

MedMen[®]

Annual Information Form

For the year ended June 29, 2019

Dated November 8, 2019

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GENERAL

Reference is made to the audited consolidated financial statements (the “**Financial Statements**”), together with the auditors’ report thereon, and management’s discussion and analysis (the “**MD&A**”) for MedMen Enterprises Inc. (the “**Company**” or “**MedMen**”) for the financial year ended June 29, 2019. Additional financial information is provided in the Financial Statements and MD&A, which are available for review along with other additional information relating to the Company under the Company’s profile on SEDAR at www.sedar.com and on the Company’s website at <https://medmen.com/>.

Unless otherwise noted herein, information in this annual information form (the “**AIF**”) applies to the business activities and operations of the Company for the year ended June 29, 2019, as updated to November 8, 2019. Unless otherwise indicated, references to “\$” are to Canadian dollars.

All references in this AIF to the Company also include references to all subsidiaries of the Company as applicable, unless the context requires otherwise.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This AIF includes “forward-looking information” and “forward-looking statements” within the meaning of Canadian securities laws and United States securities laws. All information, other than statements of historical facts, included in this AIF that addresses activities, events or developments that the Company expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect”, “contemplate” or similar expressions and includes, among others, information regarding: statements relating to the business and future activities of, and developments related to, the Company after the date of this AIF, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company’s business, operations and plans, including information concerning the completion and timing of the completion of contemplated acquisitions, including the contemplated acquisition by the Company from PharmaCann of certain of its assets as a fee in connection with the termination of the PharmaCann Business Combination or alternatively the receipt by the Company from PharmaCann of the applicable Rejected Transfer Fees in the event of any Rejected Transfer, and the contemplated sale of certain real estate assets pursuant to sale and leaseback transactions with Treehouse REIT, expectations regarding whether such proposed transactions will be consummated, including whether conditions to the consummation of such proposed transactions will be satisfied and whether such proposed transactions will be completed on the current terms and contemplated timing, expectations for the effects of such proposed transactions, including the potential number and location of dispensaries and cultivation and production facilities or licenses therefor to be acquired or disposed of, the markets to be entered into by the Company as a result of completing such proposed acquisitions and the effects of such proposed transactions on the capital, financial condition, results of operations and prospects of the Company, expectations regarding the markets to be entered into by the Company as a result of completing such proposed transactions, such as the growth to be experienced by such new markets, and the ability of the Company to successfully achieve its business objectives as a result of completing such proposed transactions, expectations regarding any further real estate sale transactions with Treehouse REIT and the effects thereof on the capital, financial condition, results of operations and prospects of the Company, the contemplated use of proceeds from the various financing sources under which capital has been raised and that are currently available to the Company for additional capital, including the GGP Credit Facility and the ATM Program, the ability of the Company to satisfy the applicable conditions precedent in order to access such additional capital and the timing for satisfying the same and for receipt of such additional capital, the ability of the Company to satisfy the requirements of its debt obligations, including the terms and conditions of the GGP Credit Facility and the October Term Loan, and to repay, renew or refinance such indebtedness upon such indebtedness becoming payable, new revenue streams, the roll out of new dispensaries, including as to number of planned dispensaries to be opened in the future and the timing and location in respect of the same, and related forecasts, estimates of future cultivation, manufacturing and extraction capacity, expectations as

to the development and distribution of the Company's brands and products, the expansion of the Company's customer rewards program, direct-to-consumer delivery service, and in-store pickup service from the current footprint and features, the application for additional licenses and the grant of licenses or renewals of existing licenses that have been applied for, the expansion or upgrade of existing cultivation and production facilities, the construction of additional cultivation and production facilities that are currently undergoing planning or otherwise, the expansion into additional U.S. markets, any potential future legalization of adult-use and/or medical cannabis under U.S. federal law, expectations of market size and growth in the United States and the states in which the Company operates or contemplates future operations and the effect such growth will have on the Company's financial performance, expectations regarding the schedule for the release of outstanding shares or other securities of the Company or its subsidiaries, which are currently subject to lock-up or escrow arrangements, from such arrangements, expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry generally, and other events or conditions that may occur in the future.

Readers are cautioned that forward-looking information and statements are not based on historical facts but instead are based on assumptions, estimates, analysis and opinions of management of the Company at the time they were provided or made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements.

Forward-looking information and statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made including among other things assumptions about: the contemplated acquisitions and dispositions being completed on the current terms and current contemplated timeline; development costs remaining consistent with budgets; production and distribution costs remaining consistent with budgets; ability to manage anticipated and unanticipated costs; favorable equity and debt capital markets; the ability to raise sufficient capital to advance and sustain the business of the Company, including by way of satisfying conditions precedent under existing arrangements entered into by the Company; favorable operating and economic conditions; political and regulatory stability; obtaining and maintaining all required licenses and permits; receipt of governmental approvals and permits; sustained labor stability; stability in financial and capital goods markets; favourable production levels and costs from the Company's operations; the pricing of various cannabis products; the level of demand for cannabis products, including the Company's products; the availability of employees, third party service providers and other inputs for the Company's operations; and the Company's ability to conduct operations in a safe, efficient and effective manner. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information and statements. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements include, among others, risks relating to the concentrated Founder voting control of the Company and the unpredictability caused by the existing capital structure; U.S. regulatory landscape and enforcement related to cannabis, including political risks; risks relating to anti-money laundering laws and regulation; other governmental and environmental regulation; public opinion and perception of the cannabis industry; risks related to the ability to consummate the proposed acquisitions and dispositions and the ability to obtain requisite regulatory approvals and third party consents and the satisfaction of other conditions to

the consummation of the proposed acquisitions and dispositions on the proposed terms and schedule; the potential impact of the announcement or consummation of proposed acquisitions and dispositions on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; the diversion of management time on the proposed acquisitions and dispositions; risks related to the significant limitations and other obligations placed on the Company by its outstanding indebtedness; the inability of the Company to satisfy the applicable conditions precedent under existing arrangements entered into by the Company in order to access additional capital thereunder, including in the case of Tranche 4 of the GGP Credit Facility, the requirement that the Company, on the one hand, and the lenders, on the other hand, must agree to the draw-down of such Tranche, at their discretion, prior to it being able to be completed; risks related to contracts with third party service providers; risks related to the enforceability of contracts; the limited operating history of the Company; reliance on the expertise and judgment of senior management of the Company; risks inherent in an agricultural business; risks related to co-investment with parties with different interests to the Company; risks related to proprietary intellectual property and potential infringement by third parties; risks relating to financing activities including leverage; risks relating to the management of growth; increased costs associated with the Company becoming a publicly traded company; increasing competition in the industry; risks relating to energy costs; risks associated with cannabis products manufactured for human consumption including potential product recalls; reliance on key inputs, suppliers and skilled labour (the availability and retention of which is subject to uncertainty); cybersecurity risks; ability and constraints on marketing products; fraudulent activity by employees, contractors and consultants; tax and insurance related risks; risks related to the economy generally; risk of litigation; conflicts of interest; risks relating to certain remedies being limited and the difficulty of enforcement of judgments and effect service outside of Canada; risks related to future acquisitions or dispositions, including undisclosed or undiscovered liabilities and risks related to integration; sales by existing shareholders; the limited market for securities of the Company; limited research and data relating to cannabis; as well as those risk factors discussed elsewhere herein, including under "Risk Factors".

With respect to certain material forward-looking information and statements in this AIF, the Company notes the following:

- The completion and expansion or renovations of retail locations assumes that funds are available, that the Company obtains the necessary licenses (or amendments to licenses) to permit a larger or new or renovated facility, that all necessary construction permits are issued and that the cost of such construction does not increase such that construction would no longer be economically viable. A failure to obtain necessary permits and licenses, or a delay in such permits and licenses, or an increase in construction costs could result in this completion, expansion or renovation being deferred for a material amount of time or being canceled.
- The expansion of the direct-to-consumer delivery service assumes that the Company obtains appropriate licenses, that the Company is able to hire and retain sufficient staff to operate the expanded service, that capital costs associated with such expansion do not increase materially beyond that budgeted and the Company is otherwise able to successfully expand its delivery infrastructure and network. If the Company is unable to hire and retain sufficient staff to operate the delivery service, if capital costs associated with such expansion increase materially, or if the Company is unsuccessful in expanding its delivery infrastructure and network, the timing as to expansion of direct-to-consumer delivery could be delayed, or the initiative to expand could be cancelled.
- The ability to introduce, and the timing of the introduction of, existing products into additional states and retail locations and new products assumes that the Company's cultivation and production facilities are operating, that new product and brands have sufficient consumer appeal to be stocked by third party retailers and the Company, that

the Company's manufacturing and packaging operations do not face any input constraints and that products can be produced in an efficient and scalable manner. If the Company is faced with operational issues with its facilities, the Company may not be able to supply product for sale under its brands until such issues are corrected. In addition, costs could increase and new product introductions could be delayed or cancelled.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information and statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such information and statements. Accordingly, readers should not place undue reliance on forward-looking information and statements. The forward-looking information and statements contained herein are presented for the purposes of assisting readers in understanding the Company's expected financial and operating performance and the Company's plans and objectives and may not be appropriate for other purposes.

The forward-looking information and statements contained in this AIF represent the Company's views and expectations as of the date of this AIF, unless otherwise indicated. The Company anticipates that subsequent events and developments may cause its views and expectations to change. However, while the Company may elect to update such forward-looking information and statements at a future time, it has no current intention of and assumes no obligation for doing so except to the extent required by applicable law.

MARKET DATA AND INDUSTRY FORECASTS

Market data and industry forecasts used in this AIF were obtained from government or other industry publications, various publicly available sources or based on estimates derived from such publications and reports and management's knowledge of, and experience in, the markets in which the Company operates. Government and industry publications and reports generally indicate that they have obtained their information from sources believed to be reliable, but do not guarantee the accuracy and completeness of their information. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although the Company believes that these sources are generally reliable, the accuracy and completeness of such information is not guaranteed and have not been independently verified by the Company and as such the Company does not make any representation as to the accuracy of such information. Further, market and industry data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. See also "Cautionary Statement Regarding Forward-Looking Information".

CORPORATE STRUCTURE

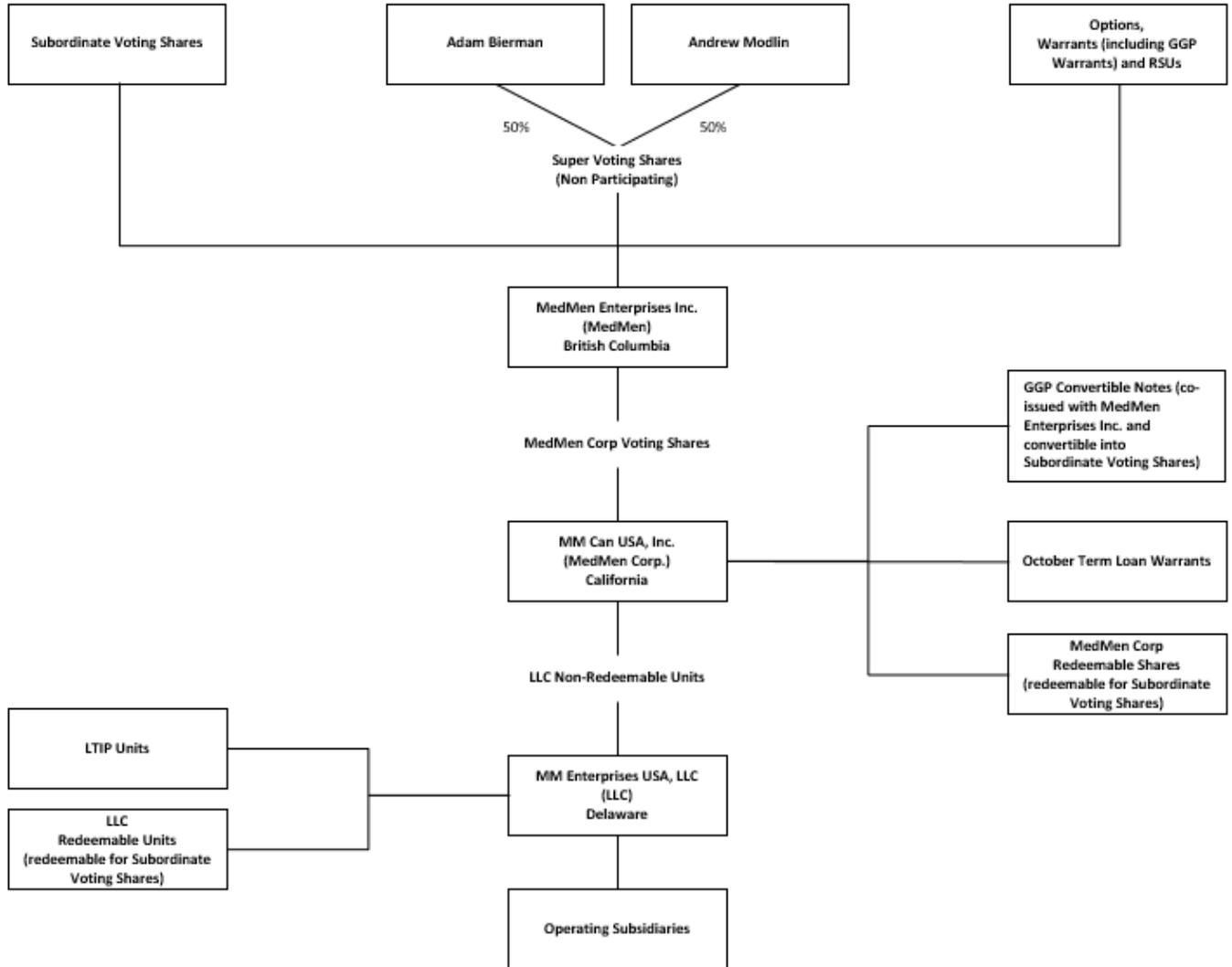
The Company was incorporated in the Province of British Columbia under the BCBCA on May 21, 1987. On August 28, 2017, the Company changed its name from T.M.T. Resources Inc. to Ladera, and consolidated its outstanding common shares (the "**Ladera Common Shares**") on a 10 old for one (1) new basis. On May 28, 2018, in connection with the MedMen Reverse Takeover, the Company (i) consolidated its outstanding Ladera Common Shares on a 9.2623 old for one (1) new basis by way of resolution of its board of directors (without any corporate filings being necessary), and (ii) filed an alteration to its Notice of Articles with the British Columbia Registrar of Companies to change its name from Ladera Ventures Corp. to MedMen Enterprises Inc. and to amend the rights and restrictions of its existing class of common shares, redesignate such class as the class of Subordinate Voting Shares and create the Super Voting Shares (collectively, the "**Share Terms Amendment**").

The Company's head office is located at 10115 Jefferson Boulevard, Culver City, California 90232 and registered office is located at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

Pursuant to the MedMen Reverse Takeover among the Company (then Ladera) and the LLC, a series of transactions was completed on May 28, 2018 resulting in a reorganization of the LLC and Ladera and pursuant to which Ladera became the indirect parent and sole voting unitholder of the LLC. The MedMen Reverse Takeover constituted a reverse takeover of Ladera by the LLC under applicable securities laws.

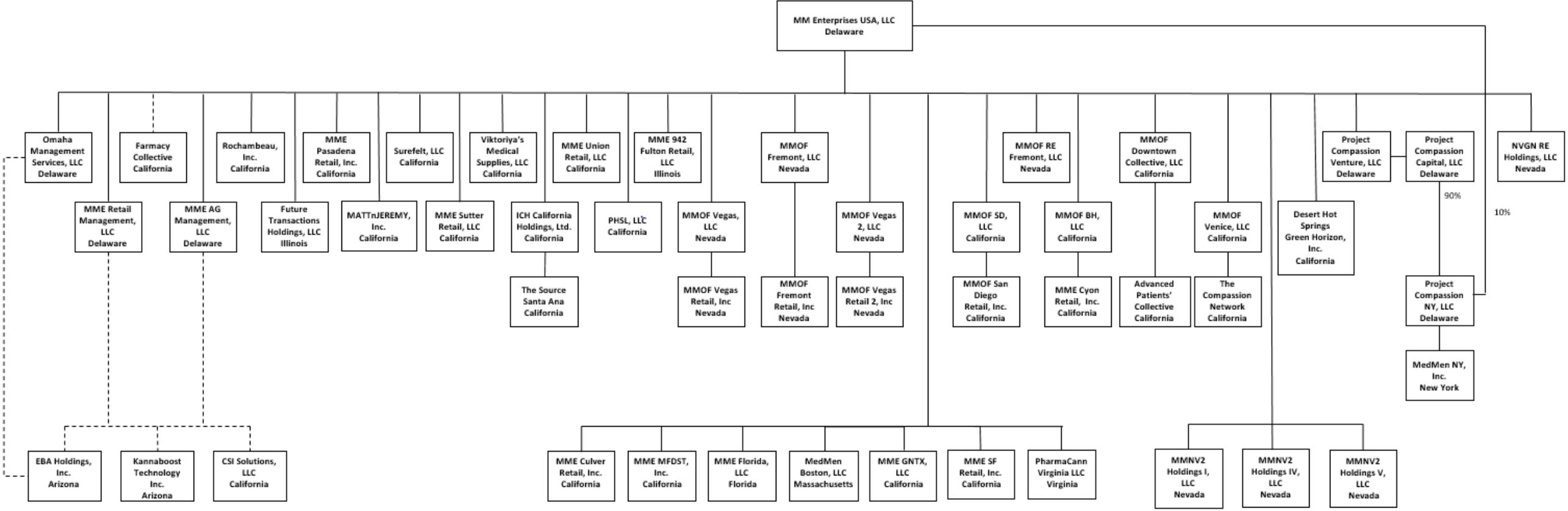
The LLC was formed as a limited liability company under the laws of the State of Delaware on January 9, 2018 and is governed by a limited liability company agreement dated the same date, as amended and restated as of January 29, 2018, as further amended and restated as of February 8, 2018, as further amended and restated as of May 28, 2018 in connection with the completion of the MedMen Reverse Takeover and as further amended as of March 14, 2019 (the "**A&R LLC Agreement**"). Please see "Description of Unit Capital of the LLC – A&R LLC Agreement" for additional details as to the A&R LLC Agreement.

Set forth below is the organization chart of the Company.



Note: See “Description of Share Capital of MedMen”, “Description of Share Capital of MedMen Corp.” and “Description of Unit Capital of the LLC” for additional details as to the outstanding share and unit capital of the Company, MedMen Corp. and the LLC.

The current organization chart of the LLC, setting out material subsidiaries of the LLC and their jurisdiction of incorporation, formation or organization, is set forth below. Unless otherwise noted, all lines represent 100% ownership of outstanding securities of the applicable entity.



Legend
 ----- Management Agreement
 _____ Ownership Interest

The management agreements noted in the table above are with not-for-profit entities in accordance with applicable law, in respect of which the economic value is derived by MedMen through the management agreements. These are distinguished from the management services provided by MedMen in respect of the MedMen branded Venice Beach (Abbot Kinney) and LAX stores under long term management services agreements. See “Description of the Business – Management Services” for further information about the Company’s management services.

GENERAL DEVELOPMENT OF THE BUSINESS

On January 9, 2018, the LLC was formed as a joint venture to own, operate and develop certain businesses related to the cultivation, manufacturing, distribution and sale of cannabis and cannabis related products under the “MedMen” brand in jurisdictions where such cultivation, manufacturing, distribution and sale is authorized under applicable law. The contributors to the joint venture were MMMG, LLC (“**MMMG**”), a Nevada limited liability company, MedMen Opportunity Fund, LP (“**Fund I**”), a Delaware limited partnership, MedMen Opportunity Fund II, LP (“**Fund II**”), a Delaware limited partnership, The MedMen of Nevada 2, LLC (“**MMNV2**”), a Nevada limited liability company, DHSM Investors, LLC (“**DHS Owner**”), an Ohio limited liability company, and Bloomfield Partners Utica, LLC (“**Utica Owner**”), a New York limited liability company (collectively, the “**Joint Venture Parties**”). Pursuant to the Formation and Contribution Agreement dated January 24, 2018 among the LLC and the Joint Venture Parties (the “**Formation and Contribution Agreement**”), the Joint Venture Parties contributed to the LLC 100% of their respective interests in certain of their assets. Specifically:

- Fund I, Fund II, MMNV2, DHS Owner and Utica Owner (“**SPE Owners**”) contributed 100% of their respective equitable interests in certain of their subsidiaries that own and operate one or more businesses licensed and/or authorized under applicable laws to cultivate, manufacture and/or sell cannabis and related products (these subsidiaries collectively referred to as, the “**SPE Entities**”);
- Such SPE Entities held dispensaries, cultivation and production facilities, real estate, leases, licenses, equitable interests in other cannabis operators, and other assets, all of which were contributed by the SPE Owners through the contribution of their equitable interests in the SPE Entities; and
- MMMG contributed to the LLC all intellectual property, tangible personal property, contracts, agreements/arrangements, and leases and licenses held by MMMG in connection with its business operations at such time, including certain administrative and management services agreements with certain of the SPE Entities.

All contributions made by the Joint Venture Parties, including as described above, form part of MedMen’s business operations in California, Nevada and New York, which are further described herein. In exchange for their contributions, each Joint Venture Party received membership interest in the LLC in accordance with the value of such Joint Venture Party’s contributed assets.

MMMG contributed its applicable assets for US\$110,000,000 in LLC Units. In respect of MMMG, Messrs. Bierman and Modlin are the operating managers and the members of the board of managers and each holds a 20.6% equity interest, Mr. Ganan holds a 5.2% equity interest, Fund I has a 10.2% equity interest and Fund II has a 13.2% equity interest. Fund I contributed its applicable assets for US\$56,618,877 in LLC Units. Messrs. Bierman, Modlin and Ganan each holds a 33.33% indirect voting interest (and each holds a 24.22% indirect equity interest) in the general partner of Fund I. Fund II contributed its applicable assets for US\$35,971,384 in LLC Units. Messrs. Bierman, Modlin and Ganan each holds a 33.33% indirect voting interest (and each holds a 27.12% indirect equity interest) in the general partner of Fund II. MMNV2 contributed its applicable assets for US\$10,000,000 in LLC Units. In respect of MMNV2, Messrs. Bierman and Modlin are the managers and each holds a 23.9% equity interest and Mr. Ganan holds a 5% equity interest. DHS Owner contributed its applicable assets for US\$594,121 in LLC Units. Utica Owner contributed its applicable assets for US\$4,000,000 in LLC Units.

