. SHARE-BASED COMPENSATION (Continued)

For the three months ended March 31, 2023, the fair value of the warrants granted with a fixed exercise price and fair valued using level 3 inputs, was determined using the Black-Scholes option-pricing model with the following assumptions at the time of grant:

	<u>2023</u>
Weighted-Average Risk-Free Annual Interest Rate	3.60%
Weighted-Average Expected Annual Dividend Yield	0.0%
Weighted-Average Expected Stock Price Volatility	105.50%
Weighted-Average Expected Life in Years	5.00
Weighted-Average Estimated Forfeiture Rate	0.0%

During the three months ended March 31, 2023, the weighted-average fair value of warrants granted was \$1.95, per warrant. There were no warrants issued during the three months ended March 31, 2022 that required fair valuing using level 3 inputs. As of March 31, 2023, warrants outstanding have a weighted-average remaining contractual life of 3.4 years.

16. LOSS PER SHARE

The following is a reconciliation for the calculation of basic and diluted loss per share for the three months ended March 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Net Loss Attributable to the Company	\$ (38,732,087)	\$ (19,803,168)
Less Dividends and Increase in Redemption Values of GH Group Preferred Shares	<u>(2,916,164)</u>	<u>-</u>
Net Loss Attributable to the Company	(41,648,251)	(19,803,168)
Weighted-Average Shares Outstanding - Basic and Diluted	<u>72,460,677</u>	<u>57,200,435</u>
Loss Per Share Attributable to the Company - Basic and Diluted	<u>\$ (0.57)</u>	<u>\$ (0.35)</u>

Diluted loss per share is the same as basic loss per share as the issuance of shares on the exercise of convertible debentures, warrants and share options are anti-dilutive.

17. PROVISION FOR INCOME TAXES AND DEFERRED INCOME TAXES

Provision for income taxes consists of the following for the three months ended March 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Current:		
Federal	\$ 1,821,538	\$ 452,913
State	<u>469,820</u>	<u>232,844</u>
Total Current	<u>2,291,358</u>	<u>685,757</u>
Deferred:		
Federal	140,207	(1,536,402)
State	<u>(10,048)</u>	<u>(499,955)</u>
Total Deferred	<u>130,159</u>	<u>(2,036,357)</u>
Total Provision for Income Taxes	<u>\$ 2,421,517</u>	<u>\$ (1,350,600)</u>

The Company has used a discrete effective tax rate method to calculate taxes for the three months ended March 31, 2023 and 2022. The Company determined that since small changes in estimated ordinary income would result in significant changes in the estimated annual effective tax rate, the historical method would not provide a reliable estimate for the fiscal three-month periods ended March 31, 2023 and 2022.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

17. PROVISION FOR INCOME TAXES AND DEFERRED INCOME TAXES (Continued)

As the Company operates in the cannabis industry, it is subject to the limits of IRC Section 280E (“Section 280E”) for U.S. federal income tax purposes under which the Company is only allowed to deduct expenses directly related to the cost of goods sold. This results in permanent differences between ordinary and necessary business expenses deemed nonallowable under Section 280E, and the Company deducts all operating expenses on its state tax returns.

The Company has determined that the tax impact of its corporate overhead allocation was less likely than not to be sustained on the merits as required under ASC 740 “Income Taxes” due to the evolving interpretations of Section 280E. As a result, the Company included in the balance of total unrecognized tax benefits as of March 31, 2023 and December 31, 2022, potential benefits of \$4,681,541 and \$4,291,319, respectively, that if recognized would impact the effective tax rate on income from operations. Unrecognized tax benefits that reduce a net operating loss, similar to tax loss or tax credit carryforwards, are presented as a reduction to deferred income taxes.

The Company’s evaluation of tax positions was performed for those tax years which remain open for audit. The Company on occasion may be assessed interest or penalties by the taxing authorities, although any such assessments historically have been minimal and immaterial to the Company’s financial results. In the event the Company is assessed for interest and/or penalties, such amounts will be classified as income tax expense in the financial statements.

As of March 31, 2023, the Company’s federal tax returns since 2019 and state tax returns since 2018 are still subject to adjustment upon audit. No tax returns are currently being examined by any taxing authorities. While it is reasonably possible that certain portions of the unrecognized tax benefit may change from a lapse in applicable statute of limitations, it is not possible to reasonably estimate the effect of any amount of such a change to previously recorded uncertain tax positions in the next 12 months.

18. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company’s operations are subject to a variety of local and state regulations. Failure to comply with one or more of these regulations could result in fines, restrictions on its operations, or revocation, cancellation, non-renewal or other losses of permits, licensed and entitlements that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state statutes, regulations, and ordinances as of March 31, 2023 and December 31, 2022, cannabis laws and regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties or restrictions in the future.

