



**Ascend Wellness Holdings**  
Q3 2022 Company Presentation

# CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

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# OVERVIEW



Vertically integrated operator with assets in Illinois, Michigan, Ohio, Massachusetts, New Jersey, and Pennsylvania.

Owens and operates state-of-the-art cultivation facilities; grows award-winning strains and produces a curated selection of products.

<b>Tickers</b>	CSE: AAWH.U; OTCQX: AAWH	<b>EV<sup>1</sup></b>	\$573M
<b>Founded</b>	2018	<b>Market Cap<sup>1</sup></b>	\$355M
<b>Headquarters</b>	New York	<b>Revenue<sup>(2)</sup> / YoY Growth</b>	2020 \$144M / +1100% 2021 \$332M / +131% 2022E \$402M / + 21%
<b>Employees</b> (as of current)	~2,000	<b>Adj. EBITDA<sup>(2)</sup> / Margin</b>	2020 \$31M / 21.5% 2021 \$79M / 23.9% 2022E \$91M
<b>States of Operation</b>	NJ, MI, OH, IL, MA, PA	<b>EV / 2022E Revenue<sup>(2)</sup></b>	1.4x
<b>Dispensaries</b> (as of current)	23 open	<b>EV / 2022E Adj. EBITDA<sup>(2)</sup></b>	6.3x
<b>Cultivation</b> (as of current)	5 open	<b>Total Debt, net<sup>(3)</sup> / Cash</b>	\$310M / \$91M

(1) Market cap equals 195.1 million Fully Diluted Shares Outstanding calculated per treasury share method times 9/30/22 share price of US\$1.82 on the CSE. Market cap plus ~\$219 net debt equals Enterprise Value.

(2) 2022 estimates based on consensus as of 11/3/22

(3) Total Debt, net is equal to Total debt less unamortized deferred financing costs.

# EXPANDING FOOTPRINT

## 6 states

## 23 operating dispensaries



### ILLINOIS

8 retail  
2 dispensary pending close<sup>2</sup>  
1 cultivation / processing

### NEW JERSEY

3 retail  
1 cultivation / processing

### MICHIGAN

7 retail  
1 planned retail<sup>1</sup>  
1 cultivation / processing

### MASSACHUSETTS

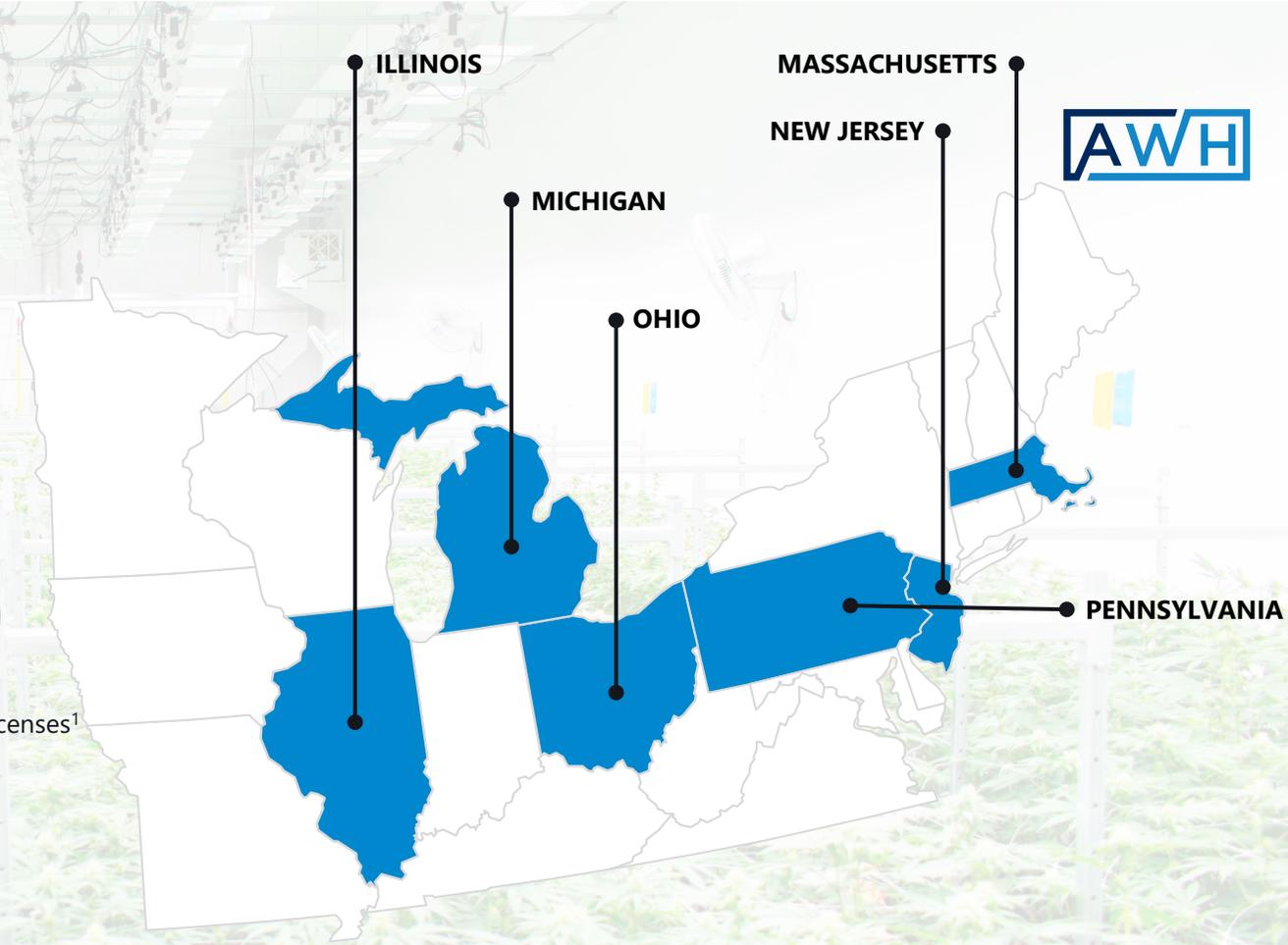
2 retail  
1 planned retail<sup>1</sup>  
1 cultivation / processing