Such issuances of LLC Units pursuant to the Formation and Contribution Agreement were completed at a deemed price of US\$1.00 per LLC Unit. In connection with the MedMen Reverse Takeover, the outstanding LLC Units at the time of completion thereof were split on a 1.6417 for 1 basis prior to their reorganization into LLC Redeemable Units and LLC Non-Redeemable Units. The US\$1.00 per LLC Unit price does not reflect such unit split.

The limited liability company agreement of the LLC was amended and restated as of January 29, 2018 to reflect the ownership of the Joint Venture Parties. Following the completion of the contribution transactions under the Formation and Contribution Agreement, the LLC became a significant U.S. vertically-integrated cannabis company.

Acquisitions and Dispositions

Since the formation of the LLC in early 2018, the LLC and MedMen have completed a number of acquisition of businesses and licenses and disposed of certain assets, as described below.

Nevada

Downtown Las Vegas

In June 2018, the Company completed the acquisition of a dispensary located in Downtown Las Vegas, at 823 South 3rd Street in the Arts District and near the Fremont Street Experience. This retail location was rebranded and reopened in mid-July 2018 and remodeled in the fourth quarter of calendar 2018.

Las Vegas Airport

In February 2018, the LLC acquired Panacea, a dispensary in Las Vegas, located at 4235 Arctic Spring Avenue. The dispensary commenced recreational sales in 2017 following the change in regulation in the state of Nevada, allowing the sale of recreational cannabis products. Upon receipt of applicable regulatory approvals, MedMen moved the dispensary to 4503 Paradise Road, a more strategic location, that is near popular landmarks such as the Hard Rock Hotel, the Thomas and Mack Center and McCarran International Airport. Upon completion of construction, this retail location opened in early October 2018. It was the first MedMen location to feature multilingual translations on MedMen's touch-screen menus and also the first MedMen location to carry MedMen's new product line [statemade]. See "General Development of the Business – Brand Investments – Launch of [statemade]" for additional details as to the [statemade] brand.

Las Vegas Strip

In September 2017, the LLC purchased real estate located at 3025 South Highland Drive and in March 2018, the LLC purchased real estate located at 3035 South Highland Drive, which properties MedMen anticipates will serve as a new retail location. Such real estate is situated close to the Las Vegas Strip near a number of high-profile attractions such as the Wynn and Encore Hotels and Circus Circus. This location remains under construction and the Company expects it to open later in calendar 2019.

On November 1, 2018, upon receipt of state and local regulatory approvals, the Company completed the acquisition of another dispensary in Las Vegas. The dispensary license obtained pursuant to such acquisition is anticipated to be used to operate the new retail location on South Highland Drive.

California

San Diego

In February 2018, the LLC acquired (the “**San Diego Property Acquisition**”) a dispensary and accompanying real estate in San Diego, located at 5125 Convoy Street (the “**San Diego Property**”). A portion of the real estate was financed through commercial debt (see “General Development of the Business – Financing Activities – 2018 Note Offerings” below). The dispensary was previously operational as a medical-only dispensary in 2017. The dispensary has since gained the necessary approvals for recreational cannabis sales. After undergoing renovation and conversion of the dispensary’s signage to be consistent with the MedMen brand, this retail location opened in February 2018.

Venice Beach (Abbot Kinney)

In February 2018, the LLC acquired real estate located at 1308-1312 Abbot Kinney Boulevard, Venice Beach (the “**Abbot Kinney Acquisition**”). Abbot Kinney is one of the premier walkable tourist shopping and dining destinations within the Los Angeles beach communities. The Abbot Kinney Acquisition was financed in part by a loan described in “General Development of the Business – Financing Activities – 2018 Note Offerings” below. MedMen relocated its managed dispensary previously located in Sun Valley to this Abbot Kinney location, which opened in June 2018, and is one of the two retail locations in California in respect of which MedMen provides management services. The medical and adult use retail license for Abbot Kinney was previously associated with MedMen’s managed retail location in Sun Valley, which also had cultivation operations prior to the relocation.

Emeryville

On December 5, 2018, the Company completed a license acquisition for a dispensary in Emeryville, California. The acquired license is one of only two adult-use licenses issued by the City of Emeryville, just outside San Francisco. The dispensary license obtained pursuant to such acquisition is anticipated to be used to operate the Company’s new retail location on San Pablo Avenue, across the street from the Bay Street Emeryville Shopping Center, which features more than 50 businesses, which the Company expects to open in mid-November 2019. As consideration for the acquisition, the Company paid a combination of cash and Subordinate Voting Shares at closing and cash and Subordinate Voting Shares remain payable on an earn-out basis depending upon the revenue of the new retail location, once it is open and operational for one year.

San Jose

On January 15, 2019, the Company completed the acquisition of Viktorya’s Medical Supplies LLC d/b/a Buddy’s Cannabis, located at 1075 10th Street N., San Jose, California, which holds a microbusiness license entitling the Company to sell, distribute, cultivate and manufacture cannabis and cannabis products onsite. The dispensary is a two-story building located in San Jose, situated in Silicon Valley and the largest city in Northern California and the tenth most populous in the United States. Buddy’s Cannabis is one of sixteen licensed cannabis collectives in the city of San Jose, and as such exemplifies MedMen’s focus on restrictive license sub-markets. This location serves as the current hub for the Company’s Northern California platform. The Company paid cash on closing and will pay cash on a deferred basis as consideration for the acquisition.

Santa Ana and West Hollywood

On January 25, 2019, the Company completed the acquisition of two MedMen branded retail operations in Southern California from Captor Capital Corp. (“**Captor**”) pursuant to a stock purchase agreement entered into on January 9, 2019 (the “**Captor SPA**”) in exchange for 9,736,870 Subordinate Voting Shares. Under the terms of the Captor SPA, the Company acquired all of the shares of ICH California Holdings, Ltd., a wholly-owned subsidiary of Captor that held assets including the ownership

interest in its MedMen branded dispensaries located in Santa Ana and West Hollywood, California. These retail locations were prior to the acquisition managed under a long-term management services agreements by the Company. The Captor SPA replaced and superseded the definitive purchase agreement entered into between Captor and the Company for the sale of Captor's MedMen branded dispensary located in Santa Ana, California, as announced on November 16, 2018. Given its familiarity with the assets under acquisition, execution of this transaction represents a strategic opportunity for the Company.

On November 20, 2017, the West Hollywood City Council adopted a Cannabis Ordinance allowing a variety of different cannabis businesses to be licensed in the City. The City received over 300 screening applications from more than 120 different applicants for a limited number of licenses. Each screening application detailed the applicant's business plan (including, how their business model was innovative, their connection to West Hollywood, proposed operations, social equity, and product offerings), interior and exterior design concept, security plan, and experience. The applications were scored by the City's five-member Cannabis Application Evaluation Committee.

None of the four existing operators in West Hollywood, including MedMen, were awarded one of the eight adult use retail licenses despite a long track-record of compliance and coordination with the City. As a part of considering avenues to provide for continued operations in West Hollywood, on September 4, 2019, MedMen petitioned the Superior Court of California, County of Los Angeles to intervene in the West Hollywood licensing process. Additionally, the West Hollywood City Council has passed an ordinance to extend the Company's temporary recreational retail license for its West Hollywood location until January 1, 2021, unless otherwise determined. Overall, MedMen continues to work with the West Hollywood City Council and various community groups on a long-term resolution.

Sea Side

On April 1, 2019, the Company announced the completion of its acquisition of adult and medical licensed cannabis retailer Sugarleaf Trading Co., located in the Northern California city of Seaside. The Seaside retail location occupies a high traffic shopping area and represents one of six licenses issued in the city. Seaside is among the few coastal communities in Monterey County with existing cannabis retail sales. The Company paid a portion of the purchase price in cash at closing and will satisfy the remainder on a deferred basis over the twelve months following closing.

Long Beach

On September 4, 2019, the Company announced the completion of its acquisition of MattnJeremy, Inc. d/b/a One Love Beach Club, a licensed dispensary located in Long Beach, California. This acquisition further enhanced MedMen's California footprint by adding a premier location strategically situated between the existing Santa Ana and LAX MedMen stores. The Long Beach dispensary is located a few blocks away from the beach between Downtown and Belmont Shore and is contemplated to serve as a hub for the Company's delivery launch across Long Beach and its surrounding communities. Located 20 miles south of Los Angeles, Long Beach is Southern California's third largest city, behind Los Angeles and San Diego, with just under a half-million residents. The Company paid a portion of the purchase price in Subordinate Voting Shares and cash at closing and will satisfy the remainder on a deferred basis by way of cash payments over the twelve months following closing.

Additionally, the Company is in the process of acquiring a currently non-operational retail license in Long Beach but this transaction has not closed. It is expected that the license will be operational at the time the Company closes the transaction.

Vallejo

On June 20, 2019, the Company announced the execution of a definitive agreement to acquire Enhanced Energies Inc., the operator of an adult-use licensed dispensary, in the Northern California city of Vallejo. While the license is currently operational, the Company expects that at the time of closing it will

be non-operational. As consideration for the acquisition, the Company will pay at closing a combination of cash and Subordinate Voting Shares. The transaction has not closed as the local license transfer process is ongoing and the transaction is otherwise subject to satisfaction of other conditions precedent to closing.

Florida

In September 2018, MedMen announced the execution of leases for five retail locations in Florida and completed the acquisition, pursuant to a definitive agreement (the “**Florida Acquisition Agreement**”), of dispensary and cultivation assets from Florida based Treadwell Simpson Partnership and certain affiliates thereof (collectively, “**Treadwell Nursery**”). As part of the transaction, the Company indirectly acquired Treadwell Nursery’s cultivation facility situated on five acres in Eustis, Florida and the right to open 35 medical dispensaries in Florida. Leases for 19 retail locations in Florida have now been entered into.

As consideration for the acquisition, the Company paid US\$53 million in aggregate, half of which was satisfied by way of cash payment by the applicable affiliate of the Company party to the Florida Acquisition Agreement and the other half of which was satisfied by way of issuance of 8,549,132 LLC Redeemable Units, which by their terms were redeemable for Subordinate Voting Shares starting on January 1, 2019. In respect of the cash consideration, Treadwell Nursery received US\$6,625,000 on the closing date and received the same amount on each of the dates that are three, six and nine months after the closing date.

Arizona

Monarch

On December 3, 2018, the Company completed the acquisition of Monarch, a Scottsdale, Arizona-based medical cannabis license holder with dispensary, cultivation and processing operations from, among others, WhiteStar Solutions LLC (“**WhiteStar**”). In addition, MedMen acquired from WhiteStar their exclusive co-manufacturing and licensing agreements with Kiva, Mirth Provisions and HUXTON for the state of Arizona. In addition to operating a medical marijuana dispensary, Monarch operates a 20,000 square-foot cultivation and manufacturing facility in Mesa, Arizona. Monarch distributes branded products to over 60 dispensaries in the state. The retail location has been branded as a “Powered by MedMen” facility on a temporary basis. As consideration for the acquisition, the Company paid approximately 80 percent in Subordinate Voting Shares and 20 percent in cash, provided that an earn-out may be payable in Subordinate Voting Shares depending upon the revenue of the Monarch business during the one year period following the closing of the acquisition.

Level Up

On February 13, 2019, the Company announced the completion of the acquisition of Kannaboost Technology Inc. and CSI Solutions LLC, collectively referred to as “Level Up”. Level Up holds licenses for two vertically-integrated operations in Arizona, which include retail locations in Scottsdale and Tempe, as well as 25,000 square feet of cultivation and production capacity in Tempe and Phoenix. As part of the transaction, the Company also received a 40 percent interest in the K.I.N.D. Concentrates brand, which is currently distributed in over 90 percent of the dispensaries in Arizona. As consideration for the acquisition, the Company paid US\$33 million, of which approximately 51.5 percent was satisfied in cash and 48.5 percent in Subordinate Voting Shares.

Illinois

On February 4, 2019, the Company announced the completion of the acquisition of Seven Point, a licensed medical marijuana dispensary located in the historic Chicago suburb of Oak Park, Illinois. Seven Point is located in a high foot traffic shopping district among popular restaurants, cafes and major

retailers like Whole Foods, Gap and Pier 1. As consideration for the acquisition, the Company paid a combination of cash at closing, deferred cash and Subordinate Voting Shares.

The Company cannot provide any assurances as to the resulting benefits or consequences of completion of the above noted acquisitions on the business, capital, financial condition, results of operations or prospects of the Company. Readers are strongly encouraged to carefully read all of the risk factors set out under the heading "Risk Factors" below.

Michigan

The Company is in the process of acquiring an operational medical dispensary named Green Planet in the heart of Ann Arbor, Michigan. The store is located directly adjacent to the University of Michigan and is anticipated to be well positioned for the forthcoming adult use market in Michigan. The transaction has not closed and is subject to satisfaction of certain conditions precedent to closing.

PharmaCann Business Combination and Termination Fee

On October 11, 2018, the Company announced that it had entered into a binding letter of intent with PharmaCann to acquire all outstanding equity interests in PharmaCann in an all-stock transaction (the "**PharmaCann Business Combination**"). On December 24, 2018, the Company announced the execution of a definitive business combination agreement (the "**PharmaCann Business Combination Agreement**") with PharmaCann, among others, in respect of the PharmaCann Business Combination. As a result of the PharmaCann Business Combination, the Company expected to add licenses in Illinois, New York, Pennsylvania, Maryland, Massachusetts, Ohio and Virginia.

Pursuant to PharmaCann Business Combination Agreement, MedMen and PharmaCann agreed to combine their respective businesses, whereby a newly formed holding company ("**New MedMen**") would acquire (i) all of the securities of PharmaCann in exchange for subordinate voting shares of New MedMen (the "**New Subordinate Voting Shares**") that are identical to the current Subordinate Voting Shares of MedMen, (ii) all of the Subordinate Voting Shares of MedMen in exchange for New Subordinate Voting Shares on a one for one basis, pursuant to a plan of arrangement under the laws of British Columbia, and (iii) all of the Super Voting Shares of MedMen in exchange for super voting shares of New MedMen on a one for one basis, pursuant to the plan of arrangement. Under the terms of the PharmaCann Business Combination Agreement, PharmaCann securityholders were to be issued New Subordinate Voting Shares of New MedMen such that following the issuance, the former PharmaCann securityholders would hold approximately 25 percent of the fully-diluted equity of New MedMen (calculated using the treasury stock method).

Completion of the PharmaCann Business Combination was subject to, among other things (i) approval of the plan of arrangement by at least 66 2/3 percent of the votes of MedMen Shareholders cast at a meeting of MedMen Shareholders; (ii) approval of the CSE for the listing of the New Subordinate Voting Shares; (iii) approval of the plan of arrangement by the Supreme Court of British Columbia; (iv) approval of the transfer of the cannabis-related licenses of PharmaCann by local and state authorities in each of the markets where PharmaCann's assets and licenses are held; and (v) certain debt of PharmaCann being repaid. In the event that certain licenses that were not deemed to be key were not approved for transfer at the closing, such non-key licenses were to remain beneficially owned as they were prior to the closing and up to 30 percent of the consideration payable may have been withheld by New MedMen pending the approval of such transfers. Also, as part of the PharmaCann Business Combination, the Company agreed to make available certain funds to PharmaCann in order to permit PharmaCann to make certain expenditures pursuant to an agreed interim spending plan (the "**PharmaCann Line of Credit**"), which such funds loaned to PharmaCann accruing PIK interest at a rate of 7.5% per annum. In the event of the PharmaCann Business Combination not being consummated for any reason, the principal amount of the Line of Credit and accrued interest were to be paid by PharmaCann to the Company within 12 months of termination.

On October 8, 2019, the Company announced the mutual agreement between the Company and PharmaCann, among others, to terminate the PharmaCann Business Combination Agreement. In connection with the termination, PharmaCann has agreed to transfer certain cannabis licenses and related assets in Illinois and Virginia to MedMen for no additional consideration from MedMen, other than the forgiveness of the amount payable under the PharmaCann Line of Credit, as further described below.

As part of the agreement to terminate, PharmaCann has agreed to pay a termination fee to MedMen through a transfer of the membership interests ("**Transfer of Interests**") in three entities holding the following four assets:

- Operational cultivation and production facility in Hillcrest, Illinois
- Retail location in Evanston, Illinois
- Retail license for Greater Chicago, Illinois
- License for vertically-integrated facility in Virginia

As a result of and upon completion of the Transfer of Interests, the Company is expected to have licenses for four retail locations in Greater Chicago, including its existing location in Oak Park, Illinois. The Company is also as a result expected to hold one of 21 cultivation and production licenses in the state of Illinois, which will allow MedMen to vertically-integrate and have control of its supply chain in Illinois once recreational sales commence in the state in January 2020. As part of the agreement to terminate and contingent on the successful Transfer of Interests, MedMen will forgive all amounts outstanding under the PharmaCann Line of Credit, which totaled approximately US\$21 million, including accrued interest, as of September 30, 2019. In the event any Transfer of Interest is unable to occur due to a final adjudication or denial by the applicable regulatory body governing the applicable license (a "**Rejected Transfer**"), PharmaCann is to pay MedMen an amount equal to (i) one-third (1/3) of the aggregate principal amount and any corresponding accrued interest thereon owed under the PharmaCann Line of Credit (such interest to be calculated as if no loan forgiveness of any portion of the PharmaCann Line of Credit occurred), and (ii) US\$10,000,000 (such amounts are collectively referred to as the "**Rejected Transfer Fee**") for each denial. Any such Rejected Transfer Fee is to be paid by PharmaCann within five days of the related Rejected Transfer, or, PharmaCann may elect to finance the Rejected Transfer Fee, provided that the financed Rejected Transfer Fee will accrue interest at a rate of 7.5% per annum and be due and payable on the first anniversary of the date of the Rejected Transfer.

Since the announcement of the PharmaCann Business Combination termination, the Company and PharmaCann have completed the Transfer of Interests to the Company of the entity holding the license for the vertically-integrated facility in Virginia.

The description herein of the PharmaCann Business Combination Agreement is a summary only and does not purport to be complete. Reference should be made to the PharmaCann Business Combination Agreement and the full text of its provisions for a complete description thereof, which is available under the Company's profile on SEDAR at www.sedar.com.

The Company cannot provide any assurances that the Transfer of Interests will be completed as currently contemplated, as to the resulting benefits or consequences of completion of the Transfer of Interests on the business, capital, financial condition, results of operations or prospects of the Company, or that the Company will receive from PharmaCann the applicable Rejected Transfer Fees in the event of any Rejected Transfer. Readers are strongly encouraged to carefully read all of the risk factors set out under the heading "Risk Factors" below.

Sale and Leaseback Transactions

On November 7, 2018, the Company completed the sale of two properties, being the real estate for the Venice Beach (Abbot Kinney) and Downtown Las Vegas retail locations, to a limited partnership controlled by Stable Road Capital (the "**Stable Road SPV**"), generating approximately US\$8 million of

proceeds for the Company, after repayment of debt. The Company has leased both properties under long-term leases.

On January 7, 2019, the Company announced that the newly formed Treehouse Real Estate Investment Trust, Inc. ("**Treehouse REIT**") completed its first round of capital raise at US\$133 million and was expected to partially use the funds to purchase properties from the Company.

Between January and September 2019, the Company sold the real estate for eight properties to Treehouse REIT, generating aggregate gross proceeds for the Company of approximately US\$96.6 million and aggregate net proceeds for the Company of approximately US\$66.1 million, after repayment of debt. Such properties are the locations for the Company's Beverly Hills, Venice Beach (Lincoln Blvd), Orange County (Santa Ana), San Diego (Kearny Mesa) and Las Vegas Strip (South Highland Drive, under construction) retail stores and for the Company's Nevada (Mustang), California (Desert Hot Springs) and Florida (Eustis) cultivation and production facilities. The Company has leased such properties sold under long-term leases. The Company has used and intends to use the net proceeds from these sale-leaseback transactions with Treehouse REIT to assist in funding the build-out of its national footprint.

Going forward, Treehouse REIT has a three-year right of first offer on any additional MedMen-owned facilities and development projects. The Company expects to lease all properties sold under long-term leases. There is no assurance that any further sales of real estate assets to Treehouse REIT will occur in the future, as to the resulting proceeds to be generated from any such future transaction or as to the resulting benefits or consequences of completion of any such future transaction on the business, financial condition, results of operations or prospects of the Company.

Overall, the purpose of the sale-leaseback transactions is to allow MedMen to raise cash equal to the excess of the sale price of the applicable property over any debt tied to the applicable property, repay any such debt and reduce interest expense related to any such debt. In the longer term, removing real property from MedMen's balance sheet is intended to free up capital for uses that MedMen believes will result in a greater return on capital for its investors. It will also transfer the risk and opportunity of fluctuating real estate prices from MedMen to the third-party purchasers of the applicable properties. However, the reduction in the Company's real estate assets could cause securing any additional debt financing to be more difficult or on less favourable terms to the Company, such as on higher interest rates, than as otherwise may have been expected.

Effective as of October 1, 2019, the Company no longer oversees the day-to-day operations of Treehouse REIT and no longer has any representation on its board of directors. On November 5, 2019, the Company sold, for an aggregate sale price of US\$7,000,000, 50% of its 70% interest in LCR Manager, LLC, a Delaware limited liability company ("**LCR Manager**"), which serves as the Special Limited Partner of Treehouse REIT and 50% of its right to receive incentive distributions from Stable Road SPV, which purchased the Venice Beach (Abbot Kinney) and Downtown Las Vegas retail locations, as described above. The Company intends to sell the remaining portion of its interests in LCR Manager and Stable Road SPV on similar terms to one or more third party purchasers within the next 30-60 days.

Readers are strongly encouraged to carefully read all of the risk factors set out under the heading "Risk Factors" below.

Pipeline Transactions

In addition to pending acquisitions, the Company is also in the application process for cannabis licenses in San Francisco, Boston, and Pasadena. In San Francisco, the Company has secured the real estate for two potential dispensaries through lease options. Assuming and upon the grants of such licenses and assuming leases are entered into within San Francisco, the existing facilities at the applicable properties will be remodeled and employees to operate such locations will be hired. In Boston, the Company has submitted two dispensary license applications, one in the City of Boston and a second

in Newton, an affluent suburb of Boston. In March 2019, the Company signed a lease for the potential Boston dispensary and has secured a host community agreement for local approval. A state application has been submitted and is pending. In September 2019, the Company signed a lease for the potential Newton dispensary and has secured a host community agreement for local approval. The Company anticipates submitting a state application within the next two fiscal quarters. In Pasadena, the Company has secured a lease and been awarded the right to proceed in the application process to receive a local license for a medical and adult-use retail dispensary. Overall, while the Company is diligently pursuing approvals for the above-noted license applications, there is no assurance that any of these applications will be successfully granted to the Company or that the contemplated operations related to such licenses will be successfully commenced or thereafter operated.