Royalty

Effective as of May 9, 2019, Sweet & Salty, Inc., a California corporation (“Lender”), and GH Brands LLC, a California limited liability company and subsidiary of the Company (“GH Brands”), entered into a License and Services Agreement, pursuant to which Lender granted to GH Brands an exclusive, transferable, sublicensable, right and license to use, exploit and incorporate the name, nicknames, initials, signature, voice, image, likeness, and photographic or graphic representations of likeness, statements and biography of the artist Annabella Avery Thorne, professionally known as Bella Thorne, for all purposes relating to or in connection with the development, quality control, cultivation, extraction, manufacture, production, branding, testing, advertising, marketing, promotion, commercialization, packaging, distribution, exploitation and/or sale of the products of GH Brands and its affiliates. The term of the License and Service Agreement is 3 years, with the right to renew upon 60 days prior notice for an additional 2-year term. Royalty fees for Bella Thorne branded boxes are 10% for the 1st year and 12% for years 2 to 5. Royalty fees for flower products and accessories are 6% for the 1st year, 7% for the 2nd year and 8% for years 3 to 5. Minimum guarantee fees are recoupable against royalties for an initial term of \$1,000,000 (\$50,000 initial payment, \$200,000 for the 1st year, \$375,000 for the 2nd year and \$375,000 for the 3rd year). The agreement provides an option to renew for a 2-year term with a guaranteed minimum fee of \$1,500,000 (\$750,000 for the 4th year and \$750,000 for the 5th year). During the three months ended March 31, 2023 and 2022, the Company recognized expenses related to these royalties in the amount of \$30,206 and \$93,750, respectively. As of March 31, 2023 and December 31, 2022, the Company has \$508,333 and \$508,333, respectively, due under this royalty agreement which are included in accounts payable and accrued liabilities in the Condensed Consolidated Balance Sheets. The Company has not exercised the option to renew the License and Services Agreement.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

18. COMMITMENTS AND CONTINGENCIES (Continued)

Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of March 31, 2023 and December 31, 2022, there were no pending or threatening lawsuits that could be reasonably assessed to have resulted in a probable loss to the Company in an amount that can be reasonably estimated. As such, no accrual has been made in the Consolidated Financial Statements relating to claims and litigations. As of March 31, 2023 and December 31, 2022, there were also no proceedings in which any of the Company's directors, officers or affiliates were an adverse party to the Company or had a material interest adverse to the Company's interest.

Element 7 Transaction and Litigation

Effective February 23, 2021, GH Group entered into a Merger and Exchange Agreement (the "E7 Merger Agreement") with Element 7 CA, LLC ("E7") whereby GH Group had the right, subject to satisfactory completion of due diligence and other conditions, to obtain all of the limited liability company membership or other equity interests held by E7 in seventeen holding companies that hold the rights to certain in-process state and local cannabis retail licenses or license applications, some of which are partially owned. In addition, GH Group entered into a License Development and Consulting Agreement (the "E7 License Agreement", and together with the E7 Merger Agreement, the "E7 Agreements") with E7 to provide certain retail consulting services to develop and obtain up to thirty-four cannabis retail licenses in exchange for the payment of certain fees as set forth in the E7 License Agreement. In November 2021, GH Group terminated the E7 Agreements based on a breach of contractual terms by E7, and as of December 31, 2021, GH Group had converted certain pre-closing financing payments and consulting fees into notes receivable in the amount of \$2,274,167. As of March 31, 2023 and December 31, 2022, the notes receivable was fully reserved by the Company. As of December 31, 2021, the Company had received certain limited liability company membership or other equity interests in one E7 entity out of seventeen entities that were contractually committed to be transferred under the E7 Merger Agreement.

On November 4, 2021, GH Group filed a lawsuit in the Superior Court for the County of Los Angeles, Central District (Case No. 21STCV40401) against E7 and its principals and owners Josh Black and Robert "Bobby" DiVito (together, "Element 7") for a variety of claims, including fraud and breach of contract and demanded performance under the E7 Agreements.

The court proceeding was subsequently withdrawn by the Company without prejudice, and on March 13, 2022, GH Group entered into an agreement with American Patriot Brands, Inc. ("APB") to jointly file suit against Element 7 to enforce the transfer of certain contractually committed licenses (the "Joint Litigation Agreement"). GH Group and APB jointly refiled a complaint against Element 7 in the Superior Court of California, County of Los Angeles (Case No. 22STCV09323). The Superior Court severed the claims of GH Group and APB, which resulted in APB's claims remaining in Superior Court and GH Group's claims being adjudicated in Signature Arbitration (Case No. LQMGL) (collectively, the "Element 7 Proceeding").