### OHIO

2 medical retail  
3 pending medical retail<sup>2</sup>  
1 cultivation / processing

### PENNSYLVANIA<sup>1</sup>

1 retail  
5 planned medical retail licenses<sup>1</sup>  
1 planned cultivation / processing



1. License is owned by AWH, but the site is not yet operational and/or under construction. Includes Century, MI; New Bedford, MA; and 5 Pennsylvania dispensaries.  
2. Includes pending acquisition of Ohio Patient Access LLC (3 OH dispensaries), Homecoming paper IL dispensary license (to be sited in Tinley Park, IL), and InLabs paper IL dispensary license.  
Note: Timeline illustrative; does not necessarily reflect scale.

# ASCEND INVESTMENT THESIS



**FOCUS: ACHIEVE SCALE IN SELECT LIMITED LICENSE MARKETS**

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**KEY FLAGSHIP LOCATIONS IN MARKETS WITH HIGH BARRIERS TO ENTRY**

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**DISCIPLINED CAPITAL ALLOCATION; SUCCESSFUL EXECUTION OF M&A**

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**MANAGEMENT WITH PROVEN TRACK RECORD OF EXECUTION IN IL**

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**CONTINUED MARGIN IMPROVEMENT AS MORE ASSETS ARE "TURNED ON"**

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**STRONG FINANCIALS AND REVENUE GROWTH**

# POISED FOR CONTINUED SUCCESS IN NEXT CHAPTER



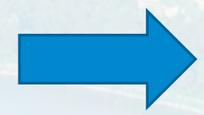
*Tremendous progress achieving original goals; prepared for success in next chapter with a new leader*