Readers are strongly encouraged to carefully read all of the risk factors set out under the heading “Risk Factors” below.

For additional information in respect of MedMen’s strategy for U.S. expansion, please see “General Development of the Business – Growth Strategy” below.

Brand Investments

MedMen has been focused on establishing the best-in-class retail footprint in the U.S. As such, the Company believes it is well-positioned to build product brands through its valuable shelf space. In order to continue consolidating the supply chain and improving its leverage and margins, MedMen has been pursuing branding opportunities in-house and with third-party brands. By building and partnering with leading brands in the industry, MedMen is endeavoring to capture economic upside in additional areas within the cannabis ecosystem.

Launch of MedMen Brands

On October 5, 2018, MedMen launched a comprehensive suite of new cannabis products under the brand [statemade]. [statemade] is aimed at the modern cannabis consumer and leveraging MedMen’s retail brand and reach. MedMen plans to manufacture and sell [statemade] in all markets where it is licensed or becomes licensed to operate, including Arizona, California, Florida, Nevada and New York. [statemade] is currently sold in Nevada, California and Florida.

The [statemade] product line includes tincture drops, vaporizer pens, flower and pre-rolls as permitted by applicable regulations. The products are named after the effect each is designed to create. The max line is for activities for example while zzz supports rest. There is also joy, zen, ebb, one and cbd.

LuxLyte features five precise CBD to THC ratio-based formulations, LuxLyte provides easy-to-understand solutions made from high-quality cannabis. The Company’s MedMen line features custom-formulated solutions in accessible, easy-to-use forms.

The Company’s Sparks, Nevada production facility manufactures [statemade] and MedMen branded products, the Company’s Utica, New York production facility manufactures LuxLyte products, the Company’s Eustis, Florida production facility manufactures LuxLyte, [statemade] and MedMen branded products, and the Company’s Desert Hot Springs, California production facility manufactures [statemade] products.

Strategic Minority Investment in Lowell Smokes

In July 2018, MedMen completed a strategic minority investment (resulting in approximately 5.4% equity ownership at the time of investment) in The Hacienda Company, which owns Lowell Herb Co., a California-based cannabis brand known for its pack of pre-rolls called Lowell Smokes. Lowell Smokes has established itself as a strong cannabis brand in California; as an example, Lowell Smokes is the top selling pre-roll flower brand in MedMen stores to date.

Exclusive License Agreement with Woodstock

In August 2018, MedMen executed an exclusive license agreement with Woodstock Ventures LC and its affiliate The Woodstock Cannabis Company (collectively, “**Woodstock**”), granting MedMen rights to use the iconic Woodstock brand on cannabis products manufactured and sold by MedMen in six states: California, Nevada, Massachusetts, Florida, Illinois and Arizona. The agreement grants MedMen such rights to manufacture and distribute such products to MedMen stores or third-party retailers in those six states, and anticipates additional states should Woodstock decide to enter them. The agreement also provides MedMen with premium placement of cannabis products at Woodstock music festivals and promotions.

Strategic Minority Investment in Old Pal

In October 2018, the Company completed a strategic minority investment (resulting in approximately 10% equity ownership at the time of investment) in Old Pal, a California-based lifestyle brand that aims to provide every day, high quality cannabis flower. Old Pal has built a loyal following of customers through its focus on community engagement and authentic shared experiences.

For additional information in respect of MedMen’s retail operations, please see “Description of the Business – Retail Operations” below.

Growth Strategy

Management expects the legalization of cannabis throughout the United States to continue to expand both recreationally and medically. On the recreational side, there are currently seven states in which the recreational sale of cannabis has been approved. These states are Oregon, Washington, Nevada, California, Illinois, Colorado, Massachusetts and Maine. In these markets, recreational sales will continue to grow as cannabis retailers benefit from a shift in consumers from illegal sales to legal sales and from new cannabis consumers. MedMen plans on capitalizing on the significant increase in cannabis consumption in these recreational markets through both an expansion of its retail footprint in key markets such as California, Nevada and Massachusetts, as well an entry into other sizable recreational markets. MedMen will also seek opportunities to expand its cultivation and manufacturing operations in recreational markets through expansions of its existing facilities or through acquisitions of additional licenses or cultivation or manufacturing operators.

With respect to medical marijuana, as more research centers study the effects of cannabis-based products in treating or addressing therapeutic needs, and assuming that research findings demonstrate that such products are effective in doing so, management believes that the size of the U.S. medical cannabis market will also continue to grow as more states expand their medical marijuana programs and new states legalize medical marijuana. Given MedMen’s existing operations in New York, Florida, and Arizona, MedMen is well-versed in operating within a medical-only market and will continue to seek opportunities to expand. These markets provide the Company a national platform to execute on its medical strategy, allowing the Company to serve both medical and recreational consumers. MedMen has also historically been successful in shaping state legislation and will remain active in helping shape the transition from medical to recreational in the states in which it operates.

Readers are strongly encouraged to carefully read all of the risk factors set out under the heading “Risk Factors” below.

See “General Development of the Business – Acquisitions and Dispositions” above for details in respect of retail operations and licenses that are subject to pending acquisitions by MedMen and licenses applied for or contemplated to be applied for by MedMen in respect of retail operations.

See “General Development of the Business – Acquisitions and Dispositions – PharmaCann Business Combination and Termination Fee” above for details in respect of cultivation and production operations and licenses that are subject to pending acquisitions by MedMen.

Financing Activities

Rollover Notes

Certain of the LLC’s subsidiaries issued promissory notes, with varying principal amounts, interest rates and maturity dates and the obligations under certain of these notes were secured against certain of the properties of the applicable subsidiaries. Such promissory notes provided for standard restrictions, operational covenants and conditions in the context of which they were issued. These notes included convertible promissory notes originally issued throughout 2015 in an aggregate principal amount of approximately US\$3.3 million, bearing an interest rate of 5% per annum, that were reissued and deemed to be issued on January 18, 2017 and maturing on January 18, 2019, bearing an interest rate of 10% per annum. The principal and interest accrued on these notes (the “**Rollover Notes**”) were convertible into common shares in MedMen NY, Inc. (“**MedMen NY**”), at the election of the majority noteholders in interest: (i) on the maturity date of the Rollover Notes, or (ii) if MedMen NY engages in an equity financing with (a) one or more third parties (that are not affiliates of MedMen NY) raising at least US\$10 million, or (b) after the date on which Project Compassion NY, LLC, together with its affiliates, has contributed at least US\$35 million of capital to MedMen NY (each, a “**Financing Event**”). The conversion rate applicable for the Rollover Notes was to be determined by dividing (i) the outstanding principal balance plus accrued and unpaid interest on the Rollover Note through the date of conversion, by (ii) the applicable conversion price. The conversion price was to be determined (i) with respect to a conversion triggered by a Financing Event, as the product obtained by multiplying (x) 80% by (y) the lowest per share purchase price of the securities issued in the Financing Event, and (ii) with respect to a conversion on maturity, as the quotient resulting from dividing (x) the Company Valuation by (y) the Fully Diluted Capitalization immediately prior to such conversion. “**Company Valuation**” was defined as the equity valuation of MedMen NY as agreed among MedMen NY and the holders of a majority-in-interest of the aggregate principal amount of the Rollover Notes, or a valuation as determined by internal analysis which may involve an independent third party professional if the parties cannot agree to such valuation. “**Fully Diluted Capitalization**” was defined as the number of issued and outstanding shares of MedMen NY, assuming conversion or exercise of all outstanding convertible or exercisable securities of MedMen NY, excluding any equity securities issuable in connection with any convertible debt instrument of MedMen NY (including the Rollover Notes). Upon maturity, certain of the Rollover Notes were repaid in cash, while others were satisfied by way of conversion into Subordinate Voting Shares.

February 2018 Convertible Note Offering

On February 2, 2018, the LLC completed a US\$36.5 million non-brokered private placement (the “**February Convertible Note Offering**”) comprised of US\$36.5 million principal amount of convertible notes of the LLC (the “**February Convertible Notes**”) and warrants of the LLC (the “**February Warrants**”). Each February Convertible Note accrued interest at a rate of 10% per annum, compounded annually, and was fully due and payable on the earlier of July 31, 2019 and the occurrence of certain events of default. The outstanding principal amount under the February Convertible Notes and all accrued interest thereon were automatically convertible prior to the maturity thereof upon the consummation by the LLC of certain transactions, which included the MedMen Reverse Takeover, into Class B LLC Units at a deemed price in U.S. dollars per Class B LLC Unit (the “**February Convertible Note Conversion Price**”), which was equal to 75% of the May SR Offering Price. Applying the May SR Offering Price of \$5.25 and a USD:CAD exchange rate of US\$1.00 = C\$1.26813, the February Convertible Note Conversion Price was US\$3.10. Each February Warrant entitled the holder thereof to acquire 50% of the number of Class B LLC Units issued to such holder upon conversion of their corresponding February Convertible Note at a price per Class B LLC Unit equal to the February Convertible Note Conversion Price for a period of 90 days from and including the date of conversion of their corresponding February Convertible Note, being August 22, 2018. As such, the February Warrants have now expired. The net proceeds of the February Convertible Note Offering were used by the LLC for working capital, including

without limitation, to purchase assets. The February Convertible Note Offering definitive documentation did not subject the LLC to any material restrictions, operational covenants or conditions.

In connection with the MedMen Reverse Takeover, the February Warrants were amended to become warrants exercisable for MedMen Corp Redeemable Shares on economically equivalent terms.

February 2018 Unit Offering

On February 26, 2018, the LLC completed a non-brokered private placement (the “**February Unit Offering**”) of 8,110,620 LLC Units at a price of US\$4.44 per LLC Unit, for aggregate gross proceeds of approximately US\$36 million. The net proceeds of the February Unit Offering were used by the LLC for working capital, including without limitation, to purchase assets. In connection with the MedMen Reverse Takeover, the outstanding LLC Units at the time of completion thereof were split on a 1.6417 for 1 basis prior to their reorganization into LLC Redeemable Units and LLC Non-Redeemable Units. The US\$4.44 per LLC Unit price does not reflect such unit split.

2018 Note Offerings

In connection with the San Diego Property Acquisition, on March 2, 2018, a subsidiary of the LLC issued a secured promissory note in the principal amount of US\$3.38 million to a third-party lender. The principal amount outstanding under the note accrued interest at a rate of 9.99% per annum. Interest was payable monthly beginning on May 1, 2018 and the principal amount and all accrued and unpaid interest thereon was due and payable on April 1, 2020. The obligations under this note were secured against the San Diego Property and were guaranteed by the LLC. This note did not subject the LLC to any material restrictions, operational covenants or conditions and was repaid in whole through the refinancing of the San Diego Property by the April Indebtedness.

In connection with the Abbot Kinney Acquisition, on March 13, 2018, a subsidiary of the LLC issued a secured promissory note in the principal amount of US\$10.5 million to a third-party lender. The principal amount outstanding under the note accrued interest at a rate of 8.99% per annum. Interest was payable monthly beginning on May 1, 2018 and the principal amount and all accrued and unpaid interest thereon was due and payable on April 1, 2019. The obligations under this note were secured against the Abbot Kinney property subject to the Abbot Kinney Acquisition and were guaranteed by the LLC. The LLC also pledged certain collateral to the third-party lender. This note did not subject the LLC to any material restrictions, operational covenants or conditions and was repaid in whole through the refinancing of the Abbot Kinney property by the April Indebtedness.

On April 30, 2018, certain subsidiaries of the LLC received loans (collectively, the “**April Indebtedness**”) in an aggregate principal amount of US\$26.5 million, which aggregate principal amount accrued interest at a rate of 15% per annum, matured one year from the date of issue and was pre-payable with a penalty payment of six months interest. The obligations under such indebtedness were secured against the respective properties of such subsidiaries, which are located in California and Nevada, by way of first priority liens. The obligations under such indebtedness were guaranteed by the LLC. Such indebtedness did not subject the LLC to any material restrictions, operational covenants or conditions. The principal amount of such loans was used for repayment of existing outstanding debt of the LLC and working capital. On April 30, 2018, in connection with such indebtedness, MedMen Corp. issued to the lenders warrants to acquire 483,097 MedMen Corp Redeemable Shares at an exercise price of US\$4.14 per MedMen Corp Redeemable Share, which were exercisable for a one year period from the date of listing of the Subordinate Voting Shares on the CSE, being May 29, 2019. In connection with the April Indebtedness, all payments of principal and interest under the secured promissory notes issued in connection with the San Diego Property Acquisition and the Abbot Kinney Acquisition were paid in whole. The April Indebtedness was repaid in whole.

On May 10, 2018, MedMen Corp. completed a US\$5.0 million non-brokered private placement (the “**May Convertible Note Offering**”) comprised of US\$5.0 million aggregate principal amount of

convertible notes of MedMen Corp. (the “**May Convertible Notes**”). Each May Convertible Note accrued interest at a rate of 5% per annum and was fully due and payable on May 10, 2020. The obligations under such indebtedness were secured against the same properties in California and Nevada secured under the April Indebtedness by way of second priority liens, subordinate in priority to the liens registered in connection with the April Indebtedness. The outstanding principal amount under the May Convertible Notes was convertible by the holders thereof into MedMen Corp Redeemable Shares at a conversion price of US\$3.15 per MedMen Corp Redeemable Share until May 10, 2020. The principal amount of the May Convertible Notes was converted by the holders thereof in full into MedMen Corp Redeemable Shares on September 12, 2018. Accrued interest on the May Convertible Notes became immediately repayable by MedMen Corp. upon the conversion of the May Convertible Notes. The proceeds from the sale of the May Convertible Notes were used by the LLC for working capital. In connection with the sale of the May Convertible Notes, MedMen Corp. issued to the lenders warrants to acquire 793,651 MedMen Corp Redeemable Shares (“**May 10 Warrants**”) at an exercise price of US\$3.03 per MedMen Corp Redeemable Share, exercisable for a five year period from May 10, 2018. The May 10 Warrants were exercised by the holders thereof in full for MedMen Corp Redeemable Shares on October 16, 2018.

On May 16, 2018, the LLC received a loan in an aggregate principal amount of US\$7.5 million, which principal amount accrued interest at a rate of 15% per annum, matured on April 30, 2019 and was pre-payable with a penalty payment of six months interest. The obligations under such indebtedness were secured against the same properties in California and Nevada secured under the April Indebtedness by way of second priority liens, subordinate in priority to the liens registered in connection with the April Indebtedness. The principal amount of the loan was used for repayment of certain outstanding debt. On May 16, 2018, in connection with such indebtedness, MedMen Corp. issued to the lenders warrants to acquire 1,875,000 MedMen Corp Redeemable Shares (“**May 16 Warrants**”) at an exercise price of US\$4.14 per MedMen Corp Redeemable Share, exercisable for a one-year period from the date of listing of the Subordinate Voting Shares on the CSE. Half of the May 16 Warrants were exercised by the holders thereof for MedMen Corp Redeemable Shares on October 1, 2018 (the other half of the May 16 Warrants, being 937,500 May 16 Warrants, have now expired). At the same time, half of the loan was repaid by the LLC and the remainder of the loan was converted into an unsecured obligation of the LLC. The LLC was obligated under an unsecured loan with a principal amount of US\$3.75 million, which principal amount accrued interest at a rate of 15% per annum and matured on April 30, 2019. This indebtedness was repaid in whole.

May 2018 SR Offering

On May 25, 2018, MedMen Acquisition completed a private placement of 27,301,729 subscription receipts (the “**May Subscription Receipts**”), at a price of \$5.25 per May Subscription Receipt (the “**May SR Offering Price**”), for aggregate gross proceeds of approximately \$143.3 million pursuant to an agency agreement dated as of May 25, 2018 (the “**Agency Agreement**”) among MedMen Acquisition, the LLC, MedMen Corp. and Ladera and the May SR Offering Agents (the “**May SR Offering**”). Each May Subscription Receipt automatically converted into one MedMen Acquisition Share immediately prior to and in connection with the completion of the MedMen Reverse Takeover, without payment of additional consideration or further action on the part of the holder.

The gross proceeds of the May SR Offering, less 50% of May SR Offering Agents’ commission and all of the expenses of the May SR Offering Agents incurred in connection with the May SR Offering, were held in escrow by the Escrow Agent pending the closing of the MedMen Reverse Takeover. The funds held in escrow by the Escrow Agent, together with all interest and other income earned thereon, are referred to herein as the “**Escrowed Funds**”. In connection with the completion of the MedMen Reverse Takeover, the Escrowed Funds were released from escrow by the Escrow Agent as follows on May 28, 2018: (i) to the May SR Offering Agents, an amount equal to the remaining 50% of the May SR Offering Agents’ commission; and (ii) to MedMen Acquisition (or as directed by MedMen Acquisition), an amount equal to the Escrowed Funds, less the foregoing deductions.

In connection with the May SR Offering, the LLC paid a cash fee to the May SR Offering Agents equal to 8.1% of the gross proceeds of the May SR Offering sourced by May SR Offering Agents in

accordance with the terms and conditions of the Agency Agreement. The net proceeds from the May SR Offering were used by the Company for the expansion of the Company's operations, including retail locations and dispensaries, and for general corporate and working capital purposes.

September 2018 Unit Offering

On September 27, 2018, the Company completed a "bought deal" public offering of 15,681,818 units (the "**September Units**"), at a price of \$5.50 per September Unit, which included the exercise in full by the underwriters, being Eight Capital, Cormark Securities Inc. and GMP Securities L.P., of their over-allotment option, for aggregate gross proceeds of approximately \$86,250,000 pursuant to an underwriting agreement dated as of September 12, 2018 among the Company and the underwriters (the "**September Unit Offering**").

The September Unit Offering was conducted by way of a short form prospectus. Each September Unit consisted of one Subordinate Voting Share and one-half of one Subordinate Voting Share purchase warrant of the Company (each whole warrant, a "**September Warrant**"). Each September Warrant entitles the holder thereof to acquire, subject to adjustment in certain circumstances, one Subordinate Voting Share at an exercise price of \$6.87 for a period of 36 months following the closing of the September Unit Offering, being September 27, 2021. The Company received approval from the CSE to list the September Warrants, which commenced trading on the CSE under the ticker symbol "MMEN.WT" on the closing date for the September Unit Offering.

In connection with the September Unit Offering, the Company paid a cash fee to the underwriters equal to 6.0% of the gross proceeds of the September Unit Offering in accordance with the terms and conditions of the underwriting agreement. The net proceeds from the September Unit Offering were used for expansion of the Company's retail network, development of cultivation and production facilities, to fund operating cash flow and for general corporate and other working capital purposes.

October 2018 Term Loan

As of October 1, 2018, MedMen Corp. completed a US\$73,275,000 senior secured term loan (the "**October Term Loan**") with funds managed by Hankey Capital, LLC and with an affiliate of Stable Road Capital as the largest loan participant pursuant to a Senior Secured Commercial Loan Agreement entered into October 1, 2018 (the "**October Term Loan Agreement**") between MedMen Corp. and Hankey Capital, LLC. As of October 3, 2018, pursuant to the terms of the October Term Loan, the principal amount of the October Term Loan was increased to US\$77,675,000.

The following is a summary of certain terms of the October Term Loan as governed by the October Term Loan Agreement, among other documents, but does not purport to be complete. Reference should be made to the October Term Loan Agreement and the full text of its provisions for additional information as to the October Term Loan, which is available under the Company's profile on SEDAR at www.sedar.com.

The principal amount of the October Term Loan will accrue interest at a rate of 7.5 percent per annum, paid monthly, with a maturity date of October 1, 2020. The principal amount of the October Term Loan was used for acquisitions, capital expenditures and other corporate purposes. MedMen Corp. may repay the balance of the October Term Loan at any time and from time to time, in whole or in part, with a prepayment penalty of 1.0 percent of the outstanding principal amount repaid if repaid before December 31, 2019. Upon the occurrence of an event of default under the October Term Loan Agreement or in the event that the October Term Loan is not repaid in full by October 1, 2020, the applicable interest rate shall be increased by 5 percent per annum.

As partial consideration for the October Term Loan, MedMen Corp. issued to the lenders 8,105,642 warrants, each being exercisable for one MedMen Corp Redeemable Share at an exercise price of US\$4.97 per MedMen Corp Redeemable Share, exercisable for a period of 30 months from the

issue date, being October 1, 2018, with such expiration having been extended by the Company by six months such that each warrant currently expires on October 1, 2021, and 511,628 warrants, each being exercisable for one MedMen Corp Redeemable Share at an exercise price of US\$4.73 per MedMen Corp Redeemable Share, exercisable for a period of 30 months from the issue date, being October 3, 2018, with such expiration having been extended by the Company by six months such that each warrant currently expires on October 3, 2021.

In addition to providing a portion of the October Term Loan, Stable Road Capital provided advisory services to the Company. Such advisory services included introducing the Company to brands and various service providers, providing advice on the October Term Loan and providing advice with respect to the Company's proposed sale and leaseback of certain real estate assets, as described above. For its advisory services, MedMen Corp. has issued to Stable Road Capital or its designees 8,105,642 warrants, each being exercisable for one MedMen Corp Redeemable Share at an exercise price of US\$4.97 per MedMen Corp Redeemable Share, exercisable for a period of 30 months from the issue date, being October 1, 2018, with such expiration having been extended by the Company by six months such that each warrant currently expires on October 1, 2021, and 511,628 warrants, each being exercisable for one MedMen Corp Redeemable Share at an exercise price of US\$4.73 per MedMen Corp Redeemable Share, exercisable for a period of 30 months from the issue date, being October 3, 2018, with such expiration having been extended by the Company by six months such that each warrant currently expires on October 3, 2021. The warrants of MedMen Corp. issued to the lenders and Stable Road Capital or its designees on October 1, 2018 and October 3, 2018 are respectively referred to herein as the "**October 1 Warrants**" and the "**October 3 Warrants**". The October 1 Warrants and October 3 Warrants were subject to a four-month hold period from their issue date under applicable Canadian securities laws.