Under the terms of the Joint Litigation Agreement, GH Group will pay all legal fees for GH Group and APB's joint litigation against Element 7. GH Group will have the option to purchase any E7 license or licensed entity interests recovered by APB from Element 7 that were included in the E7 Merger Agreement, that either have a state or local permit and a valid lease, or a local permit that is without a real property site but is in a competitive license jurisdiction, in each case at a valuation of \$750,000 per E7 license or licensed entity, paid in Equity Shares at the 10-day VWAP calculated as of the date of such purchase. In addition, under the Joint Litigation Agreement, GH Group also has the right of first refusal to purchase any other E7 licenses or licensed entity outside of the foregoing groups, and the right to terminate the Joint Litigation Agreement at any time.

19. RELATED PARTY TRANSACTIONS

Leases

Neo Street Partners LLC, a company partially owned by an executive and board member of the Company, entered into a five-year lease with a subsidiary of the Company. The lease, which commenced in October 2018, provides for an initial annual base rent payment of \$213,049 increasing to \$243,491 for years two to five. Rent expense for the three months ended March 31, 2023 and 2022 were \$60,873 and \$60,873, respectively.

3645 Long Beach LLC, a company partially owned by an executive and board member of the Company, entered into a five-year lease with a subsidiary of the Company. The lease, which commenced in December 2019, provides for an initial annual base rent payment of \$64,477 increasing to \$69,352 for year two and increasing five percent per annum thereafter. Rent expense for the three months ended March 31, 2023 and 2022 were \$19,115 and \$18,494, respectively.

GLASS HOUSE BRANDS INC.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

(Amounts Expressed in United States Dollars Unless Otherwise Stated)

19. RELATED PARTY TRANSACTIONS (Continued)

Isla Vista GHG LLC, a company partially owned by executives and board members of the Company, entered into a ten-year lease with a subsidiary of the Company. The lease, which commences on the first calendar day after the Company publicly announces the opening of the retail location at the leased property (“Commencement Date”), provides for an initial monthly rent of \$5,000 starting April 19, 2022 until the Commencement Date. Effective on the Commencement Date, the initial annual base rent payment will be \$144,000 and increasing three percent per annum thereafter. Rent expense for the three months ended March 31, 2023 and 2022 were \$67,250 and nil, respectively.

In August 2022, Kazan Trust dated December 10, 2004, a trust owned by an executive and board member of the Company, acquired partial ownership of a real estate entity that entered into a ten-year lease with a subsidiary of the Company. The lease, which commenced in July 2022, provides for an initial annual base rent payment of \$36,489 increasing three percent per annum thereafter. Rent expense for the three months ended March 31, 2023 and 2022 were \$9,122 and nil, respectively.

Consulting Agreement

Beach Front Property Management Inc, a company that is majority-owned by an executive and board member of the Company, entered into a consulting agreement with the Company dated September 28, 2020. The monthly consulting fee is \$10,860 for mergers and acquisitions advisory and assistance and real estate acquisition and financing services. The agreement may be terminated by either party for any/or no reason without penalty upon seven days written notice. Consulting fees for the three months ended March 31, 2023 and 2022 were \$32,580 and \$32,580, respectively.

20. REVENUES, NET

Revenues, net of discounts, are disaggregated as follows for the three months ended March 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Retail	\$ 9,372,703	\$ 4,858,233
Wholesale	19,649,301	9,114,138
Revenues, Net	<u>\$ 29,022,004</u>	<u>\$ 13,972,371</u>

21. SUBSEQUENT EVENTS

Acquisition of Retail Dispensary

On April 21, 2023, the Company completed the acquisition of NHC Turlock, LLC (“NHC Turlock”), a California retail dispensary, through GHG-NHC Turlock Inc., a wholly owned subsidiary of the Company. The Company completed the acquisition of NHC Turlock upon its opening in April 2023. Pursuant to the terms of the merger agreement, calculation and payment of consideration for the acquisition of NHC Turlock will occur at the end of its sixth full quarter of operations, at six times its annualized EBITDA in that quarter. The consideration will be paid 80% in stock priced at the 25-day volume-weighted average price (VWAP) of Equity Shares as of that quarter end and 20% in the form of an unsecured, subordinated promissory note bearing interest of 8% annually and maturing after the four-year anniversary of the closing date. The Company is currently assessing the impact and accounting of this transaction.