## ORIGINAL THESIS

## TODAY



**Key flagship locations:  
location, location, location**

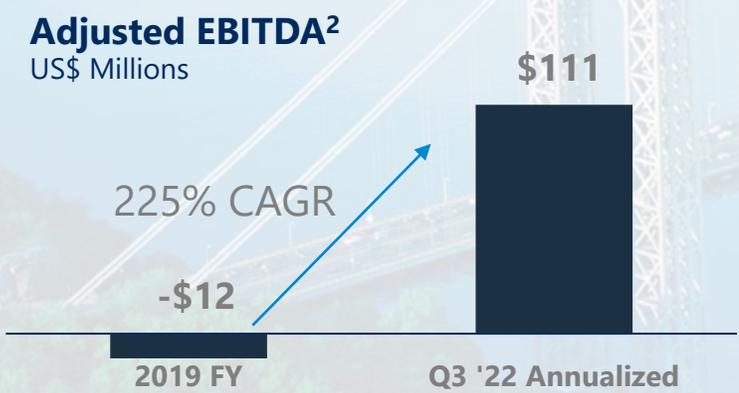


**\$15.3 million**  
ANNUALIZED REVENUE  
PER DISPENSARY

**Operate in limited-license states  
with high-barriers to entry**



**6** STATES WITH POPULATIONS  
TOTALING OVER **50** MILLION



**Execute to become  
top-tier operator**



TOP BRAND & RETAILER IN  
ILLINOIS; **25%<sup>2</sup>** ADJUSTED  
EBITDA MARGIN

**Disciplined capital allocation &  
balance sheet focus**



**\$91 million<sup>3</sup>**  
CASH ON HAND; NO  
NEAR-TERM MATURITIES

(1) Revenue growth to Q3 2022 annualized (\$445M) over 4-year period (2019 to 2022). Revenue net of intercompany sales.

(2) Adjusted EBITDA growth to Q3 2022 annualized (\$113M) over 4-year period (2019 to 2022). Adjusted EBITDA is a non-GAAP financial measure. Please see the "GAAP Reconciliations" at the end of this presentation for a reconciliation of non-GAAP to GAAP measures.

(3) Cash and equivalents on hand as of 9/30/22 and no near-term maturities.

# 4 OF TOP 10 REC MARKETS AND 2 OF TOP 3 MEDICAL MARKETS



State	Population (2021 in Millions) <sup>(1)</sup>	Total Number of Dispensaries (2021) <sup>(2,3)</sup>	Population Per Dispensary	State Rank <sup>(4)</sup>	2020E Legal plus Illicit Sales (\$U.S. Billions) <sup>(4)</sup>
<b>RECREATIONAL</b>					
Illinois	12.7	115	115,000	4	\$3.2
Michigan	10.1	448	22,500	5	\$2.8
New Jersey	9.3	28	620,000	7	\$2.2
Massachusetts	7.0	130	54,000	9	\$1.9
<b>MEDICAL</b>					
Ohio	11.8	53	223,000	3	\$2.7
Pennsylvania	13.0	136	103,000	2	\$2.9

1. 2021 Census. U.S. Census Bureau's Vintage 2021 national and state population estimates.

2. Grown In Cannabis fact Sheet, January 2022; medical and recreational dispensaries.

3. Pennsylvania DOH, Medical Marijuana Dispensaries in Pennsylvania, as of February 2022.

4. "Initiate on US Cannabis: Generational Wealth Opportunity, Avg. Upside >100%", Jefferies, July 7, 2021. Rank based on 2020E legal and illicit sales by the state in each respective categories (medical vs recreational).



PENNSYLVANIA  
Scranton



CHICAGO  
River North



ST. LOUIS AREA  
Collinsville



NEW JERSEY  
Rochelle Park



BOSTON  
Boston Garden /  
Faneuil Hall



NEW JERSEY  
Fort Lee

## HIGHLY DESIRABLE FLAGSHIP LOCATIONS

- Top locations in each state
- From strategically located in the retail corridor near St. Louis to minutes from the George Washington Bridge, NJ Turnpike, and NJ Rt. 46

# GOOD-BETTER-BEST BRAND STRATEGY

*3 in-house brands fill the good-better-best spectrum; coupled with partner brands to target additional demographics*