The ownership interests of certain subsidiaries of the Company have been pledged as security for the obligations under the October Term Loan. Additionally, the Company has guaranteed the obligations of MedMen Corp. under the October Term Loan.

In addition, the October Term Loan is subject to terms and conditions and compliance with certain financial, reporting, operational and other covenants including limits on certain subsidiaries of the Company incurring additional indebtedness, granting liens, selling assets, making new investments, entering into mergers and changing the nature of its business. Further, MedMen, MedMen Corp., the LLC, any subsidiary that holds equity in a pledged subsidiary, the pledged subsidiaries and the subsidiaries of the pledged subsidiaries are restricted from declaring or paying dividends or other distributions to any person other than to each other. Pursuant to the October Term Loan, MedMen Corp. (i) is required to maintain unencumbered liquid assets at all times of not less than US\$15 million, to be tested at the end of each fiscal quarter, and (ii) must ensure that the aggregate value of the ownership interests pledged in connection with the October Term Loan does not fall below 200% of the principal then outstanding under the October Term Loan Agreement, tested quarterly. A failure by MedMen Corp., or its subsidiaries, to comply with their respective obligations under the October Term Loan could result in a default, which, if not waived, could permit acceleration of the indebtedness thereunder.

The October Term Loan will need to be repaid, renewed or refinanced no later than October 1, 2020. Although MedMen Corp. believes that it can negotiate an extension or renewal of the October Term Loan or obtain replacement financing, if necessary, prior to the expiration of the October Term Loan, there can be no assurance that the October Term Loan will be extended or renewed or that future borrowings will be available to MedMen Corp., or available on acceptable terms, in an amount sufficient to meet MedMen Corp.'s financing requirements at that time. If such an extension or renewal or future borrowings were not available, or not available on acceptable terms, in each case, as necessary at the applicable time, it would have a material adverse impact on MedMen's business, capital, financial condition and prospects. See "Risk Factors – Risks Associated with the Business of the Company – October Term Loan and GGP Credit Facility Carry Significant Provisions".

December 2018 Unit Offering

On December 5, 2018, the Company completed a “bought deal” public offering of 13,640,000 units (the “**December Units**”), at a price of \$5.50 per December Unit for aggregate gross proceeds of \$75,020,000 pursuant to an underwriting agreement dated as of November 16, 2018 among the Company and the underwriters, being Canaccord Genuity Corp., Eight Capital and Cormark Securities Inc. (the “**December Unit Offering**”).

The December Unit Offering was conducted by way of a short form prospectus. Each December Unit consisted of one Subordinate Voting Share and one Subordinate Voting Share purchase warrant of the Company (each, a “**December Warrant**”). Each December Warrant entitles the holder thereof to acquire, subject to adjustment in certain circumstances, one Subordinate Voting Share at an exercise price of \$6.87 until September 27, 2021. The Company received approval from the CSE to list the December Warrants, which commenced trading on the CSE under the Company’s existing warrant ticker symbol “MMEN.WT” on the closing date for the December Unit Offering.

In connection with the December Unit Offering, the Company paid a cash fee to the underwriters equal to 6.0% of the gross proceeds of the December Unit Offering in accordance with the terms and conditions of the underwriting agreement. The net proceeds from the December Unit Offering were used for expansion of the Company’s retail network, development of cultivation and production facilities, to fund operating cash flow and for general corporate and other working capital purposes.

GGP Credit Facility

On March 22, 2019, the Company signed a binding term sheet for the GGP Credit Facility of up to US\$250,000,000, arranged by Gotham Green Partners (“**GGP**”), an investor in the global cannabis industry. The Company subsequently entered into definitive documentation on April 23, 2019 (the “**Closing Date**”), including the GGP Credit Facility Agreement. On August 12, 2019, the parties amended certain terms of the GGP Credit Facility, including the GGP Credit Facility Agreement (the “**First Amendment**”), and on October 29, 2019, the parties further amended the GGP Credit Facility Agreement (the “**Second Amendment**”). The description of the GGP Credit Facility and the GGP Convertible Notes issued thereunder is presented herein on an as amended basis.

The following is a summary of certain terms of the GGP Credit Facility as governed by the GGP Credit Facility Agreement, among other documents, but does not purport to be complete. Reference should be made to the GGP Credit Facility Agreement, the First Amendment and the Second Amendment, and the full text of their provisions for additional information as to the GGP Credit Facility, each of which is available under the Company’s profile on SEDAR at www.sedar.com.

The GGP Credit Facility has been and will be accessed through issuances to the lenders of convertible senior secured notes (“**GGP Convertible Notes**”) co-issued by the Company and MedMen Corp., in an aggregate amount of up to US\$250,000,000. GGP Convertible Notes have been and will be issuable in tranches, with each tranche, other than Tranche 4, being issuable at the option of the Company, subject to certain conditions, as follows:

- **Tranche 1:** Aggregate gross proceeds of US\$100,000,000 were drawn down by the Company and MedMen Corp. on the Closing Date and May 22, 2019 (“**Tranche 1**”).
- **Tranche 2:** Aggregate gross proceeds of US\$25,000,000 were drawn down by the Company and MedMen Corp. on July 12, 2019 (“**Tranche 2**”).
- **Tranche 3:** Aggregate gross proceeds of US\$10,000,000 will be available to the Company and MedMen Corp. (“**Tranche 3**”). The closing of Tranche 3 is to occur by November 29, 2019.

- **Tranche 4:** Aggregate gross proceeds of US\$115,000,000 will be available to the Company and MedMen Corp. upon 90 days' written notice ("**Tranche 4**"), provided that the lenders have no obligation to fund Tranche 4, and each lender may accept or decline to do so in its sole discretion within 90 days after their receipt of such notice.

All GGP Convertible Notes will have a maturity date of 36 months from the Closing Date (the "**Maturity Date**"), with a 12-month extension feature available to the Company on certain conditions, including payment of an extension fee of 1.0% of the principal amount under the outstanding GGP Convertible Notes. All GGP Convertible Notes will bear interest from their date of issue at LIBOR + 6.0% per annum. During the first 12 months, interest may be paid-in-kind ("**PIK**") at the Company's option such that any amount of PIK interest will be added to the outstanding principal of the GGP Convertible Notes. The Company has the right to prepay the outstanding principal amount of the GGP Convertible Notes prior to maturity, in whole or in part, upon payment of 105% of the principal amount if the prepayment occurs prior to April 23, 2021 and 103% of the principal amount thereafter.

The GGP Convertible Notes (including all accrued interest and fees thereon) will be convertible, at the option of the holder, into Subordinate Voting Shares up to the close of business on the last business day immediately preceding the Maturity Date. The conversion price for each tranche of GGP Convertible Notes is as follows:

- **Tranche 1 GGP Convertible Notes:** The conversion price per share is equal to US\$2.55.
- **Tranche 2 GGP Convertible Notes:** The conversion price per share is equal to US\$2.17.
- **Tranche 3 and Tranche 4 GGP Convertible Notes:** The conversion price per share will be equal to the lesser of (i) the 20 trading day volume weighted average trading price ("**VWAP**") of the Subordinate Voting Shares as of the trading day immediately preceding the date the applicable Tranche is called by the Company by way of a funding notice, (ii) the 20 trading day VWAP of the Subordinate Voting Shares as of the trading day immediately preceding the date of issue of the applicable Tranche, and (iii) US\$2.55.

The Company may force the conversion of up to 75% of the then outstanding GGP Convertible Notes if the VWAP of the Subordinate Voting Shares (converted to US dollars) is at least US\$6.20 for any 20 consecutive trading day period, at a conversion price per Subordinate Voting Share equal to US\$6.20. If 75% of the then outstanding GGP Convertible Notes are converted by the Company, the term of the remaining 25% of the then outstanding GGP Convertible Notes will be extended by 12 months (if such extended period is longer than the maturity date of such GGP Convertible Notes), subject to an outside date of 48 months from the Closing Date.

No optional conversion by a holder or forced conversion by the Company of the GGP Convertible Notes is permitted prior to October 29, 2020.

Upon issuance of GGP Convertible Notes pursuant to any tranche, the lenders will be issued share purchase warrants of the Company ("**GGP Warrants**"), each of which would be exercisable to purchase one Subordinate Voting Share for a period of 36 months from the date of issue. The number of GGP Warrants to be issued will represent an approximate 50% "coverage" for each tranche. The exercise prices for each tranche of GGP Warrants are as follows:

- **Tranche 1 GGP Warrants:**
 - 75% of such GGP Warrants have an exercise price per share equal to US\$3.718.
 - 25% of such GGP Warrants have an exercise price per share equal to US\$4.29.

- **Tranche 2 GGP Warrants:**
 - 75% of such GGP Warrants have an exercise price per share equal to US\$3.159.
 - 25% of such GGP Warrants have an exercise price per share equal to US\$3.645.
- **Tranche 3 GGP Warrants:**
 - 75% of such GGP Warrants will have an exercise price per share equal to the lesser of (A) a 30% premium to the 20 trading day VWAP of the Subordinate Voting Shares as of the trading day immediately preceding the date of the issuance of the Tranche 3 GGP Convertible Notes (as reported on the CSE and converted to US dollars) and (B) US\$7.91.
 - 25% of such GGP Warrants will have an exercise price per share equal to the lesser of (A) a 50% premium to the 20 trading day VWAP of the Subordinate Voting Shares as of the trading day immediately preceding the date of the issuance of the Tranche 3 GGP Convertible Notes (as reported on the CSE and converted to US dollars) and (B) US\$9.13.
- **Tranche 4 GGP Warrants:**
 - 75% of such GGP Warrants will have an exercise price per share equal to the lesser of (A) a 30% premium to the 20 trading day VWAP of the Subordinate Voting Shares as of the trading day immediately preceding the date of the issuance of the Tranche 4 GGP Convertible Notes (as reported on the CSE and converted to US dollars) and (B) US\$7.91.
 - 25% of such GGP Warrants will have an exercise price per share equal to the lesser of (A) a 50% premium to the 20 trading day VWAP of the Subordinate Voting Shares as of the trading day immediately preceding the date of the issuance of the Tranche 4 GGP Convertible Notes (as reported on the CSE and converted to US dollars) and (B) US\$9.13.

In connection with Tranche 1, the Company issued to the lenders 10,086,063 GGP Warrants with an exercise price per share equal to US\$3.718 and 2,913,747 GGP Warrants with an exercise price per share equal to US\$4.29. In connection with Tranche 2, the Company issued to the lenders 2,967,708 GGP Warrants with an exercise price per share equal to US\$3.159 and 857,336 GGP Warrants with an exercise price per share equal to US\$3.645.

As additional consideration for purchase of the GGP Convertible Notes, at the time of each Tranche closing, the lenders will be paid an advance fee of 1.5% of the principal amount of the GGP Convertible Notes purchased in such Tranche.

A fee in connection with the First Amendment in the amount of US\$18,750,000 was agreed to be paid and was contemplated to be added to the balance of the GGP Credit Facility upon execution of the documentation for Tranche 3 (the "**Amendment Fee Principal Amount**"). Upon execution of the Second Amendment, this payment was made and additional GGP Convertible Notes in an amount equal to the Amendment Fee Principal Amount were issued, which notes have a conversion price per share of US\$1.28.

While the GGP Convertible Notes are outstanding, the lenders will be entitled to the collective rights to appoint a representative to attend all meetings of the MedMen Board in a non-voting observer capacity. In addition, the Company has agreed to form a committee to select new independent directors to be appointed or elected to the MedMen Board, which directors would form a majority of the MedMen Board (the "**Nominees**"). The Company will propose director candidates to this committee for consideration and approval. The Company may effect such appointments under corporate law provisions that permit directors to fill vacancies between shareholder meetings or may call a meeting of the MedMen Shareholders to consider and vote on directors of the Company, including the Nominees.

The GGP Convertible Notes and the GGP Warrants, and any Subordinate Voting Shares issuable as a result of conversion of the GGP Convertible Notes or exercise of the GGP Warrants, will be subject to a four-month hold period from the date of issuance of such GGP Convertible Notes or such GGP Warrants, as applicable.

Closing of any Tranche of the GGP Credit Facility subsequent to Tranche 2 is subject to certain conditions being satisfied including, but not limited to, there being no event of default, reconfirmation of representations and warranties and compliance with applicable covenants and agreements.

The Company has used and intends to use the net proceeds from the GGP Credit Facility to assist in funding the build-out of its national footprint and for operational needs.

Subject to certain limited exceptions, the assets of the Company and its subsidiaries have been pledged as security for the obligations under the GGP Credit Facility. In addition, the GGP Credit Facility is subject to terms and conditions and compliance with certain financial, reporting, operational and other covenants, including limits on incurring additional indebtedness, granting liens, selling assets, making new investments by way of purchase of securities or debt within or of a third party, entering into mergers, effecting a liquidation or dissolution, entering into transactions with affiliates, changing the nature of its business, amending organizational documents, amending certain agreements, making any material change in accounting treatment or reporting practices (except as required by the applicable accounting standards) and changing its financial year end. Further, MedMen, MedMen Corp., the LLC and other subsidiaries that are credit parties under the GGP Credit Facility are restricted from declaring or paying dividends or other distributions to any person other than to each other.

Pursuant to the GGP Credit Facility, among other things, the Company is required to (i) maintain unencumbered liquid assets of at least US\$15 million increasing to US\$25 million upon the earlier of: (a) six (6) months having elapsed from October 29, 2019, and (b) the date on which the Company's consolidated unencumbered liquid assets is greater than or equal to US\$100,000,000, and (ii) maintain a fixed charge coverage ratio, calculated in accordance with the GGP Credit Facility Agreement, as of the last day of each financial quarter commencing on the financial quarter ending March 27, 2021 of at least 1.1 to 1.0.

A failure by the Company, or its subsidiaries, to comply with their respective obligations under the GGP Credit Facility or to comply with the requirements related to selection and appointment or election of independent directors could result in a default, which, if not waived, could permit acceleration of the indebtedness thereunder.

The GGP Credit Facility will need to be repaid, renewed or refinanced no later than the Maturity Date, as it may be extended as further described above. Although the Company believes that it can negotiate an extension or renewal of the GGP Credit Facility or obtain replacement financing, if necessary, prior to the expiration of the GGP Credit Facility, there can be no assurance that the GGP Credit Facility will be extended or renewed or that future borrowings will be available to the Company, or available on acceptable terms, in an amount sufficient to meet the Company's financing requirements at that time. If such an extension or renewal or future borrowings were not available, or not available on acceptable terms, in each case, as necessary at the applicable time, it would have a material adverse impact on MedMen's business, capital, financial condition and prospects. See "Risk Factors – Risks Associated with the Business of the Company – October Term Loan and GGP Credit Facility Carry Significant Provisions".

August 2019 Strategic Investment

On August 13, 2019, MedMen completed a private placement of 14,634,147 Subordinate Voting Shares, at a price of US\$2.05 per Subordinate Voting Share, for aggregate gross proceeds of US\$30,000,000 pursuant to subscription agreements with the subscribers, Wicklow Capital and GGP. The Subordinate Voting Shares issued pursuant to this private placement will be subject to a four-month hold period from their issue date. The net proceeds from this private placement have been and will be

used to finance working capital requirements and to execute on the Company's retail footprint expansion plans.

2019 ATM Program

On April 10, 2019, the Company entered into an equity distribution agreement (the "**Equity Distribution Agreement**") with Canaccord Genuity Corp., as agent, to establish an At-the-Market equity financing program pursuant to which the Company may, from time to time, sell Subordinate Voting Shares at prevailing trading prices at the time of sale for aggregate gross proceeds of up to \$60,000,000 (the "**ATM Program**"). The Company has used and intends to use the net proceeds from the sale of Subordinate Voting Shares under the ATM Program principally for general and administrative expenses, working capital needs and other general corporate purposes.

Since Subordinate Voting Shares are distributed under the ATM Program at trading prices prevailing at the time of sale, prices may vary between purchasers and during the period of distribution. The volume and timing of sales have been and will be determined at the sole discretion of the Company and in accordance with the Equity Distribution Agreement.

Sales of Subordinate Voting Shares under the ATM Program are made in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 – *Shelf Distributions*, as sales made directly on the CSE or any other recognized Canadian "marketplace" as defined in National Instrument 21-101 – *Marketplace Operation*. The ATM Program is being facilitated pursuant to a prospectus supplement dated April 10, 2019 to the Company's short form base shelf prospectus dated March 26, 2019.

In connection with the ATM Program, Canaccord Genuity Corp. is entitled to be paid a cash fee equal to 2.0% of the gross proceeds of the sales made under the ATM Program in accordance with the terms and conditions of the Equity Distribution Agreement (which fee was amended from 3.0% to 2.0% on August 20, 2019). Please see the MD&A and "Market for Securities – Prior Sales" for details as to the sales made under the ATM Program during the fourth quarter of the financial year ended June 29, 2019.

See "General Development of the Business – Acquisitions and Dispositions – Sale and Leaseback Transactions" for further details as to the Company's completed sale-leaseback transactions in respect of certain of its real estate assets.

Lock-Up Agreements

In December 2018 and January 2019, MMMG, Fund I and Fund II each negotiated and entered into separate lock-up agreements with MedMen Corp. in respect of the MedMen Corp Redeemable Shares held by such entities, which MedMen Corp Redeemable Shares are redeemable or exchangeable in accordance with their terms for Subordinate Voting Shares. MMMG, Fund I and Fund II held approximately 179 million MedMen Corp Redeemable Shares, 94 million MedMen Corp Redeemable Shares and 60 million MedMen Corp Redeemable Shares, respectively, as of the execution of such lock-up agreements. Such lock-up agreements provide that all of the MedMen Corp Redeemable Shares held by MMMG and approximately 105 million of the total number of MedMen Corp Redeemable Shares held by Fund I and Fund II will not be permitted to be sold, transferred or otherwise disposed of by such shareholders of MedMen Corp. until November 25, 2019, at which time, the restrictions on resale pursuant to such agreements are to be immediately lifted as to one-twelfth of the locked-up shares and thereafter in increments over an 11-month period as to the remaining locked-up shares. In the event that MMMG, Fund I or Fund II distribute their MedMen Corp Redeemable Shares to their respective members or partners, they are required to cause such MedMen Corp Redeemable Shares to remain subject to the same restrictions on resale. See "Risk Factors – Risks Associated with the Securities of the Company – A Significant Portion of MedMen Corp.'s Outstanding Securities May be Redeemed in the Near Future" below.

On January 7, 2019, two minority investors in MMMG filed a complaint in the Superior Court for the County of Los Angeles alleging breach of fiduciary duty by MMMG's managers and seeking injunctive relief (the "**Complaint**"). The Complaint alleged, among other things, that the plaintiffs are being unfairly prevented from disposing of their interest in MMMG as a result of the lock-up agreement entered into between MMMG and MedMen Corp. On January 9, 2019, the Superior Court denied the request for injunctive relief. Following the Superior Court's ruling, the lock-up agreement between MedMen Corp. and MMMG remains in effect. In June 2019, the plaintiffs voluntarily dismissed the Complaint and agreed to arbitrate their dispute, as had been previously argued by MMMG was required under the applicable contractual arrangements, which arbitration is ongoing.

See "Promoters" below for details as to the indirect voting interest and indirect equity interest of each of Adam Bierman, Andrew Modlin and Christopher Ganan in the general partners of Fund I and Fund II and as to the equity interest of each of them in MMMG.

See "Description of Share Capital of MedMen Corp." below for further details as to the share capital of MedMen Corp.

Management Changes

On November 16, 2018, the Company announced that its Chief Financial Officer James Parker had resigned, and that James (Jim) Miller, the Company's Vice President of Accounting, had been appointed Interim Chief Financial Officer until Mr. Parker's successor is named. The Company announced on December 6, 2018 that Michael Kramer had been appointed Chief Financial Officer as Mr. Parker's successor. On February 25, 2019, the Company appointed Ryan Lissack as Chief Technology Officer. On April 19, 2019, the Company announced that it had accepted resignations from Ben Cook as Chief Operating Officer, and Lisa Sergi as General Counsel and as a member of the MedMen Board. On October 8, 2019, the Company announced the termination of Mr. Kramer as Chief Financial Officer and the appointment of Zeeshan Hyder, the Company's Chief Corporate Development Officer, as Mr. Kramer's successor. The Company also announced that Mr. Kramer is to provide transition consulting services for the remainder of calendar year 2019. On October 11, 2019, the Company announced that Stacey Hallerman had resigned from the MedMen Board.

See "Directors and Executive Officers" below for further details as to Mr. Hyder and Mr. Lissack.

DESCRIPTION OF THE BUSINESS

General

Since the completion of the MedMen Reverse Takeover, the Company has adopted the business carried on by the LLC. The Company is a U.S.-based, leading, fully-integrated cannabis company. The Company is currently focused on the retail, cultivation and production aspects of the cannabis supply chain.

The Company currently owns and operates 30 premium retail stores (including two managed assets and not including those under contract for acquisition) located in strategic locations across key cities and neighborhoods in California, Nevada, Florida, Arizona, Illinois and New York through its award-winning retail concept or under the "Powered by MedMen" theme. The Company is in the process of opening five additional stores in the state of Florida, one additional store in Northern California, one additional store in Pasadena, and is currently in the process of executing the acquisition of two additional retail stores, one in the City of Vallejo and, pursuant to the Transfer of Interests as a part of the PharmaCann transaction termination, one in Illinois.

The Company launched statewide same-day delivery of over 400 products in California on August 19, 2019. The Company launched delivery in Nevada on September 16, 2019. See "Description

of the Business – Retail Operations – In-Store Pickup and Delivery” for further information about the Company’s delivery operations.

The Company launched MedMen Buds, the Company’s loyalty program, on July 3, 2019. The program currently is offered in all of the Company’s stores in Arizona, Nevada, Florida and California and has more than 135,000 members. See “Description of the Business – Retail Operations – Loyalty Program” for further information about the Company’s loyalty program.

MedMen currently operates six cultivation and production facilities across Nevada, California, New York, Florida and Arizona. With the exception of the facilities in New York and Florida, which are currently being renovated, the Company’s scalable, high-efficiency cultivation and production facilities use modern agronomic technology, enterprise grade software and sustainable techniques.

Each cultivation and manufacturing facility is or will be focused primarily on the commercialization of cannabis (both medical and recreational, as permitted under applicable laws) and, in select locations, the research and development of new strains of cannabis and cultivation techniques. The procedures at each facility place an emphasis on customer and patient safety, with a strict quality control process. See “Description of the Business – Cultivation and Production Operations” for further information about the Company’s cultivation and production operations.

The Company currently holds licenses within California, Nevada, Florida, Arizona, Illinois, New York and Virginia, across the cannabis supply chain, providing the requisite authorization for the various activities of the Company at its existing retail locations and cultivation and production operations and overall providing the requisite authorizations for 61 retail locations and seven cultivation and six production facilities. The Company continues to view Nevada, California, New York, Florida and Arizona as providing ongoing opportunities for growth due to their market depth, current supply-demand dynamics and regulatory framework.

In addition to owning its own cannabis licenses and operations, the Company also provides management services to third-party cannabis license-holders. The Company currently has management services contracts at two licensed retail dispensaries in California. See “Description of the Business – Management Services” for further information about the Company’s management services.

The Company is operated by an executive team that has significant experience in the cannabis industry and a robust operational and acquisition track-record as to all facets of the Company’s operations, which has executed its business plan to rapidly scale its business. The Company had approximately 1,370 employees as of June 29, 2019 across its operating jurisdictions. See “Description of the Business – Employees” for further information about the Company’s employees.

The LLC has 46 wholly owned (either directly or indirectly) material subsidiaries. Such subsidiaries were incorporated or otherwise organized under the laws of California, Nevada, Delaware, New York, Florida, Arizona, Illinois, Massachusetts and Virginia. See “Corporate Structure” above.

Retail Operations

MedMen prides itself on providing a best in class, inclusive and informative environment where the customer can comfortably navigate our extensive selection with the assistance of highly trained and helpful employees. All of MedMen’s marijuana products have gone through rigorous state sample testing, including complying with “seed-to-sale” tracking requirements.

MedMen operates its retail operations through a number of wholly-owned subsidiaries in California, Nevada, Florida, Arizona, Illinois and New York. MedMen currently owns the operations of 10 operational dispensaries in California that serve both recreational and medical marijuana customers, three operational dispensaries in Nevada that serve both recreational and medical marijuana customers, seven operational dispensaries in Florida that serve medical marijuana patients, three operational

dispensaries in Arizona that serve medical marijuana patients, one operational dispensary in Illinois that serves medical marijuana patients and four operational dispensaries in New York that serve medical marijuana patients. Of the Company's 12 operational dispensaries in California, the Company owns the operations of 10 and manages the operations of two through long term management services agreements.

Additionally, see "General Development of the Business – Acquisitions and Dispositions" above for details in respect of retail operations and licenses that are subject to pending acquisitions by MedMen and licenses applied for or contemplated to be applied for by MedMen in respect of retail operations.

Real Estate Strategy

MedMen is focused on entering cannabis markets with outsized demand potential, significant supply constraints and high barriers to entry. MedMen spends a significant amount of time and resources in selecting real estate in premium locations with significant foot traffic and proximity to popular attractions (restaurants, malls, sports arenas, hotels, etc.). MedMen targets retail spaces with a footprint of 2,000 to 10,000 square feet, depending on the market and available real estate. MedMen utilizes both its internal real estate team and a network of real estate brokers to negotiate leases on behalf of MedMen. MedMen typically prefers to secure long-term leases for its real estate instead of acquiring the same. Where leasing of the applicable property is not possible, the Company will generally seek a financing partner to assign the purchase and sale agreement to prior to closing and after the Company has secured the license, and then enter into a leaseback transaction with that purchaser.

See "General Development of the Business – Acquisitions and Dispositions – Sale and Leaseback Transactions" above for additional details in respect of the sale and leaseback transactions that have been completed by the Company.

Branding and Marketing

MedMen utilizes consistent branding and messaging across its dispensaries under the "MedMen" name, provided that certain of its dispensaries that have not yet been transitioned to this branding are currently being operated under the "Powered by MedMen" theme. MedMen's award-winning dispensaries have been described by media outlets as the "Apple stores" of the cannabis industry.¹ In order to support its retail operations, MedMen has a dedicated marketing team that engages potential customers through in-store demos, social media and promotions, including the MedMen Buds loyalty program, which is described below.

Banking and Processing

MedMen deposits funds from its dispensary operations into its banking partners in each respective market. The banks are fully aware of the nature of MedMen's business and continue to remain supportive of MedMen's growth plans. MedMen's dispensaries currently accept only cash and debit card and do not process credit card payments. It is anticipated that over time all forms of payment will be accepted by each of the dispensaries.

Product Selection and Offerings

Product selection decisions are currently made by MedMen's team of buyers, which negotiates and receives bids from potential brand vendors across all product categories including flower, vape pens, oils, extracts, edibles and pre-rolls. MedMen bases its product selection decisions on product quality,

¹ Turner, Gustavo. (2016 June 6). MedMen Is "Like The Apple Store", But For Weed. Retrieved from <http://www.laweekly.com/slideshow/medmen-is-like-the-apple-store-but-for-weed-7001595>.

margin potential, consumer feedback and the ability for the respective brands to scale. MedMen also anticipates requiring brands to pay slotting fees for shelf space.

MedMen currently manufactures and sells its own branded products in Nevada, New York, Florida, and California. At the moment, the vast majority of MedMen's produced products are sold through MedMen-owned and managed dispensaries; the only exception being a small amount of wholesale flower sales. In the future, as production capacity increases, MedMen expects to sell bulk product, as well as branded products (such as vape pens, tinctures, edibles, etc.) to other dispensaries through both MedMen-owned and third party distributors. The full extent of this will depend upon the ultimate extent of MedMen-owned and managed retail footprint, as well as the ultimate expanded production capacity of MedMen's cultivation and production facilities.

MedMen's retail locations in Arizona, California, Florida, Illinois, and Nevada make available a variety of MedMen and third party (resale) cannabis and cannabis products. Cannabis and cannabis products for sale include but are not limited to: cannabis dry flower, concentrated cannabis oil, vaporizer forms of cannabis, cannabis edible products and other cannabis products. The Company is currently going through the real estate entitlement and permitting process for two dispensaries in Massachusetts. Similar product selections can be expected in any Massachusetts retail location that becomes operational.

MedMen is approved in New York to produce tinctures, vape pens, lotion, topical pain spray, ground flower and capsules. MedMen currently produces five (5) THC:CBD ratios for tinctures, vape pens and capsules and thus offers a total of fifteen products at each of its retail locations in New York, as follows: Wellness (0:1), Harmony (1:1), Awake (20:1), Calm (50:1) and Sleep (100:1).

Virginia permits minimal medical marijuana products at this time. The Company holds a conditionally approved pharmaceutical processor permit in Virginia. An operational pharmaceutical processor permit would allow the Company to cultivate cannabis plants for the production of CBD oil and THC-A oil, and to dispense such oils to qualifying patients.

Product Pricing

MedMen's prices vary based on the market conditions and product pricing of vendor partners. Generally, MedMen strives to keep pricing consistent across all store locations. Cannabis and cannabis product pricing is based on operating costs, materials costs, growth time, and other applicable variables.

The states of California, Nevada, Florida, Arizona, Illinois, Massachusetts, and Virginia do not regulate pricing and licensed dispensing organizations within such states may set their own prices for cannabis and cannabis products. The state of New York does regulate pricing of all approved medical marijuana products. MedMen is approved to sell all products for US\$0.33 per mg resulting in the following prices: Vape Pens (US\$99), Drops (US\$49) and Gels (US\$49).

Notwithstanding that most of the foregoing states do not regulate pricing of cannabis and cannabis products permitted to be sold in such states, many of them impose taxes on the sale of the same, as follows. Permitted products sold:

- in California, are subject to a 15% excise tax, state sales tax of 7.25% and an additional local sales tax of up to 3%.
- in Nevada, are subject to a 10% cannabis excise and sales tax.
- in Florida, are not currently subject to an excise or sales tax.
- in New York, are subject to a 7% excise tax.

- in Arizona, are subject to a 5.6% state sales tax and an up to 4% local sales tax.
- in Illinois, are not currently subject to an excise or sales tax but permitted medical sales are subject to a 1% Retailer's Occupational Tax because the permitted medical marijuana products are considered medicine.
- in Massachusetts, are subject to an excise tax on adult-use sales only of 10.75% and a state sales tax on adult-use sales only of 6.25% and local taxes of up to an additional 3%.
- in Virginia, are not currently subject to an excise or sales tax.

In-Store Pickup and Delivery

All California and Nevada retail locations offer in-store pickup accessible from MedMen's website, and these transactions have preliminarily shown a higher Average Dollar Sale, being the average pre-tax purchase amount per customer per visit, as compared to standard transactions. Measures to enhance this offering and expand its availability into certain of the Company's other operating states, where permitted under applicable laws and regulations, are underway.

The Company launched statewide same-day delivery of over 400 products in California on August 19, 2019. The Company launched delivery in Nevada on September 16, 2019. Orders are eligible for delivery within a 25-mile radius of a MedMen store, and every order qualifies for rewards with the MedMen loyalty program, MedMen Buds.

Loyalty Program

MedMen launched its new loyalty program, MedMen Buds, in July 2019. In addition to providing exclusive access to sales and discounts, members of MedMen Buds earn points for every purchase that lead to rewards. MedMen Buds is currently live in all of the Company's stores across California, Nevada, Arizona, and Florida and counts over 135,000 members.

Inventory Management

MedMen has comprehensive inventory management procedures, which are compliant with the rules set forth by the California Department of Consumer Affairs' Bureau of Cannabis Control ("**BCC**") and all other applicable state and local laws, regulations, ordinances, and other requirements. These procedures ensure strict control over MedMen's cannabis and cannabis product inventory from delivery by a licensed distributor to sale or delivery to a consumer, or disposal as cannabis waste. Such inventory management procedures also include measures to prevent contamination and maintain the safety and quality of the products dispensed at MedMen's retail locations. MedMen understands its responsibility to the greater community and the environment and is committed to providing consumers with a consistent and high-quality supply of cannabis.

Managed Dispensaries

MedMen uses the same proprietary, best-practices policies and procedures in both owned and managed dispensaries in order to ensure systematic operations and consistent customer experience. By design, a customer or employee should notice no distinct differences between owned and managed stores. MedMen does not perceive a risk of material adverse consequences due to any knowledge transfer in the use of its policies and procedures in its managed stores as these policies and procedures are contractually protected by the applicable management services agreements and, without the support of MedMen, any policy or procedure that may be misappropriated is unlikely to have the desired outcome for the applicable dispensary due to the lack of the complete, cohesive system supporting it. Additionally, MedMen enters into long-term management services agreements, as further described under "–

Management Services” below. The establishment of long-term management services agreements allows MedMen to manage its risk of knowledge transfer to third party recipients of its services by reducing the ability for third parties to obtain specific operational knowledge in the short-term and end their relationship with MedMen.

Cultivation and Production Operations

MedMen currently operates six cultivation and production facilities across Nevada, California, New York, Florida and Arizona. With the exception of the facilities in New York and Florida, which are currently being renovated, the Company’s scalable, high-efficiency cultivation and production facilities use modern agronomic technology, enterprise grade software and sustainable techniques.

Each cultivation and manufacturing facility is or will be focused primarily on the commercialization of cannabis (both medical and recreational, as permitted under applicable laws) and, in select locations, the research and development of new strains of cannabis and cultivation techniques. The procedures at each facility place an emphasis on customer and patient safety, with a strict quality control process.

Nevada (Mustang)

Mustang, located in northern Nevada, is comprised of a 30,000 square foot cultivation facility and a 15,000 square foot production facility and sits on a total of 4.27 acres of land. The 30,000 square foot high-tech Dutch hybrid greenhouse allows for 22,000 square feet of canopy space. The production facility includes state-of-the-art production and extraction equipment.

California (Desert Hot Springs)

MedMen operates a cultivation and production facility in Desert Hot Springs, California. The combined facility is comprised of a 30,000 square foot cultivation facility and a 15,000 square foot production facility and its design is based on the Mustang facility.

New York (Utica)

MedMen operates a temporary cultivation and production facility in Utica, New York in order to service medical marijuana patients in the state through its vertically-integrated license. MedMen is currently in the planning stage of developing a 45,000 square foot cultivation and production facility on the same parcel of land. The new facility is intended to follow the same design as Mustang.

Florida (Eustis)

MedMen operates a temporary cultivation and production facility in Eustis, Florida, which is approximately an hour’s drive north from Orlando. A new 45,000 square foot cultivation and production facility on the same parcel of land is currently in the planning stages which has a potential expansion of up to 120,000 square feet. The new facility is intended to follow the same design as Mustang.

Arizona (Mesa and Tempe)

MedMen operates two cultivation and manufacturing facilities, located in Mesa and Tempe, Arizona. The facilities are comprised of an aggregate 45,000 square feet of production and cultivation space. MedMen is currently in the process of a space and equipment refresh to incorporate modern production and extraction equipment.

While traditional methods, including basic greenhouses, are limited by soil conditions and climate, MedMen's internally developed facilities in California and Nevada are unique in the industry in that all crops are grown in high-tech Dutch hybrid greenhouses, resulting in several key benefits:

- *Controlled Environment:* Conditions are controlled through automation of light, heat and water. With no drought, floods, wind, insects or harsh natural elements, plants are afforded uninterrupted and optimized growing cycles, resulting in maximal product yields and consistent product quality on a continuous basis.
- *Glass Exterior:* A glass exterior with blackout shades allows for maximum entry or blockage of sunlight compared to traditional greenhouses and optimal growing conditions.
- *Rapid Plant Growth:* Plants often grow faster and stronger in facilities than they do in fields or greenhouses, potentially as a result of slightly higher carbon dioxide levels.
- *No Pesticides or Herbicides:* With no threat of insect, pests, or the plant diseases they can carry, there is no need for pesticides or herbicides and no residues on unpurified bulk material from MedMen's plants. This provides at least two benefits. First, facilitating regulatory compliance by eliminating the need to quantify unwanted material residue throughout the production process, also resulting in cost savings. Second, end-user/consumer perception in the markets that MedMen's customers are attracting may have a preference for material prepared without any contact with pesticides or herbicides.

See "General Development of the Business – Acquisitions and Dispositions – PharmaCann Business Combination and Termination Fee" above for details in respect of cultivation and production operations and licenses that are subject to pending acquisitions by MedMen.

Management Services

In addition to owning its own dispensary and cultivation and production operations, MedMen has signed long-term management services contracts with third-party operators seeking MedMen's management services. Management services include the use of the "MedMen" brand, retail operations support, human resources, finance and accounting, marketing, sales, legal and compliance. MedMen currently has two management services agreements in place with dispensary owners in California. The two managed dispensaries are located in Venice Beach (Abbot Kinney) and the Los Angeles Airport area.

The management services agreements are typically 30 years in length with 10 year renewals and significant penalties if an operator sells its interest in a managed licensed entity (20% of net sale price of licensee with respect to a change of control transaction). The management services agreements currently in place comprise of the following fees: (i) 1.5% of gross revenue for marketing and soft costs, (ii) US\$20,000 per month shared services fee, (iii) 25% of monthly EBITDA, (iv) 1.5% of construction budget for construction design services, and (v) 5% of construction budget for construction management services.

Employees

As of June 29, 2019, MedMen had approximately 1,370 employees across its operating jurisdictions, approximately half of which were employed in connection with the Company's retail operations. Other significant operational departments include cultivation, production, quality assurance/quality control, supply chain/distribution, security, marketing, corporate development, legal and compliance.

MedMen is committed to:

- Providing equal employment opportunities to all employees and applicants: These policies extend to all aspects of MedMen's employment practices, including but not limited to, recruiting, hiring, discipline, termination, promotions, transfers, compensation, benefits, training, leaves of absence, and other terms and conditions of employment.
- Providing a work environment that is free of unlawful harassment, discrimination and retaliation: In furtherance of this commitment, MedMen strictly prohibits all forms of unlawful discrimination and harassment.
- Complying with all laws protecting qualified individuals with disabilities, as well as employees', independent contractors' and vendors' religious beliefs and observances.

MedMen is committed to all of the above without regards to race, ethnicity, religion, color, sex, gender, gender identity or expression, sexual orientation, national origin, ancestry, citizenship status, uniform service member and veteran status, marital status, pregnancy, age, protected medical condition, genetic information, disability, or any other protected status in accordance with all applicable federal, state, provincial and local laws.

MedMen's employees are highly-talented individuals who have educational achievements ranging from Ph.D, Masters, and undergraduate degrees in a wide range of disciplines, as well as staff who have been trained on the job to uphold the highest standards as set by MedMen. It is a requirement that all of MedMen's employees pass background checks and drug screening. MedMen recruits, hires and promotes individuals that are best qualified for each position, priding itself on using a selection process that recruits people who are trainable, cooperative and share its core values as a company.

In addition, the safety of MedMen's employees is a priority and MedMen is committed to the prevention of illness and injury through the provision and maintenance of a healthy workplace. MedMen takes all reasonable steps to ensure staff is appropriately informed and trained to ensure the safety of themselves as well as others around them.

MedMen partners with the United Food and Commercial Workers (the "UFCW"). The UFCW is a national labor union that represents cannabis workers throughout the United States. The staff of all current retail locations of MedMen in California is represented by the UFCW. MedMen entered into a collective bargaining agreement with UFCW Local 770 and its sister locals in Southern California in 2018 and has expanded that relationship to include UFCW Local 5 in Northern California. In New York, MedMen has entered into a collective bargaining agreement with the Retail, Wholesale and Department Store Union, a division of the UFCW, which represents MedMen's cultivation and retail staff in New York state.

Competition

With respect to retail operations, MedMen expects to compete with other retail license holders across the states in which it operates, and additional states, as it expands its retail operations into those states either organically or by way of acquisition. Many of MedMen's competitors in the markets in which MedMen operates in are small local operators. The Company's management estimates there are less than 10 operators with a national presence, which also serve as competitors in certain markets, primarily in states with restrictive medical-only licensing programs. In certain markets such as Los Angeles, there are also a number of illegally operating dispensaries, which serve as competition. In addition to physical dispensaries, MedMen also competes with third-party delivery services, which provide direct-to-consumer delivery services.

With respect to cultivation and manufacturing operations, MedMen expects to compete with other licensed cultivators and manufacturers in California, Nevada, Florida, Arizona, New York and Virginia as it

expands its cultivation and manufacturing operations into those states either organically or by way of acquisition. The Company's management estimates there are less than 10 operators with a national presence, which also serve as competitors in certain markets, primarily in states with restrictive medical-only licensing programs. Similar to retail, there are a number of illegally operating cultivators in California, which serve as competition.

Further, as more U.S. jurisdictions pass state legislation allowing recreational use of cannabis, the Company expects an increased level of competition in the U.S. market. For example, since January 1, 2018, the legalization of recreational cannabis in California has spurred an increase of new entrants. A number of companies listed on the CSE are expanding operations to states that have decriminalized cannabis consumption. The increasingly competitive U.S. state markets may adversely affect the business, financial condition, results of operations and prospects of the Company.

Intellectual Property

MedMen has developed numerous proprietary technologies and processes. These proprietary technologies and processes include its seed-to-sale software, cultivation and extraction techniques, and cultivation equipment and irrigation systems. While actively exploring the patentability of these techniques and processes, MedMen relies on non-disclosure/confidentiality arrangements and trade secret protection.

MedMen has invested significant resources towards developing a recognizable and unique brand consistent with premium, high-end retailers in analogous industries. To date, MedMen has 11 registered federal trademarks with the United States Patent and Trademark Office, one registered trademark in California and one registered trademark in New York. All U.S. federal registered trademarks are further described below.

In addition to its trademarks, MedMen owns over 150 website domains, including www.medmen.com, numerous social media accounts across all major platforms and various phone and web application platforms.

MedMen's in-house and outside legal counsel vigorously monitor and swiftly respond to potential intellectual property infringement. Additionally, MedMen maintains strict standards and operating procedures regarding its intellectual property, including the regular use of non-disclosure, confidentiality, and intellectual property assignment agreements.

Trademarks

As of the date hereof, MedMen has registered the following 11 federal trademarks in the United States, including the "MedMen" name itself, related logos, and design marks distinctive to MedMen's brand:

- "MEDMEN" was registered under registration number 4916626 on March 15, 2016 and registration numbers 5301055, 5301056, 5301058, and 5301059 on October 3, 2017. This mark was registered for use in association with providing a range of services including "arranging of seminars; conducting workshops and seminars in the fields of business management, entrepreneurship, and investing", "private equity fund investment services; management of private equity funds; providing venture capital, development capital, private equity and investment funding", "business advice and information; business consultation; business consultation services" and for use in association with the following products: "hoodies; jackets; shirts; sweatshirts; long-sleeved shirts; t-shirts" and "plastic water bottles sold empty".
- "MYMEDMEN" was registered under registration number 5301054 on October 3, 2017 for use in association with "computer software that provides real-time, integrated business

management intelligence by combining information from various databases and presenting it in an easy-to-understand user interface”.

- The stylized red text logo for “MedMen”, produced here, was registered under registration number 4788802 on August 11, 2015 for use in association with “business consultancy; business consultation services”. 
- The stylized red “M”, produced here, was registered under registration number 4825297 on October 5, 2015 for use in association with “business consultancy; business consultation; business consultation services”. 
- The stylized geometric marijuana leaf, produced here, was registered under registration numbers 5333804 and 5333805 on November 14, 2017 and registration number 5421419 on March 13, 2018. This design mark was registered for use in association with products, namely “hoodies; long-sleeved shirts; shirts; sweat shirts; t-shirts” and for use in association with services including “private equity fund investment services; management of private equity funds; providing venture capital, development capital, private equity and investment funding” and “business management consultancy services not including services related to supply chain and inventory management”. 

All federal registered trademarks in the United States described above are subject to renewal 10 years from the date of registration.

UNITED STATES REGULATORY ENVIRONMENT

Federal Regulatory Environment

Under U.S. federal law, marijuana is currently a Schedule I drug. The U.S. Controlled Substance Act of 1970, as amended (the “CSA”) has five different tiers or schedules. A Schedule I drug means the Drug Enforcement Agency considers it to have a high potential for abuse, no accepted medical treatment, and lack of accepted safety for the use of it even under medical supervision. Other Schedule I drugs are heroin, LSD and ecstasy. The Company believes the CSA categorization as a Schedule I drug is not reflective of the medicinal properties of marijuana or the public perception thereof, and numerous studies show cannabis is not able to be abused in the same way as other Schedule I drugs, has medicinal properties, and can be safely administered. Additionally, while studies show cannabis is less harmful than alcohol,² alcohol is not classified under the CSA.