## I SIMPLY HERB



**AVAILABLE** IL, MA, MI, NJ

**FORM FACTORS** Flower, pre-rolls

**POTENCY** Flower THC 18-22%

**CONSUMER** The price conscious consumer

**PRICE** \$\$\$\$\$

## OZONE



**AVAILABLE** IL, MA, MI, NJ, OH

**FORM FACTORS** Edibles, vapes, flower, glass joints, pre-rolls

**POTENCY** Flower THC 22-25%

**CONSUMER** Cannabis consumer looking for a quality, trusted, everyday brand

**PRICE** \$\$\$\$\$

## OZONE RESERVE



**AVAILABLE** IL, MA

**FORM FACTORS** Edibles, vape, flower, infused pre-rolls, concentrates

**QUALITY** Flower THC 25%+; broad terpene profiles, higher quality buds, etc

**CONSUMER** Provides the most exceptional cannabis experience to the 'canna-connoisseur'

**PRICE** \$\$\$\$\$



(1) BDSA bottom 25th percentile ARP in MA, IL, and MI Q3-Q4 2021

# Q3 FINANCIAL HIGHLIGHTS



## Y/Y: Q3'21 VS. Q3'22

### Net Revenue Growth<sup>1</sup>

US\$ Millions



### Adj. Gross Profit / Margin<sup>2</sup>

US\$ Millions



### Adj. EBITDA / Margin<sup>2</sup>

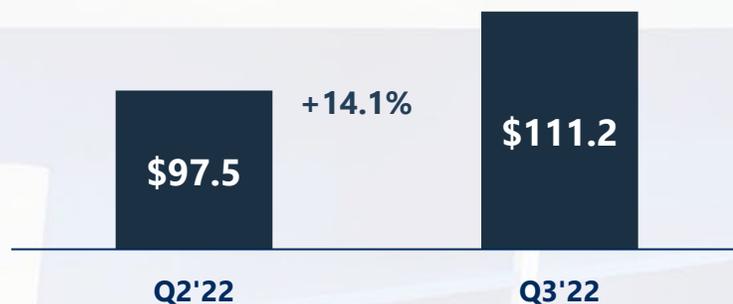
US\$ Millions



## Q/Q: Q2'22 VS. Q3'22

### Net Revenue Growth<sup>1</sup>

US\$ Millions



### Adj. Gross Profit / Margin<sup>2</sup>

US\$ Millions



### Adj. EBITDA / Margin<sup>2</sup>

US\$ Millions



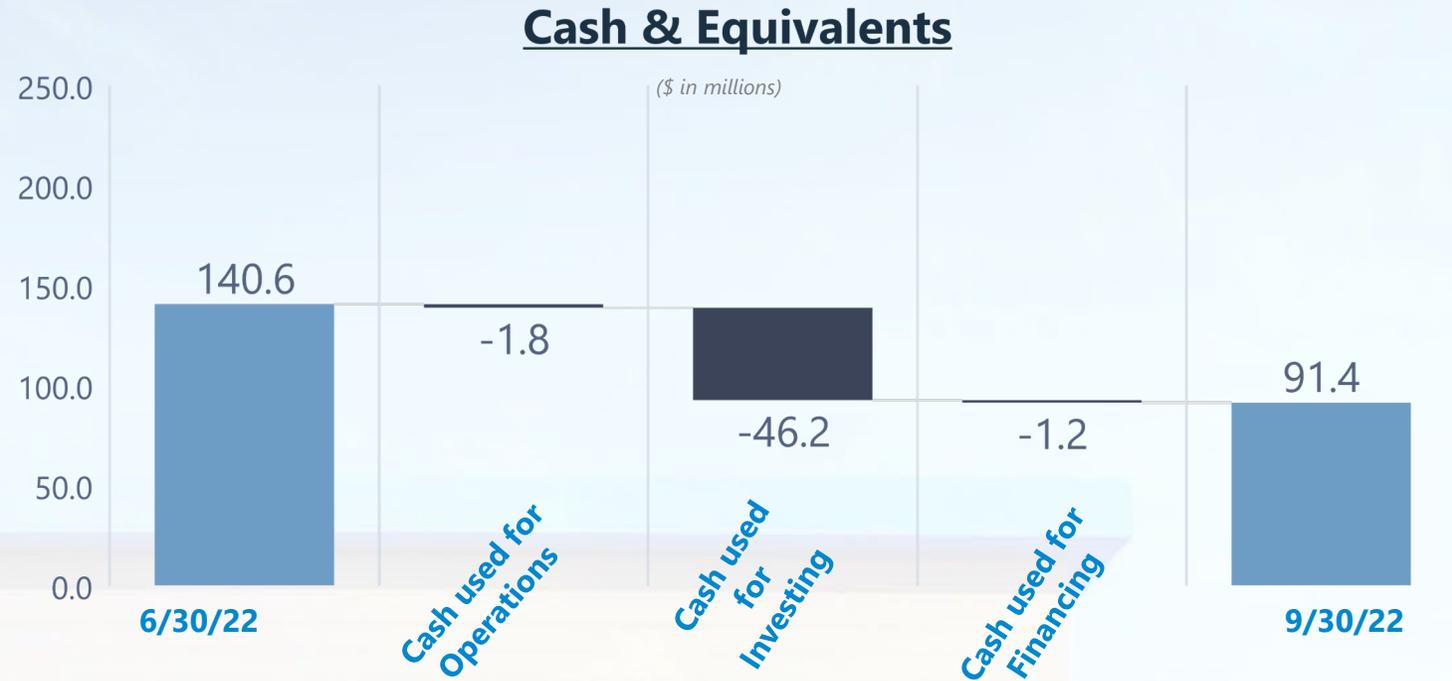
(1) Net revenue excludes revenue from intercompany sales.