33 states and the District of Columbia, have now legalized adult-use and/or medical marijuana. The federal government sought to provide guidance to enforcement agencies and banking institutions

² See Lachenmeier, DW & Rehm, J. (2015). Comparative risk assessment of alcohol, tobacco, cannabis and other illicit drugs using the margin of exposure approach. *Scientific Reports*, 5, 8126. doi: 10.1038/srep08126; see also Thomas, G & Davis, C. (2009). Cannabis, Tobacco and Alcohol Use in Canada: Comparing risks of harm and costs to society. *Visions Journal*, 5. Retrieved from http://www.heretohelp.bc.ca/sites/default/files/visions_cannabis.pdf; see also Jacobus et al. (2009). White matter integrity in adolescents with histories of marijuana use and binge drinking. *Neurotoxicology and Teratology*, 31, 349-355. <https://doi.org/10.1016/j.ntt.2009.07.006>; Could smoking pot cut risk of head, neck cancer? (2009 August 25). Retrieved from <https://www.reuters.com/article/us-smoking-pot/could-smoking-pot-cut-risk-of-head-neck-cancer-idUSTRE57O5DC20090825>; Watson, SJ, Benson JA Jr. & Joy, JE. (2000). Marijuana and medicine: assessing the science base: a summary of the 1999 Institute of Medicine report. *Arch Gen Psychiatry Review*, 57, 547-552. Retrieved from <https://www.ncbi.nlm.nih.gov/pubmed/10839332>; see also Hoaken, Peter N.S. & Stewart, Sherry H. (2003). Drugs of abuse and the elicitation of human aggressive behavior. *Addictive Behaviours*, 28, 1533-1554. Retrieved from <http://www.ukcia.org/research/AgressiveBehavior.pdf>; and see also Fals-Steward, W., Golden, J. & Schumacher, JA. (2003). Intimate partner violence and substance use: a longitudinal day-to-day examination. *Addictive Behaviors*, 28, 1555-1574. Retrieved from <https://www.ncbi.nlm.nih.gov/pubmed/14656545>.

with the introduction of the United States Department of Justice Memorandum drafted by former Deputy Attorney General James Michael Cole in 2013 (the “**Cole Memo**”)³ and the Department of the Treasury Financial Crimes Enforcement Network (“**FinCEN**”) guidance in 2014.⁴

The Cole Memo offered guidance to federal enforcement agencies as to how to prioritize civil enforcement, criminal investigations and prosecutions regarding marijuana in all states. The memo put forth eight prosecution priorities:

1. Preventing the distribution of marijuana to minors;
2. Preventing revenue from the sale of marijuana from going to criminal enterprises, gangs and cartels;
3. Preventing the diversion of marijuana from states where it is legal under state law in some form to other states;
4. Preventing the state-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity;
5. Preventing the violence and the use of firearms in the cultivation and distribution of marijuana;
6. Preventing the drugged driving and the exacerbation of other adverse public health consequences associated with marijuana use;
7. Preventing the growing of marijuana on public lands and the attendant public safety and environmental dangers posed by marijuana production on public lands; and
8. Preventing marijuana possession or use on federal property.

In January 2018, then United States Attorney General, Jeff Sessions, by way of issuance of a new Department of Justice Memorandum (the “**Sessions Memo**”), rescinded the Cole Memo and thereby created a vacuum of guidance for enforcement agencies and the Department of Justice. As an industry best practice, despite the recent rescission of the Cole Memo, the Company continues to do the following to ensure compliance with the guidance provided by the Cole Memo:

- Ensure the operations of its subsidiaries (or third parties, in the jurisdictions where the Company conducts its business as an ancillary services provider) are compliant with all licensing requirements that are set forth with regards to cannabis operation by the applicable state, county, municipality, town, township, borough, and other political/administrative divisions. To this end, the Company retains appropriately experienced legal counsel to conduct the necessary due diligence to ensure compliance of such operations with all applicable regulations;
- The activities relating to cannabis business adhere to the scope of the licensing obtained - for example, in the states where only medical cannabis is permitted, the products are

³ U.S. Dept. of Justice. (2013). *Memorandum for all United States Attorneys re: Guidance Regarding Marijuana Enforcement*. Washington, DC: US Government Printing Office. Retrieved from <https://www.justice.gov/iso/opa/resources/3052013829132756857467.pdf>.

⁴ Department of the Treasury Financial Crimes Enforcement Network. (2014). *Guidance re: BSA Expectations Regarding Marijuana-Related Businesses* (FIN-2014-G001). Retrieved from <https://www.fincen.gov/resources/statutes-regulations/guidance/bsa-expectations-regarding-marijuana-related-businesses>.

only sold to patients who hold the necessary documentation to permit the possession of the cannabis; and in the states where cannabis is permitted for adult recreational use, the products are only sold to individuals who meet the requisite age requirements;

- In working with licensed operators, such as cultivators and manufacturers in states where programs allow for the wholesaling of products, the Company conducts due diligence on the policies and procedures to ensure that the products are not distributed to minors. Additionally, the Company employs professional consultants to investigate any past license violations and ensure that the business has not been involved in these types of violations;
- The Company only works through licensed operators, which must pass a range of requirements, adhere to strict business practice standards and be subjected to strict regulatory oversight whereby sufficient checks and balances to ensure that no revenue is distributed to criminal enterprises, gangs and cartels. Furthermore, as a part of its due diligence, the Company retains professional consultants to vet the ownership of such cannabis businesses to ensure that no profits or revenues are used for the benefit of criminal enterprises;
- As a part of its compliance audit, the Company also ensures that the licensed operators have an adequate inventory tracking system and necessary procedures in place to ensure that such compliance system is effective in tracking inventory. This is done to ensure that there is no diversion of cannabis or cannabis products into the states where cannabis is not permitted by state law, or cross the state lines in general;
- The Company conducts the necessary review of financial records and where appropriate retains professional third-party consultants to do so, to ensure that the state-authorized cannabis business activity is not used as a cover or pre-text for trafficking of other illegal drugs, is engaged in other illegal activity or any activities that are contrary to any applicable anti-money laundering statutes;
- The Company conducts background checks to ensure that the principals and management of the licensed operators are of good character, and have not been involved with other illegal drugs, engaged in illegal activity or activities involving violence, or use of firearms in cultivation, manufacturing or distribution of cannabis;
- The Company conducts reviews of activities of the cannabis businesses, the premises on which they operate and the policies and procedures that are related to possession of cannabis or cannabis products outside of licensed premises (including the cases where such possession permitted by regulation - e.g. transfer of products between licensed premises). These activities are done to ensure that no licensed operators possess or use cannabis on federal property or engage in manufacturing or cultivation of cannabis on federal lands;
- The Company conducts reviews of products and product packaging to ensure that the products comply with applicable regulations and contain necessary disclaimers about the contents of the products to prevent adverse public health consequences from cannabis use and prevent impaired driving; and
- The Company ensures, through policies, procedures, training and technology solutions, that it complies with interstate commerce restrictions.

Due to the CSA categorization of marijuana as a Schedule I drug, U.S. federal law makes it illegal for financial institutions that depend on the Federal Reserve's money transfer system to take any proceeds from marijuana sales as deposits. Banks and other financial institutions could be prosecuted

and possibly convicted of money laundering for providing services to cannabis businesses under the United States Currency and Foreign Transactions Reporting Act of 1970 (the “**Bank Secrecy Act**”). Under U.S. federal law, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be found guilty of money laundering or conspiracy.

While there has been no change in U.S. federal banking laws to account for the trend towards legalizing medical and recreational marijuana by U.S. states, FinCEN has issued guidance advising prosecutors of money laundering and other financial crimes not to focus their enforcement efforts on banks and other financial institutions that serve marijuana-related businesses, so long as that business is legal in their state and none of the federal enforcement priorities are being violated (such as keeping marijuana away from children and out of the hands of organized crime). The FinCEN guidance also clarifies how financial institutions can provide services to marijuana-related businesses consistent with their Bank Secrecy Act obligations, including thorough customer due diligence, but makes it clear that they are doing so at their own risk. The customer due diligence steps include:

1. Verifying with the appropriate state authorities whether the business is duly licensed and registered;
2. Reviewing the license application (and related documentation) submitted by the business for obtaining a state license to operate its marijuana-related business;
3. Requesting from state licensing and enforcement authorities available information about the business and related parties;
4. Developing an understanding of the normal and expected activity for the business, including the types of products to be sold and the type of customers to be served (e.g., medical versus recreational customers);
5. Ongoing monitoring of publicly available sources for adverse information about the business and related parties;
6. Ongoing monitoring for suspicious activity, including for any of the red flags described in this guidance; and
7. Refreshing information obtained as part of customer due diligence on a periodic basis and commensurate with the risk. With respect to information regarding state licensure obtained in connection with such customer due diligence, a financial institution may reasonably rely on the accuracy of information provided by state licensing authorities, where states make such information available.

Due to the fear by financial institutions of being implicated in or prosecuted for money laundering, cannabis businesses are often forced into becoming “cash-only” businesses. As banks and other financial institutions in the U.S. are generally unwilling to risk a potential violation of federal law without guaranteed immunity from prosecution, most refuse to provide any kind of services to cannabis businesses. Despite the attempt by FinCEN to legitimize cannabis banking, in practice its guidance has not made banks much more willing to provide services to cannabis businesses. This is because, as described above, the current law does not guarantee banks immunity from prosecution, and it also requires banks and other financial institutions to undertake time-consuming and costly due diligence on each cannabis business they take on as a customer. Recently, some banks that have been servicing cannabis businesses have been closing accounts operated by cannabis businesses and are now refusing to open accounts for new cannabis businesses for the reasons enumerated above.

The few credit unions who have agreed to work with cannabis businesses are limiting those accounts to no more than 5% of their total deposits to avoid creating a liquidity risk. Since the federal

government could change the banking laws as it relates to cannabis businesses at any time and without notice, these credit unions must keep sufficient cash on hand to be able to return the full value of all deposits from cannabis businesses in a single day, while also servicing the need of their other customers.

The U.S. Treasury Department, headed by Stephen Mnuchin, has publicly stated they were not informed of the then Attorney General Jeff Sessions' desire to rescind the Cole Memo and do not have a desire to rescind the FinCEN guidance for financial institutions.⁵ Multiple legislators believe that the former Attorney General Jeff Sessions' rescinding of the Cole Memo invites an opportunity for Congress to pass more definitive protections for cannabis businesses in states with legal cannabis programs during this Congress.⁶ It is unclear what position the new Attorney General will take.

Because the Department of Justice memorandums serve as discretionary agency guidance and do not constitute a force of law, cannabis related businesses have worked to continually renew the Rohrabacher Blumenauer Appropriations Amendment (originally the Rohrabacher Farr Amendment) that has been included in federal annual spending bills since 2014. This amendment restricts the Department of Justice from using federal funds to prevent states with medical cannabis regulations from implementing laws that authorize the use, distribution, possession or cultivation of medical cannabis. In 2017, Senator Patrick Leahy (D-Vermont) introduced a parity amendment to H.R.1625 - a vehicle for the Consolidated Appropriations Act of 2018, preventing federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding ("**Leahy Amendment**"). The Leahy Amendment expired with the 2018 fiscal year on September 30, 2018.

While funding restrictions that protect the medical cannabis industry continued through the end of September 2018 as a part of the 2018 fiscal year cycle, Congress had been negotiating the 2019 Fiscal Year Appropriations since February 2018. The much relied on appropriations protecting the medical cannabis industry was renewed in both the House and Senate versions of the 2019 Fiscal Year Appropriations bills, with the expectation that the language will be enacted in the final 2019 Fiscal Year Appropriations Bill. On February 15, 2019, the President of the United States signed an omnibus appropriations bill in respect of certain appropriations bills for the remainder of fiscal 2019 which included appropriations protecting the medical cannabis industry.⁷ and ⁸ The Leahy Amendment was included in the 2020 Fiscal Year Appropriations Package of the federal budget for fiscal year 2020 which runs from October 1, 2019 to September 30, 2020, however, the full appropriations bill has until November 21, 2019 to pass.

Since 2014, Congress has made immense strides in marijuana policy. The bipartisan Congressional Cannabis Caucus launched in 2017 and is headed by Representatives Dana Rohrabacher (CA-48), Earl Blumenauer (OR-03), Don Young (AK-At Large), and Jared Polis (CO-02). The group is

⁵ Angell, Tom. (2018 February 6). Trump Treasury Secretary Wants Marijuana Money In Banks. Retrieved from <https://www.forbes.com/sites/tomangell/2018/02/06/trump-treasury-secretary-wants-marijuana-money-in-banks/#2848046a3a53>; see also Mnuchin: Treasury is reviewing cannabis policies. (2018 February 7). Retrieved from <http://www.scotsmanguide.com/News/2018/02/Mnuchin--Treasury-is-reviewing-cannabis-policies/>.

⁶ Jackson, Cherese. (2018 January 30). State-by-State Analysis of Sessions Move to Rescind Cole Memo. Retrieved from <http://guardianlv.com/2018/01/state-state-analysis-sessions-move-rescind-cole-memo/>; see also Velasquez, Josefa. (2018 January 23). NY Lawmarker Asks US Attorneys to Keep Hands Off State's Med Marijuana Programs. Retrieved from <https://www.law.com/newyorklawjournal/sites/newyorklawjournal/2018/01/22/ny-lawmaker-asks-us-attorneys-to-keep-hands-off-states-med-marijuana-programs/?sreturn=20180205182803>; and see also The Cannabist. (2018 January 4). "This is Outrageous": Politicians react to news that A.G. Sessions is rescinding Cole Memo. Retrieved from <https://www.thecannabist.co/2018/01/04/sessions-marijuana-cole-memo-politicians/95890/>.

⁷ Boston Globe. Trump issues signing statement on medical marijuana provision of funding bill. Retrieved from <https://www.bostonglobe.com/news/marijuana/2019/02/15/trump-issues-signing-statement-medical-marijuana-provision-funding-bill/UwqDzyQwhRppWqN9ICvuiP/story.html>

⁸Committee for a Responsible Federal Budget. Appropriations Watch: FY 2019. Retrieved from <http://www.crfb.org/blogs/appropriations-watch-fy-2019>

“dedicated to developing policy reforms that bridge the gap between federal laws banning marijuana and the laws in an ever-growing number of states that have legalized it for medical or recreational purposes”⁹ Additionally, each year more Representatives and Senators sign on and co-sponsor marijuana legalization bills including the CARERS Act, REFER Act and others. While there are different perspectives on the most effective route to end federal marijuana prohibition, Congressman Blumenauer and Senator Wyden introduced the three-bill package, Path to Marijuana Reform which would fix Section 280E of the Code, eliminate civil asset forfeiture and federal criminal penalties for businesses complying with state law, reduce barriers to banking, and would de-schedule, tax and regulate marijuana in 2017.¹⁰ Senator Booker has also introduced the Marijuana Justice Act, which would deschedule marijuana, and in 2018 Congresswoman Barbara Lee introduced the House companion.

Additionally, on June 7, 2018, the STATES Act was introduced in the Senate by Republican Senator Cory Gardner of Colorado and Democratic Senator Elizabeth Warren of Massachusetts. A companion bill was introduced in the House by Democratic representative Jared Polis of Colorado. The bill provides in relevant part that the provisions of the CSA, as applied to marijuana, “shall not apply to any person acting in compliance with state law relating to the manufacture, production, possession, distribution, dispensation, administration, or delivery of marihuana.” Even though marijuana will remain within Schedule I under the STATES Act, it makes the CSA unenforceable to the extent it is in conflict with state law. In essence, the bill extends the limitations afforded by the Rohrabacher-Blumenauer protection within the federal budget – which prevents the Department of Justice and the Drug Enforcement Agency from using funds to enforce federal law against state-legal medical cannabis commercial activity – to both medical and recreational cannabis activity in all states where it has been legalized. By allowing continued prohibition to be a choice by the individual states, the STATES Act does not fully legalize cannabis on a national level. In that respect, the bill emphasizes states’ rights under the Tenth Amendment, which provides that “the powers not delegated to the United States by the Constitution, nor prohibited by it to the States, are reserved to the States respectively, or to the people.”

Notwithstanding the foregoing, there is no guarantee that the current presidential administration will not change the stated policy of the previous administration regarding the low-priority enforcement of U.S. federal laws that conflict with state laws. The Trump administration and Congress could decide to enforce U.S. federal laws vigorously. **Accordingly, there are a number of significant risks associated with the business of the Company and unless and until the United States Congress amends the CSA with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current federal law, and the business of the Company may be deemed to be producing, cultivating, extracting, or dispensing cannabis or aiding or abetting or otherwise engaging in a conspiracy to commit such acts in violation of federal law in the United States.**

An additional challenge to cannabis-related businesses is that the provisions of the Code, Section 280E, are being applied by the United States Internal Revenue Service to businesses operating in the medical and adult use cannabis industry. Section 280E of the Code prohibits cannabis businesses from deducting their ordinary and necessary business expenses, forcing them to pay higher effective federal tax rates than similar companies in other industries. The effective tax rate on a cannabis business depends on how large its ratio of non-deductible expenses is to its total revenues. Therefore, businesses in the legal cannabis industry may be less profitable than they would otherwise be.

Another aspect of federal law is that it provides that cannabis and cannabis products may not be transported across state lines in the United States. As a result, all cannabis consumed in a state must be

⁹ Huddleston, Tom Jr. (2017 February 17). Pro-Pot Lawmakers Launch a Congressional Cannabis Caucus. Retrieved from <http://fortune.com/2017/02/16/congress-cannabis-caucus/>.

¹⁰ Wyden, Blumenauer. (2017 March 30). Wyden, Blumenauer announce bipartisan path to marijuana reform. Retrieved from <https://blumenauer.house.gov/media-center/press-releases/wyden-blumenauer-announce-bipartisan-path-marijuana-reform>.

grown and produced in that same state. This dynamic could make it more difficult for the Company, in the short term, to maintain a balance between supply and demand. If excess cultivation and production capacity is created in any given state and this is not matched by increased demand in that state, then this could exert downward pressure on the retail price for the products the Company sells. If too many retail licenses are offered by state authorities in any given state, then this could result in increased competition and exert downward pressure on the retail price for the products the Company sells. On the other hand, if cultivation and production in a state fails to match demand then, in the short term, there could be insufficient supply of product in a state to meet demand and while the Company may be able to raise its prices there could be inadequate product availability in the short term, causing the Company's revenue in that state to fall or to not grow to its full potential.

As of June 29, 2019, US\$634,630,235 of the Company's assets and US\$129,963,405 of the Company's revenues (for the fiscal year ended June 29, 2019) are exposed to U.S. marijuana related activities. In this respect, all of the Company's assets and operations are currently related to U.S. marijuana related activities.

The following table provides a list of the licenses granted to and disclosed as applied for by, and licenses that are subject to pending acquisitions by, the Company.

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
Advanced Patients' Collective	C10-0000499-LIC	Los Angeles	CA	07/23/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	0002086145-0001-8. Fund Class J010			12/28/2018 ²	City of Los Angeles – Medical Retail	
	0002086145-0001-8. Fund Class J020			12/28/2018 ²	City of Los Angeles – Adult Use Retail	
	C11-0000635-LIC			07/02/2020	State Adult Use and Medicinal Distributor License - Provisional	
	LA-C-18-000454			N/A	City of Los Angeles – Temporary Distribution License	
The Compassion Network	C10-0000177-LIC	Los Angeles	CA	06/11/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	0002181643-0001-9 Fund Class J010			12/28/2018 ²	City of Los Angeles – Medical Retail	
	0002181643-0001-9 Fund Class J020			12/28/2018 ²	City of Los Angeles – Adult Use Retail	
Cyon Corporation, Inc.	C10-0000426-LIC	Los Angeles	CA	07/15/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	0002053218-0001-8. Fund Class J010			12/28/2018 ²	City of Los Angeles – Medical Retail	
	0002053218-0001-8. Fund Class J020			12/28/2018 ²	City of Los Angeles – Adult Use Retail	

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
San Diego Health & Wellness ¹	CUP 1291580	San Diego	CA	06/25/2020	Conditional Use Permit for Retail	Granted
MMOF San Diego Retail, Inc.	C10-0000378-LIC	San Diego	CA	07/04/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	N/A (Form DS-191)			05/23/2020	Medical Marijuana Consumer Cooperative Permit	
Sure Felt, LLC	C10-0000379-LIC	San Diego	CA	07/04/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	N/A (Form DS-191)			04/17/2020	Medical Marijuana Consumer Cooperative Permit	
	CUP 1865509			06/18/2021	Conditional Use Permit for Retail	
Desert Hot Springs Green Horizon, Inc.	CUP 14-16	Desert Hot Springs	CA	03/13/2020	Conditional Use Permit for Cultivation	Granted
	CUP 14-16			03/13/2020	Conditional Use Permit for Production	
	CUP 14-16			03/13/2020	Conditional Use Permit for Distribution	
	Regulatory Safety Permit			04/02/2020	City of Desert Hot Springs – Permit to Operate a Cultivation, Manufacturing and Distribution Facility	
	CDPH-10003152			05/10/2020	State Adult Use and Medicinal Manufacturing License – Provisional	
	C11-0000490-LIC			06/24/2020	State Adult Use and Medicinal Distributor License – Provisional	
	CAL19-0004050			09/13/2020	State Adult Use and Medicinal Cultivation License – Provisional	
Rochambeau, Inc.	C10-0000385-LIC	Emeryville	CA	07/07/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	EPD19-006			08/21/2020	Cannabis Operator – Dispensary and Delivery Permit	
	UP18-001			02/22/2021	Conditional Use Permit for Retail	
Viktoriya's Medical	C12-0000144-LIC	San Jose	CA	07/04/2020	State Adult Use and Medicinal Microbusiness License –	Granted

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
Supplies LLC (d/b/a Buddy's Cannabis)					Provisional	
	101-568997			12/14/2019	City of San Jose – Medical Cannabis Cultivation, Medical Cannabis Distribution, Medical Cannabis Manufacturing, Medical Cannabis Retail, Non-Medical Cannabis Cultivation, Non-Medical Cannabis Distribution, Non-Medical Cannabis Manufacturing, Non-Medical Cannabis Retail	
MattnJeremy, Inc.	C10-0000438-LIC	Long Beach	CA	07/15/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	MJ21908296			01/04/2023	Medical Cannabis Dispensary with Delivery	
	MJ21908299			08/30/2023	Adult-Use Cannabis Dispensary with Deliver	
The Source Santa Ana	C10-0000442-LIC	Santa Ana	CA	07/15/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	2018-16			06/11/2019 ³	Regulatory Safety Permit	
PHSL, LLC	C10-0000425-LIC	Seaside	CA	07/15/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	9992016567			06/30/2020	City Business License	
Farmacy Collective	C10-0000421-LIC	West Hollywo od	CA	07/14/2020	State Adult Use and Medicinal Retail License – Provisional	Granted
	17-0013			12/31/2019	Temporary Use Permit – Sale of Adult-Use and Medical	
	MMC-0004536			12/31/2019	Business License – Medical Marijuana	
MМОF Fremont Retail, Inc.	Certificate: 517980108868614165 56 Code: D178	Las Vegas	NV	06/30/2020	State of NV – Final Registration Certificate	Granted
	675011790204846998 02			06/30/2020	State of NV – Recreational Marijuana Store License	
	License No.: M66- 00014			01/01/2020	City of Las Vegas – Medical Business License	
	License No.: M66- 00015			01/01/2020	City of Las Vegas – Retail Business License	

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
MMOF Vegas Retail, Inc.	2000169.MMR.301	Clark County	NV	12/31/2019	Clark County Business License – Marijuana Master License	Granted
	Certificate: 346529709864115532 93 Code: D078			06/30/2020	State of NV – Final Registration Certificate	
	040455231285844130 69			06/30/2020	State of NV – Recreational Marijuana Store License	
MMOF Vegas Retail 2, Inc.	2000104.MMR-301			12/31/2019	Clark County Business License – Marijuana Master License	Granted
	Certificate: 202540168818215673 42 Code: D092			06/30/2020	State of NV – Final Registration Certificate	
	471820815835088467 60			06/30/2020	State of NV – Recreational Marijuana Store License	
MMNV2 Holdings I, LLC	Certificate: 178700885208503905 44 Code: C025	Unincorporated Washoe County	NV	06/30/2020	State of NV – Final Registration Certificate	Granted
	079125685901045275 53			07/31/2020	State of NV – Marijuana Cultivation Facility License – Recreational	
	283320174438771892 53		NV	07/31/2020	State of NV Marijuana Production Facility License – Recreational	
MMNV2 Holdings I, LLC	Certificate: 428113215850358072 43 Code: P016	Unincorporated Washoe County	NV	06/30/2020	State of NV – Final Registration Certificate	Granted
	W000009ME-LIC			09/01/2019 ³	Washoe County Cultivation Marijuana Establishment Business License	
	W000005ME-LIC			09/01/2019 ³	Washoe County Marijuana Establishment Product Manufacturing Business License	

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
MMNV2 Holdings V, LLC	Certificate: 10617708293398081636 Code: C036			06/30/2020	State of NV – Marijuana Cultivation Facility License – Medical	Granted
	86355113381169981369			02/29/2020	State of NV – Marijuana Cultivation Facility License – Recreational	
	W000018ME-LIC			09/01/2019 ³	Washoe County Cultivation Marijuana Establishment Business License	
MedMen NY, Inc.	MM0501M	Utica	NY	07/31/2021	Utica – Manufacturing License	Granted
	MM0502D	Lake Success		07/31/2021	Lake Success – Dispensary License	
	MM0503D	New York		07/31/2021	New York – Dispensary License	
	MM0504D	Syracuse		07/31/2021	Syracuse – Dispensary License	
	MM0505D	Williamsville		07/31/2021	Williamsville – Dispensary License	
MME Florida, LLC	N/A	Eustis	FL	01/15/2020	Florida – Cultivation/Processing	Granted
	N/A	West Palm Beach		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	Key West		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	Pensacola		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	St. Petersburg		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	Jacksonville Beach		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	Tallahassee		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	
	N/A	Orlando		01/15/2020	Medical Marijuana Treatment Center (Dispensary)	

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
	N/A	Various		TBD	Dispensary – up to 35	
EBA Holdings, Inc.	00000072DCMU0076 2354	Scottsdale	AZ	08/07/2020	Dispensary	Granted
	00000072DCMU0076 2354	Tempe		08/07/2020	Cultivation/Manufacturing	
CSI Solutions, LLC	0000008DCJJ002577 91	Scottsdale	AZ	08/07/2020	Dispensary	Granted
	0000008DCJJ002577 91	Phoenix		08/07/2020	Cultivation/Manufacturing	
Kannaboost Technologies, Inc.	00000118DCKD00426 097	Tempe	AZ	10/05/2019 ³	Dispensary	Granted
	00000118DCKD00426 097	Tempe		10/05/2019 ³	Cultivation/Manufacturing	
	N/A	N/A		N/A	Cultivation/Manufacturing	
Future Transactions Holdings LLC	36-001	Oak Park	IL	08/22/2020	Dispensary	Granted
PharmaCann Virginia LLC	TBD	Staunton	VA	TBD	Dispensary/ Cultivation/Processing	Provisional
MME SF Retail, Inc.	N/A	San Francisco	CA	N/A	Dispensary	Pending Application
	N/A			N/A	Dispensary	
MME Pasadena Retail, LLC	N/A	Pasadena	CA	N/A	Dispensary	Pending Application
MedMen Boston, Inc.	N/A	Boston	MA	N/A	Dispensary	Pending Application
Enhanced Energies	N/A	Long Beach	CA	N/A	State Adult Use and Medicinal Retail and Distribution License	Pending Acquisition/ Transfer
Ryan Cameron Rayburn	N/A	Vallejo	CA	N/A	State Adult Use and Medicinal Retail and Distribution License	Pending Acquisition/ Transfer
Green Planet Patient Collective	MMJ19-0017	Ann Arbor	MI	07/30/2020	Provisioning Center – City	Pending Acquisition
Uldaman, Inc. (Green Plant Patient)	PC-000128	Ann Arbor	MI	09/10/2020	Provisioning Center – State	Pending Acquisition

Holding Entity	Permit/License	City	State	Expiration/ Renewal Date (if applicable) (MM/DD/YYYY)	Description	Status
Collective)						
PharmaCann LLC	1503060628	Hillcrest	IL	03/09/2020	Cultivation/Processing	Pending Acquisition
	34-001	Evanston		11/09/2019	Dispensary	

Notes:

- (1) As a conditional use permit for retail, this permit is attached to the real estate, which is in turn owned by MMOF RE SD, LLC, a subsidiary of MMOF San Diego Retail, Inc., which is a subsidiary of the Company.
- (2) The City of Los Angeles announced on January 8, 2019 that the Department of Cannabis Regulation will automatically extend all temporary local licenses by issuing an invoice to pay the annual renewal fees by the end of January 2019. This did not occur and all temporary licenses remain active and valid. On March 19, 2019, the Department released the annual applications process and the Company has submitted applications for all applicable licenses. During the review process, licenses remain valid.
- (3) A renewal application has been submitted by the Company in respect of the noted license/permit. The license/permit remains effective during the renewal process. The Company expects to receive a renewal for such license in the ordinary course of business.

Disclosure that a license has been granted to or applied for by the Company does not imply that all required regulatory steps have been satisfied to operate a cannabis facility under that license, as licensing commonly requires multiple levels of approval at the state and local level, as well as securing compliant real estate, and licenses listed as having been granted are often provisional in nature.

The Company's operations are in compliance with applicable state laws, regulations and licensing requirements. Additionally, the Company uses the same proprietary, best-practices policies and procedures in its managed dispensaries as in its owned dispensaries in order to ensure systematic operations and, as such, to the Company's knowledge, the dispensaries that the Company manages are in compliance with applicable state laws, regulations and licensing requirements.

Nonetheless, for the reasons described above and the risks further described under "Risk Factors" herein, there are significant risks associated with the business of the Company. Readers are strongly encouraged to carefully read all the risk factors contained herein.

The following sections describe the legal and regulatory landscape in respect of the states in which the Company operates and as such in which it is currently contemplated that the Company will be operating upon completion of announced transactions.

While the Company's compliance controls have been developed to mitigate the risk of any material violations of a license arising, there is no assurance that the Company's licenses will be renewed in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process could impede the ongoing or planned operations of the Company and have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

California

California Regulatory Landscape

In 1996, California was the first state to legalize medical marijuana through Proposition 215, the Compassionate Use Act of 1996 ("**CUA**"). This legalized the use, possession and cultivation of medical

marijuana by patients with a physician recommendation for treatment of cancer, anorexia, AIDS, chronic pain, spasticity, glaucoma, arthritis, migraine, or any other illness for which marijuana provides relief.

In 2003, Senate Bill 420 was signed into law establishing an optional identification card system for medical marijuana patients.

In September 2015, the California legislature passed three bills collectively known as the “Medical Cannabis Regulation and Safety Act” (“**MCRSA**”). The MCRSA established a licensing and regulatory framework for medical marijuana businesses in California. The system created multiple license types for dispensaries, infused products manufacturers, cultivation facilities, testing laboratories, transportation companies, and distributors. Edible infused product manufacturers would require either volatile solvent or non-volatile solvent manufacturing licenses depending on their specific extraction methodology. Multiple agencies would oversee different aspects of the program and businesses would require a state license and local approval to operate. However, in November 2016, voters in California overwhelmingly passed Proposition 64, the “Adult Use of Marijuana Act” (“**AUMA**”) creating an adult-use marijuana program for adult-use 21 years of age or older. AUMA had some conflicting provisions with MCRSA, so in June 2017, the California State Legislature passed Senate Bill No. 94, known as Medicinal and Adult-Use Cannabis Regulation and Safety Act (“**MAUCRSA**”), which amalgamates MCRSA and AUMA to provide a set of regulations to govern medical and adult-use licensing regime for cannabis businesses in the State of California. The four agencies that regulate marijuana at the state level are the California Department of Consumer Affairs’ Bureau of Cannabis Control (“**BCC**”), California Department of Food and Agriculture (“**CDFA**”), California Department of Public Health (“**CDPH**”), and California Department of Tax and Fee Administration.

In order to legally operate a medical or adult-use cannabis business in California, the operator must have both a local and state license. This requires license holders to operate in cities with marijuana licensing programs. Therefore, cities in California are allowed to determine the number of licenses they will issue to marijuana operators or can choose to outright ban marijuana.

MAUCRSA went into effect on January 1, 2018 and final regulations, replacing emergency regulations, were issued on January 15, 2019. The Company began receiving its marijuana medical and adult-use licenses at the beginning of 2018 and was one of the first businesses to begin selling adult-use marijuana products. The Company was also the first business to receive approval to dispense adult-use marijuana in the City of Los Angeles on January 20, 2018. The Company currently owns three (the maximum allowed) of the 183 permitted dispensaries in the City of Los Angeles. The Company only operates in Californian cities with clearly defined marijuana programs.

Licenses

The Company is licensed to operate as a Medical and Adult-Use Retailer, Cultivator, Manufacturer and Distributor under applicable California and local jurisdictional law. The Company’s licenses permit it to possess, cultivate, distribute, dispense and sell medical and adult-use cannabis in the State of California pursuant to the terms of the various licenses issued by the BCC under the provision of the MAUCRSA and California Assembly Bill No. 133.

The licenses are independently issued for each approved activity for use at the Company’s facilities in California. The Company is licensed to operate 13 Medical and Adult-Use Dispensaries and holds two licenses to operate Medical and Adult-Use Manufacturing, Cultivation and Distribution facilities. The Company manages and operates two Medical and Adult-Use Dispensaries and has two pending acquisitions of licenses to operate Medical and Adult-Use Dispensaries in the state of California.

California state and local licenses are renewed annually. Each year, licensees are required to submit a renewal application per guidelines published by BCC, CDFA and CDPH. While renewals are annual, there is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in

a timely manner, and there are no material violations noted against the applicable license, the Company would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

The Adult-Use and Medical Retailer licenses permit the sale of cannabis and cannabis products to any individual age 21 years of age or older and certain medical patients under the age of 21 who possess a physician's recommendation. The Company is permitted to sell adult-use cannabis and cannabis products to any domestic and international qualified customer, provided that the customer presents a valid government-issued photo identification.

The Adult-Use and Medicinal Distribution licenses permit cannabis related distribution activity which means the procurement, sale, and transportation of cannabis and cannabis products between licensed entities. Distribution activity is permissible to and from certain MedMen and non-MedMen licensees.

In the state of California, only cannabis that is grown in the state can be sold in the state. Although California is not a vertically integrated system, the Company is endeavoring to be vertically integrated and is in the development of capabilities to process and manufacture cannabis products and has the capabilities to cultivate, harvest, sell, dispense, deliver and distribute cannabis and cannabis products. The state also allows the Company to make wholesale purchase of cannabis from, or a distribution of cannabis and cannabis product to, another licensed entity within the state.

Reporting Requirements

The state of California has selected Franwell Inc.'s METRC solution ("**METRC**") as the state's track-and-trace ("**T&T**") system used to track commercial cannabis activity and movement across the distribution chain ("**seed-to-sale**"). The METRC system is currently in use only by licensees who have obtained an annual license. The system allows for other third-party system integration via application programming interface ("**API**").

Nevada

Nevada Regulatory Landscape

Medical marijuana use was legalized in Nevada by a ballot initiative in 2000. In November 2016, voters in Nevada passed an adult-use marijuana measure to allow for the sale of recreational marijuana in the state. The first dispensaries to sell adult-use marijuana began sales in July 2017. The Nevada Department of Taxation ("**DOT**") is the regulatory agency overseeing the medical and adult use cannabis programs. Similar to California, cities and counties in Nevada are allowed to determine the number of local marijuana licenses they will issue.

The Company only operates in Nevada cities or counties with clearly defined marijuana programs. Currently the Company is located in the City of Las Vegas, Clark County and Washoe County jurisdictions.

Licenses

The Company maintains three Medical and Recreational Dispensary licenses, two Medical and Recreational Cultivation licenses and one Medical and Recreational Manufacturing license in the State of Nevada. Under applicable laws, the licenses permit the Company to cultivate, manufacture, process, package, sell, and purchase marijuana pursuant to the terms of the licenses.

Licenses are renewed annually and there is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are

paid, the renewal application is submitted in a timely manner along with the necessary supporting documents, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

In the state of Nevada, only cannabis that is grown/produced in the state by a licensed establishment may be sold in the state. Although Nevada is not a vertically integrated system, the Company is vertically integrated and has the capabilities to cultivate, harvest, process and sell/dispense/deliver adult-use and medical cannabis and cannabis products. The state also allows the Company to make wholesale purchase of cannabis from another licensed entity within the state.

Reporting Requirements

The state of Nevada uses METRC as the state's computerized T&T system used to track commercial cannabis activity and seed-to-sale. Individual licensees whether directly or through third-party integration systems are required to push data to the state to meet all reporting requirements. The Company's seed-to-sale system in the state captures the required data points for cultivation, manufacturing and retail as required in Nevada Revised Statutes section 453A.

Florida

Florida Regulatory Landscape

In June 2014, the Florida Legislature and Governor enacted the Compassionate Medical Cannabis Act (SB1030) to provide a comprehensive, safe and effective medical marijuana program to meet the needs of Florida residents. The program currently licensed 22 Medical Marijuana Treatment Centers (each, an "MMTC") to hold vertically integrated licenses and service qualified patients and caregivers. The Florida State Department of Health's Office of Medical Marijuana Use (the "OMMU") is the regulatory agency overseeing the medical marijuana program.

Licenses

The Company is licensed to operate as a vertically integrated medical marijuana cultivator, manufacturer and retailer, as a MMTC, under applicable Florida jurisdictional law. Each MMTC is licensed to operate one cultivation/manufacturing facility and 35 dispensaries, under Title XXIX, Chapter 381, Section 381.986 of the Florida Statutes.

The expiration/renewal date for the Company's Florida license is January 15, 2020. Florida state licenses are issued unnumbered and are renewed biennially. Licensees are required to submit a renewal application and fees per guidelines published by OMMU. While renewals are biennial, there is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner, and regulatory requirements are met, the Company would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

Licenses in Florida permit the sale of medical cannabis products to any qualified patients who possess a physician's recommendation. Under the terms of Florida licenses, the applicable holder is permitted to sell OMMU approved medical marijuana manufactured products to any qualified patient, provided that the patient presents a valid OMMU-issued Registry Identification Card proving the patient or designated caregiver meets the statutory conditions to be a qualified patient or designated caregiver.

In order for a patient or designated caregiver to be dispensed marijuana, they must be registered in the Medical Marijuana Use registry. The registry is monitored by the OMMU, and is accessible to law enforcement, and contains medical marijuana dispensing history.

Allowable forms of medical marijuana in Florida State are marijuana (flower, including pre-rolls) and marijuana derivative products (vape pens, gel caps, tinctures, etc.). Edibles are codified into existing regulations but are not yet approved.

In the state of Florida, only cannabis that is grown and manufactured in the state can be sold in the state. Florida is a vertically integrated system, providing under a single license the holder with the ability to cultivate, harvest, process, transport, sell and dispense cannabis products. Delivery is allowed from dispensaries to patients, however the delivery must be pre-approved by the OMMU.

Reporting Requirements

The OMMU has not selected a state mandated seed-to-sale system at this time. Licensed entities are permitted to choose their own provider or to track marijuana products from seed-to-sale using proprietary methods. Although there are no periodic reporting requirements to the State, full seed-to-sale tracking is required by all licensees and is periodically audited by the OMMU.

Arizona

Arizona Regulatory Landscape

The Arizona Medical Marijuana Program (the “**AZDHS Program**”) is governed by Title 9; Chapter 17 Department of Health Services Medical Marijuana Program (the “**AZDHS Rules**”) and A.R.S. § 36-2801 et seq., as amended from time to time (the “**Arizona Act**”) (the AZDHS Rules and the Arizona Act collectively referred to herein as the “**AMMA**”). The Arizona Act, which was approved by the Arizona voters in 2010 provides the legal requirements and restrictions in conjunction with the applicable rules, guidelines and requirements, promulgated by the Arizona Department of Health Services (“**AZDHS**”). The AZDHS Program provides for a limited number of Medical Marijuana Dispensary Registration Certificates (each, an “**Arizona License**”). The program currently allows 131 Arizona Licenses and does not require full vertical integration, resulting in a robust wholesale market. A variety of product types are allowed in the state including medical marijuana and manufactured and derivative products which contain medical marijuana.

Licenses

The Company maintains three licenses in the State of Arizona which allow the Company to operate three dispensaries, and up to three onsite cultivation and processing facilities, and three offsite cultivation and processing facilities, subject to all applicable rules, regulations and requirements, under the AMMA and local jurisdictions.

Arizona state licenses are renewed annually, with all license renewals switching to a two-year renewal cycle at the end of 2019. Licensees are required to submit a renewal application, an annual financial statement, an audit of the annual financial statement prepared by an independent certified public accountant for the previous year and fees outlined in the AZDHS Rules. There is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner along with the necessary supporting documents, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

Licenses in Arizona permit the sale of medical cannabis products to any qualified patients who possess a valid registry ID card. Under the terms of Arizona Licenses, the applicable holder is permitted to sell AZDHS-approved medical marijuana manufactured products to any qualified patient, provided that the patient presents a valid government-issued photo identification and AZDHS-issued Registry Identification Card proving the patient or designated caregiver meets the statutory conditions to be a qualified patient or designated caregiver. Registry Identification Cards are valid for two years after the date approval.

In order for a patient or designated caregiver to be dispensed marijuana, the Registry Identification Card must be entered in the state's electronic verification system. The registry is monitored by the AZDHS, and contains medical marijuana dispensing history to ensure that patients only receive a maximum of 2.5 ounces of medical marijuana every 14 days.

Allowable forms of medical marijuana in Arizona are smokable flower, including pre-rolls, manufactured and derivative products which contain medical marijuana (vape pens, gel caps, tinctures, etc.) and edibles.

In the state of Arizona, only cannabis that is grown and manufactured in the state can be sold in the state. Although Arizona is not a vertically integrated system, a single license holder is provided with the ability to cultivate, harvest, process, transport, sell and dispense cannabis products. Delivery is allowed from dispensaries to patients, however the delivery must be approved by the AZDHS.

Reporting Requirements

The AZDHS has not selected a state mandated seed-to-sale system at this time. Licensed entities are permitted to choose their own provider or to track marijuana products from seed-to-sale using proprietary methods. Although there are no periodic reporting requirements to the state, full seed-to-sale tracking is required by all licensees and is periodically audited by the AZDHS.

New York

New York Regulatory Landscape

In July 2014, the New York Legislature and Governor enacted the Compassionate Care Act (A06357E, S07923) (the "**CCA**") to provide a comprehensive, safe and effective medical marijuana program to meet the needs of New Yorkers. The program currently allows 10 Registered Organizations (each, an "**RO**") to hold vertically integrated licenses and service qualified patients and caregivers. Limited product types are allowed in the state and smoking of cannabis flower is prohibited. The New York State Department of Health (the "**NYSDOH**") is the regulatory agency overseeing the medical marijuana program.

Licenses

Under New York jurisdictional law, an RO is licensed to operate as a vertically integrated medical marijuana cultivator, manufacturer and retailer. MedMen was issued a vertically integrated license, which allows MedMen to operate one cultivation/manufacturing facility and four medical dispensaries, under the CCA and Medical Use of Marijuana Regulations (Title 10, Chapter XIII, Part 1004) by the NYSDOH, permitting MedMen to possess, cultivate, process, transport, dispense and sell medical cannabis in the State of New York.

State licenses in New York are renewed every two years. Before the two-year period ends, licensees are required to submit a renewal application per guidelines published by the NYSDOH. While renewals are granted every two years, there is no ultimate expiry after which no renewals are permitted.

Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner, and there are no material violations noted against the applicable license, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

An RO is permitted to sell NYSDOH approved medical marijuana manufactured products to any New York qualified patient, provided that the patient presents a valid government-issued photo identification, a physician's recommendation and a NYSDOH-issued Registry Identification Card proving the patient or designated caregiver meets the statutory conditions to be a qualified patient or designated caregiver. Registry Identification Cards are valid for one year after the date the certification is signed. The card contains the recommendation from the physician and the limitation on form or dosage of medical marijuana.

In order for a patient or registered caregiver to receive dispensed marijuana, the dispensary must check the Prescription Monitoring Program ("PMP") registry to ensure the patient receives appropriately recommended medical marijuana products and does not receive more than a 30-day supply of medical marijuana. The PMP registry is monitored by the NYSDOH and contains controlled substance prescription dispensing history and medical marijuana dispensing history to ensure that patients only receive a maximum of 30 days worth of dispensed product from one RO.