(2) Adjusted Gross Profit / Margin and Adjusted EBITDA / Margin are non-GAAP financial measures. Please see the "GAAP Reconciliations" at the end of this presentation for a reconciliation of non-GAAP to GAAP measures.

# Q3 2022 BALANCE SHEET AND CASH FLOW



	9/30/22
<i>(\$ in millions)</i>	
<b>Cash &amp; Equivalents</b>	91.4
<b>Fully Diluted Shares Outstanding Basic &amp; Diluted<sup>(1)</sup></b>	195.1
<b>Total Debt, net<sup>(2)</sup></b>	310.4
<b>Net Debt<sup>(3)</sup></b>	219.0
<b>Enterprise Value<sup>(4)</sup></b>	573.2



- \$1.8M net cash used for operations inclusive of a \$6M use to support working capital
- \$46.2M net cash used for investing, which includes investments into PA cultivation and retail, NJ cultivation, and M&A transactions
- \$1.2M net cash used for financing repayments

(1) Includes 187.9M Class A Common Shares, 65k Class B shares, 7.1M of unvested Restricted Stock Units and/or Restricted Stock Awards There are 5.9M warrants outstanding, none of which were in the money at quarter-end; 2.8M have an exercise price of \$4.00/sh and 3.1M have an exercise price of \$3.10/sh. Dilution was calculated using the treasury stock method and a 9/30/22 share price of US\$1.82 on the CSE.

(2) Total Debt, net is equal to Total debt less unamortized deferred financing costs.

(3) Net debt is equal to Total Debt, net less Cash & Equivalents.

(4) Market cap equals 195.1 million FDSO times 9/30/22 share price of US\$1.82 on the CSE. Market cap plus ~\$219 net debt equals Enterprise Value.

Note: waterfall may not foot due to rounding.

# USE OF NON-GAAP FINANCIAL METRICS AND ADDITIONAL INFORMATION

This presentation includes certain non-GAAP financial measures as defined by the SEC including Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Adjusted EBITDA Margin. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are included in the appendix. This information should be considered as supplemental in nature and not as a substitute for, or superior to, any measure of performance prepared in accordance with GAAP.

We define "Adjusted Gross Profit" as gross profit excluding non-cash inventory costs, which include depreciation and amortization included in cost of goods sold, equity-based compensation included in cost of goods sold, start-up costs included in cost of goods sold, and other non-cash inventory adjustments. We define "Adjusted Gross Margin" as Adjusted Gross Profit as a percentage of net revenue. Our "Adjusted EBITDA" is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. We define "Adjusted EBITDA Margin" as Adjusted EBITDA as a percentage of net revenue. Management calculates Adjusted EBITDA as the reported net loss, adjusted to exclude: income tax expense; other (income) expense; interest expense; depreciation and amortization; depreciation and amortization included in cost of goods sold; non-cash inventory adjustments; equity-based compensation; equity-based compensation included in cost of goods sold; start-up costs; start-up costs included in cost of goods sold; transaction-related and other non-recurring expenses; litigation settlement; and gain or loss on sale of assets. Accordingly, management believes that Adjusted EBITDA provides meaningful and useful financial information, as this measure demonstrates the operating performance of the business. Non-GAAP financial measures may be considered in addition to the results prepared in accordance with U.S. GAAP, but they should not be considered a substitute for, or superior to, U.S. GAAP results.

# PIPELINE OF ASSETS



*Significant upside from assets "turning on"*



Smithfield, PA  
Cultivation Phase 1



Grand , MI  
Dispensary



3<sup>rd</sup> PA  
Dispensary-  
location TBD



10<sup>th</sup> IL  
Dispensary- location TBD



5<sup>th</sup> PA  
Dispensary - location TBD



Franklin, NJ  
Cultivation Phase 2



Tinley Park, IL  
Dispensary



Cincinnati, OH  
Dispensary



6<sup>th</sup> PA  
Dispensary - location TBD



Scranton, PA  
Dispensary



Sandusky, OH  
Dispensary



Hemma, OH  
Cultivation Phase 2



Wayne, PA  
Dispensary



Piqua, OH  
Dispensary



New Bedford, MA  
Dispensary



4<sup>th</sup> PA  
Dispensary-  
location TBD

Q4 '22

Q1 '23

Q2 '23

Q3 '23

Q4 '23

2024+

# GAAP RECONCILIATIONS (\$000S)

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	FY 2021	Q1 2022	Q2 2022	Q3 2022
<b>Adjusted Gross Profit</b>								
<b>Gross Profit</b>	\$ 29,667	\$ 34,516	\$ 40,954	\$ 30,835	\$ 135,972	\$ 23,447	\$ 32,968	\$ 36,636
<i>Gross Margin</i>	44.9%	41.4%	43.4%	34.8%	40.9%	27.6%	33.8%	32.9%
Depreciation and amortization included in cost of	2,162	2,387	2,063	3,000	9,612	2,943	3,953	4,722
Equity-based compensation included in cost of goods			349	2,580	2,929	3,995	3,167	2,629
Start-up costs <sup>(1)</sup> included in cost of goods sold						3,923	4,248	2,610
Non-cash inventory adjustments <sup>(2)</sup>	750	2,714	335	1,115	4,914	2,204	112	4,049
<b>Adjusted Gross Profit</b>	<b>\$ 32,579</b>	<b>\$ 39,617</b>	<b>\$ 43,701</b>	<b>\$ 37,530</b>	<b>\$ 153,427</b>	<b>\$ 36,512</b>	<b>\$ 44,448</b>	<b>\$ 50,646</b>
<b>Adjusted Gross Margin</b>	<b>49.3%</b>	<b>47.5%</b>	<b>46.3%</b>	<b>42.4%</b>	<b>46.2%</b>	<b>42.9%</b>	<b>45.6%</b>	<b>45.5%</b>

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	FY 2021	Q1 2022	Q2 2022	Q3 2022
<b>Adjusted EBITDA</b>								
<b>Net Income / (Loss)</b>	\$ (48,223)	\$ (44,897)	\$ (13,026)	\$ (16,511)	\$ (122,657)	\$ (27,815)	\$ (21,172)	\$ (16,862)
Income tax expense	8,976	11,995	12,307	8,442	41,720	7,107	11,472	11,178
Other (income) expense	(80)	(82)	(44)	(50)	(256)	(103)	(151)	(273)
Interest expense	7,337	36,888	12,376	7,388	63,989	6,031	9,246	8,434
Depreciation and amortization	4,581	4,857	4,583	5,628	19,649	5,675	7,010	7,994
Non-cash inventory adjustments <sup>(5)</sup>	750	2,714	335	1,115	4,914	2,204	112	4,049
Equity-based compensation	2,487	1,711	2,936	11,145	18,279	6,499	7,055	6,382
Start-up costs <sup>(3)</sup>	1,311	1,716	1,227	1,211	5,465	837	1,116	3,953
Start-up costs <sup>(1)</sup> included in cost of goods sold						3,923	4,248	2,610
Transaction-related and other non-recurring	2,178	5,406	2,191	1,434	11,209	6,194	2,027	601
(Gain) / Loss on the sale of assets			649	(44)	605	818	(72)	(296)
Litigation settlement	36,511				36,511	5,000		
<b>Adjusted EBITDA</b>	<b>\$ 15,828</b>	<b>\$ 20,308</b>	<b>\$ 23,534</b>	<b>\$ 19,758</b>	<b>\$ 79,428</b>	<b>\$ 16,370</b>	<b>\$ 20,891</b>	<b>\$ 27,770</b>
<b>Adjusted EBITDA Margin</b>	<b>23.9%</b>	<b>24.4%</b>	<b>24.9%</b>	<b>22.3%</b>	<b>23.9%</b>	<b>19.2%</b>	<b>21.4%</b>	<b>25.0%</b>

(1) Incremental expenses associated with the expansion of activities at our cultivation facilities that are not yet operating at scale, including excess overhead expenses resulting in delays from regulatory approvals at certain cultivation facilities.

(2) Primarily consists of write-offs of expired products and obsolete packaging.

(3) One-time costs associated with acquiring real estate, obtaining licenses and permits, and other costs incurred before commencement of operations at certain locations.

(4) Legal and professional fees associated with litigation matters, potential acquisitions, and other regulatory matters and other non-recurring expenses. The prior year includes expenses related to the Company's Initial Public Offering.

(5) Primarily consists of write-offs of expired products and obsolete packaging. Additionally, during the third quarter of 2022, we recognized a loss of \$4,049 resulting from net realizable value adjustments related to certain inventory items in Michigan.



**ASCEND  
WELLNESS  
HOLDINGS**

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