Allowable forms of medical marijuana in New York State are the following:

- metered liquid or oil preparations;
- solid and semisolid preparations (e.g. capsules, chewable and effervescent tablets, lozenges);
- metered ground plant preparations; and
- topical forms and transdermal patches.

Medical marijuana may not be incorporated into food products by the RO, unless approved by the Commissioner of Health. Smoking is not an approved route of administration.

In the state of New York, only cannabis that is grown and manufactured in the state can be sold in the state. New York is a vertically integrated system however it does allow ROs to wholesale manufactured product to one another. Delivery is allowed from dispensaries to patients, however the delivery plan must be pre-approved by the NYSDOH.

Reporting Requirements

The state of New York has selected BioTrackTHC's solution as the state's T&T system used to track commercial cannabis activity and seed-to-sale. The BioTrackTHC system is required to serve as all ROs' patient verification system, but is optional as the RO facing tracking system. In addition to entering all dispensing transactions into the BioTrackTHC system, every month the NYSDOH requests a dispensing report in Excel format, via email, showing all products dispensed for the month. This is the only report a licensee is required to submit to the NYSDOH. All other data is pulled by the NYSDOH directly from the licensee's seed-to-sale tracking system.

Illinois

Illinois Regulatory Landscape

In 2013, the Illinois General Assembly passed the Compassionate Use of Medical Cannabis Pilot Program Act (410 ILCS 130), Public Act 98-0122 (the “**Illinois Act**”), which was signed into law by the Governor on August 1, 2013 and went into effect on January 1, 2014. The Illinois Act allows an individual who is diagnosed with a debilitating condition to register with the state to obtain cannabis for medical use. The program currently allows 60 Dispensing Organizations (each, a “**DO**”) and 22 cultivation centers state wide; all separately registered in a non-vertically integrated model. A large variety of medical cannabis products are allowed in the state, including the smoking of cannabis flower. Overall, the program is administered by the Illinois Department of Public Health (the “**IDPH**”), the Illinois Department of Financial and Professional Regulations (the “**IDFPR**”) is the regulatory agency overseeing the medical marijuana program for DOs and the Illinois Department of Agriculture is the regulatory agency overseeing the medical marijuana program for cultivation centers.

In June 2019, Illinois governor signed legislation legalizing marijuana for recreational use. The Amendment to House Bill 1438, legalizing marijuana for recreational use, goes into effect on January 1, 2020 when recreational sales of marijuana will be legal in the state.

Licenses

The Company operates one DO license, allowing the Company to dispense medical marijuana to qualified patients under the Illinois Act. Additionally, the Transfer of Interests to the Company of one operational cultivation and production facility, one retail location and another retail license in Illinois, as a part of the PharmaCann Business Combination termination, is currently pending.

With passing of new legislation, all existing DO licenses are entitled to obtain a recreational license to become a co-located adult-use and medical dispensary as well as an additional adult-use only location.

Licensees are required to submit an annual renewal application and fees per guidelines published by the IDFPR and the Department of Agriculture respectively. While renewals are annual, there is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

Under the terms of a DO license, licensees are permitted to sell medical cannabis products to qualified patients provided that the patient presents a valid government-issued photo identification and IDPH-issued Registry Identification Card proving the patient or designated caregiver meets the statutory conditions to be a qualified patient or designated caregiver. Registry Identification Cards are valid for one year after the date of approval. Under the terms of a cultivation center license, licensees are permitted to cultivate, harvest, manufacture and distribute medical cannabis in the state.

In order for a patient or designated caregiver to be dispensed marijuana, they must be registered in the Medical Cannabis Registry Program, the DO must enter the Registry ID card into the medical cannabis electronic verification system, and verify that dispensing would not exceed dispensing limits. The registry is monitored by the IDPH and contains medical cannabis dispensing history to ensure that only patients receive a maximum of 2.5 ounces of medical cannabis every 14 days.

Allowable forms of medical cannabis in Illinois include smokable dried flower, dried flower for vaporizing, cannabis derivative products (e.g. vape pens, gel caps, tinctures, etc.) and medical cannabis-infused products (e.g. ointments, balms and edible products).

In the state of Illinois, only cannabis that is grown and manufactured in the state can be sold in the state. Illinois is not a vertically integrated system, as a result, DO license holders are provided the ability to dispense medical cannabis and cultivation centers are provided with the ability to cultivate, harvest, process and transport medical cannabis products. Delivery is not allowed from dispensaries to patients. Only designated caregivers may deliver medical cannabis to qualified patients.

Reporting Requirements

The state of Illinois has selected BioTrackTHC's solution as the state's track and trace system used to track commercial cannabis activity and seed-to-sale. Licensed entities are permitted to choose their own provider, with a requirement that it has the ability integrate with BioTrackTHC via an API.

Massachusetts

Massachusetts Regulatory Landscape

The use of cannabis for medical use was legalized in Massachusetts by a voter approval of the Massachusetts Marijuana Initiative in 2012. The law took effect on January 1, 2013, eliminating criminal and civil penalties for the possession and use of up to a 60-day or ten ounce supply of marijuana for medical use for patients possessing a state issued registration card.

On November 8, 2016, Massachusetts voters approved Question 4 or the Massachusetts Marijuana Legalization Initiative, which allowed for recreational or "adult use" cannabis in the Commonwealth. On September 12, 2017, the Cannabis Control Commission ("**CCC**") was established under Chapter 55 of the Acts of 2017 (the "**Massachusetts Act**") to implement and administer laws enabling access to medical and adult-use cannabis.

On November 16, 2018, the CCC issued the first notices for retail marijuana establishments to commence adult-use operations in Massachusetts.

Under the current program there are no state-wide limits on the total number of licenses permitted however, no individual or entity shall be a controlling person over more than three licenses in a particular class of license. Similarly, no individual, corporation or other entity shall be in a position to control the decision making of more than three licenses in a particular class of license. In addition, all Marijuana Establishments are required to enter into host community agreements with the municipality in which they are located.

Licenses

MedMen has applied for a Marijuana Retailer license in the state of Massachusetts.

Provisional Marijuana Establishment licenses are valid for one year and licenses must be renewed annually thereafter in accordance with CCC guidelines. There is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner, the applicable licensee provides an accounting of the financial benefits accruing to the municipality as the result of the host community agreement, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

Regulations

Under the terms of the Marijuana Cultivator license the licensee may cultivate, process and package marijuana, to transfer and deliver marijuana products to marijuana establishments, but not to consumers. A Marijuana Product Manufacturer is an entity authorized to obtain, manufacture, process and package marijuana and marijuana products, to deliver marijuana and marijuana products to Marijuana Establishments and to transfer marijuana and marijuana products to other Marijuana Establishments, but not to consumers. A Marijuana Retailer is an entity authorized to purchase and deliver marijuana and marijuana products from Marijuana Establishments and to sell or otherwise transfer marijuana and marijuana products to Marijuana Establishments and to consumers. A Marijuana Retailer provides a retail location which may be accessed by consumers 21 years of age or older or, if the retailer is co-located with a RMD by individuals who are registered qualifying patients with the Medical Use of Marijuana Program with a registration card.

In order for a customer to be dispensed marijuana, they must present a valid government issued photo ID immediately upon entry of the retail facility. If the individual is younger than 21 years old but 18 years of age or older, he or she shall not be admitted unless they produce an active medical registration card issued by the DPH. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.

Each recreational customer may be dispensed no more than one ounce of marijuana or five grams of marijuana concentrate per transaction as outlined in 935 CMR 500.140(4). Medical patients may be dispensed up to a 60-day supply of marijuana, or equivalent amount of marijuana in marijuana-infused products, that a registered qualifying patient would reasonably be expected to need over a period of 60 calendar days for his or her personal medical use, which is ten ounces, subject to 105 CMR 725.010(I).

Allowable forms of marijuana in Massachusetts include smokable dried flower, dried flower for vaporizing, cannabis derivative products (i.e., vape pens, gel caps, tinctures, etc.) and medical cannabis-infused products, including edibles.

In the state of Massachusetts, only cannabis that is grown and manufactured in the state can be sold in the state. Massachusetts is not a vertically integrated system, as a result a Marijuana Retailer may purchase and transport marijuana products from Marijuana Establishments and transport, sell or otherwise transfer marijuana products to Marijuana Establishments and to consumers. Licensed cultivators and product manufacturers may cultivate, harvest, process, produce package and sell marijuana products to Marijuana Establishments.

Reporting Requirements

The state of Massachusetts has selected Franwell's METRC solution as the state's T&T system used to track commercial cannabis activity and movement across the seed-to-sale distribution chain. The system allows for other third-party system integration via API.

Michigan

Michigan Regulatory Landscape

In November 2008, Michigan residents approved the Michigan Medical Marijuana Act (the "MMMA") to provide a legal framework for a safe and effective medical marijuana program. In September 2016, the Michigan Senate passed the Medical Marijuana Facilities Licensing Act (the "MMFLA") and the Marijuana Tracking Act (the "MTA" and together with the MMMA and the MMFLA, the "Michigan Cannabis Regulations") to provide a comprehensive licensing and tracking scheme,

respectively, for the medical marijuana program. Additionally, the Michigan Department of Licensing and Regulatory Affairs and its licensing board (“**LARA**”) has supplemented the Michigan Cannabis Regulations with “Emergency Rules” to further clarify the regulatory landscape surrounding the medical marijuana program. LARA is the main regulatory authority for the licensing of marijuana businesses.

Under the MMFLA, LARA administrates five types of “state operating licenses” for medical marijuana businesses: (a) a “grower” license, (b) a “processor” license, (c) a “secure transporter” license, (d) a “provisioning center” license and (e) a “safety compliance facility” license. There are no stated limits on the number of licenses that can be made available on a state level; however, LARA has discretion over the approval of applications and municipalities can pass additional restrictions.

On November 6, 2018, Michigan voters approved Proposal 1, to make marihuana legal under state and local law for adults 21 years of age or older and to control the commercial production and distribution of marihuana under a system that licenses, regulates, and taxes the businesses involved. The act will be known as the Michigan Regulation and Taxation of Marihuana Act. According to Proposal 1, LARA is required to start accepting applications for retail (recreational) dispensaries within 12 months of the measure’s effective date.

Licenses

The Company has entered into definitive agreements with Green Planet, Inc. and Uldaman, Inc. for the purchase of assets related to a licensed dispensary in Ann Arbor, Michigan.

State operating licenses for marijuana businesses have a 1 year term and are annually renewable if certain conditions are met: (a) the renewal application is submitted prior to the date the license expires, or within sixty (60) days of expiration if all other conditions are met and a late fee is paid, (b) the licensee pays the regulatory assessment fee set by LARA and (c) the licensee continues to meet the requirements to be a licensee under the Michigan Cannabis Regulations. Each renewal application is reviewed by LARA, but there is no guarantee of a timely renewal. There is no ultimate expiry after which no renewals are permitted.

Regulations

Michigan Marijuana Products may be purchased in a retail setting from a provisioning center by registered qualified patients or registered primary caregivers connected to a registered qualifying patient (each, a “**Michigan Qualified Purchaser**”); in each case, Michigan Qualified Purchasers must present a valid registry identification card issued by LARA (a “**Michigan Registry ID**”). For a Michigan Qualified Purchaser to receive Michigan Marijuana Products, provision centers must deploy an inventory control and tracking system that is capable of interfacing with the statewide monitoring system to determine (a) whether a Michigan Qualified Purchaser holds a Michigan Registry ID and (b) whether the sale or transfer will exceed the then-current daily and monthly purchasing limit for the holder of the Michigan Registry ID.

For registered qualifying patients, the daily purchasing limit is 2.5 ounces, and for registered primary caregivers, the daily purchasing limit is 2.5 ounces per underlying registered qualifying patient that the registered primary caregiver is connected with through the registration process. Finally, the licensee shall verify in the statewide monitoring system that the sale or transfer does not exceed the monthly purchasing limit of ten (10) ounces of marihuana product per month to a qualifying patient, either directly or through the qualifying patient’s registered primary caregiver.

Allowable forms of medical marihuana includes smokable dried flower, dried flower for vaporizing and marihuana-infused products, which are defined under the Act to include topical formulations, tinctures, beverages, edible substances or similar products containing usable marijuana that is intended for human consumption in a matter other than smoke inhalation. Under the Michigan Cannabis Regulations, marijuana-infused products shall not be considered food.

In the state of Michigan, only cannabis that is grown and manufactured in the state can be sold in the state. Michigan is not a vertically integrated system, as a result, dispensary license holders are provided the ability to dispense medical cannabis and are able to acquire medical cannabis from any Michigan licensed grower and producer. Delivery is permitted from dispensaries to patients.

Reporting Requirements

Pursuant to the requirements of the MTA, Michigan selected Franwell's METRC software as the state's third-party solution for integrated marijuana industry verification. Using METRC, regulators are able to track third party inventory, permissible sales and seed-to-sale information. Additionally, provisioning centers can use the METRC API to connect their own inventory management and/or point-of-sale systems to verify the identity as well as permissible sales for Michigan Qualified Purchasers.

Virginia

Virginia Regulatory Landscape

Virginia legalized medical marijuana for the treatment of glaucoma and cancer as part of a sweeping overhaul of the state's drug laws in 1979. In 2015, state legislation provided an affirmative defense for the possession of cannabidiol or THC-A oil pursuant to a valid written certification for patient use of the oils from a physician to alleviate intractable epilepsy but made no provision for a patient to acquire these substances.

Legislation passed in 2016 and 2017 authorized five pharmaceutical processors, one in each Health Service Area, to produce and dispense these oils, under a permit issued by the Board of Pharmacy ("**BOP**"). Legislation in 2018 expanded the use of these oils to any diagnosed condition or disease, upon recommendation from any physician, and required that dispensing of these oils be reported to the Prescription Monitoring Program ("**Virginia PMP**"), and that physicians request information from the Virginia PMP prior to issuing written certifications. As set forth in §54.1-3442.6 of the Code of Virginia, the Board may issue or renew in any year a maximum of five pharmaceutical processor permits, one for each health service area established by the Board of Health. Currently, the program only allows for two types of products, cannabidiol oil and THC-A oil.

Permits

The Company holds one (1) conditionally approved Pharmaceutical Processor permit to operate in the state as a Pharmaceutical Processor.

An operational Pharmaceutical Processor permit is awarded once the following steps are completed:

- Designation of a Pharmacist-in-Charge;
- Evidence of criminal background checks for all employees and agents of the processor;
- Evidence of utilization of an electronic tracking system; and
- A satisfactory inspection of the facility conducted by the board or its agents.

The Pharmaceutical Processor permits allow the cultivation of cannabis plants for the production of CBD oil and/or THC-A oil, and the dispensation of oils to patients registered by the BOP and who have obtained a written certification from a board-registered physician. Permits are renewed annually in accordance with BOP guidelines. There is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the

renewal application is submitted in a timely manner, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business.

A pharmaceutical processor shall initially cultivate only the number of cannabis plants necessary to produce cannabidiol oil or THC-A oil for the number of patients anticipated within the first nine months of operation. Thereafter, the processor shall:

- Not maintain more than 12 cannabis plants per patient at any given time based on dispensing data from the previous 90 days; and
- Not maintain cannabidiol oil or THC-A oil in excess of the quantity required for normal, efficient operation.

Regulations

Under the terms of the permit, the Pharmaceutical Processor shall dispense or deliver cannabidiol oil or THC-A oil only in person to (i) a patient who is a Virginia resident, has been issued a valid written certification, and is registered with the BOP, or (ii) if such patient is a minor or an incapacitated adult, such patient's parent or legal guardian who is a Virginia resident and is registered with the BOP.

No pharmaceutical processor shall dispense more than a 90-day supply for any patient during any 90-day period. Allowable forms of medical cannabis in Virginia are limited to cannabidiol oil and THC-A oil. "Cannabidiol oil" means a processed cannabis plant extract that contains at least 15 percent cannabidiol but no more than five percent THC, or a dilution of the resin of the cannabis plant that contains at least five milligrams of CBD per milliliter but not more than five percent THC. "THC-A oil" means a processed cannabis plant extract that contains at least 15 percent THC acid but not more than five percent THC, or a dilution of the resin of the cannabis plant that contains at least five milligrams of THC acid per milliliter but not more than five percent THC. The state has not clarified delivery methods of oil at this time.

In the state of Virginia, a pharmaceutical processor shall dispense only CBD oil and THC-A oil that has been cultivated and produced on the premises of such pharmaceutical processor. Virginia is a vertically integrated system, as a result, permit holders are provided the ability to cultivate, harvest, process and dispense approved medical cannabis products. Delivery is permitted.

Reporting Requirements

Pharmaceutical processors are required to use an electronic radio-frequency identification seed-to-sale tracking system to enable the state to monitor their activity. The electronic tracking system must include, at a minimum, a central inventory management system and standard and ad hoc reporting functions and must be capable of otherwise satisfying required recordkeeping. At this time, the state has not selected a state-wide seed-to-sale electronic tracking system.

Compliance Program

The Company's VP of Compliance oversees, maintains, and implements the compliance program and personnel in conjunction with the SVP of Legal. In addition to the Company's robust legal and compliance departments, the Company also has local regulatory/compliance counsel engaged in every jurisdiction (state and local) in which it operates. Such counsel regularly provides legal advice to the Company regarding compliance with state and local laws and regulation and the Company's legal and compliance exposures under United States federal law. The VP of Compliance and Compliance Managers serve as the liaison to state and local regulators during both regular business hours and after hours. The Compliance Department is responsible for ensuring operations and employees strictly comply with applicable laws, regulations and licensing conditions and ensure that operations do not endanger the

health, safety or welfare of the community. The VP of Compliance coordinates with the Company's Security Department to ensure that the operation and all employees are following and complying with the Company's written security procedures.

The Compliance Department oversees training for all employees, including on the following topics:

- Compliance with state and local laws;
- Safe cannabis use;
- Dispensing procedures;
- Security and safety policies and procedures;
- Inventory control;
- T&T training session; and
- Transportation procedures.

The Company's compliance program emphasizes security and inventory control to ensure strict monitoring of cannabis and inventory from delivery by a licensed distributor to sale or disposal. Only authorized, properly trained employees are allowed to access the Company's computerized seed-to-sale system.

The Company has created comprehensive standard operating procedures that include detailed descriptions and instructions for receiving shipments of inventory, inventory tracking, recordkeeping and record retention practices related to inventory, as well as procedures for performing inventory reconciliation and ensuring the accuracy of inventory tracking and recordkeeping. The Company maintains accurate records of its inventory at all licensed facilities. Adherence to the Company's standard operating procedures is mandatory and ensures that the Company's operations are compliant with the rules set forth by the applicable state and local laws, regulations, ordinances, licenses and other requirements.

In addition to the above disclosure, please see "Risk Factors" herein for further risk factors associated with the operations of the Company.

Service Providers

As a result of any adverse change to the approach in enforcement of United States cannabis laws, adverse regulatory or political change, additional scrutiny by regulatory authorities, adverse change in public perception in respect of the consumption of marijuana or otherwise, third party service providers to the Company could suspend or withdraw their services, which may have a material adverse effect on the Company's business, revenues, operating results, financial condition or prospects.

In addition to the above disclosure, please see "Risk Factors" herein for further risk factors associated with the operations of MedMen, including "Risk Factors – Risks Associated with the Business of the Company – Service Providers".

Ability to Access Public and Private Capital

The Company has historically, and continues to have, access to equity and debt financing from the public and private markets in Canada and private markets in the United States and internationally. While the Company is not able to obtain bank financing in the U.S. or financing from other U.S. federally regulated entities, it currently has access to such equity and debt financing in Canada, the United States and internationally, both on a brokered and non-brokered basis. The Company's executive team and the MedMen Board have extensive relationships with sources of private capital (such as funds, high net worth

individuals and family offices), which has facilitated its ability to complete non-brokered financing transactions. Further, the Company is actively pursuing sale and leaseback transactions to divest itself of certain of its portfolio real estate assets and currently plans to endeavour to complete similar transactions in the future.

If such equity and/or debt financing was no longer available in the public markets in Canada due to changes in applicable law or on terms which are acceptable, then the Company would endeavour to raise equity and/or debt financing privately. Commercial banks have approached the cannabis industry cautiously to date. However, there are increasing numbers of high net worth individuals, family offices, private equity and venture capital firms and other funds that have made meaningful investments in cannabis companies, including those with U.S. operations. Although there has been an increase in the amount of private financing available to cannabis companies over the last several years, there can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable.

The Company's inability to raise financing to fund capital or operating expenditures or acquisitions could limit its ability to operate or its growth and may have a material adverse effect upon the Company's business, financial condition, cash flows, results of operations or prospects.

In addition to the above disclosure, please see "Risk Factors" herein for further risk factors associated with the operations of MedMen, including "Risk Factors – Risks Associated with the Securities of the Company – Additional Financing" and "Risk Factors – Risks Associated with the Business of the Company – Going Concern Risk".

See also "General Development of the Business – Financing Activities" and "General Development of the Business – Acquisitions and Dispositions – Sale and Leaseback Transactions".

RISK FACTORS

The following are certain factors relating to the business and securities of MedMen. These risks and uncertainties are not the only ones facing MedMen. Additional risks and uncertainties not presently known to MedMen or currently deemed immaterial by MedMen, may also impair the operations of or materially adversely effect the securities of MedMen. If any such risks actually occur, MedMen Shareholders could lose all or part of their investment and the business, financial condition, liquidity, results of operations, cash flows and prospects of MedMen could be materially adversely affected and the ability of MedMen to implement its growth plans could be adversely affected. Some of the risk factors described herein are interrelated and, consequently, readers should treat such risk factors as a whole.

The acquisition of any of the securities of MedMen is speculative, involving a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of MedMen should not constitute a major portion of a person's investment portfolio and should only be made by persons who can afford a total loss of their investment. MedMen securityholders should evaluate carefully the following risk factors associated with MedMen's business and securities, along with the risk factors described elsewhere herein.

Risks Associated with the Securities of the Company

Founder Voting Control

As a result of the Super Voting Shares, Adam Bierman, the Chief Executive Officer and a director of MedMen, and Andrew Modlin, the President and a director of MedMen, exercise approximately 88.5% of the voting power in respect of MedMen's outstanding shares as of November 8, 2019. The Subordinate Voting Shares are entitled to one vote per share and the Super Voting Shares are entitled to 1,000 votes per share. As a result, Mr. Bierman and Mr. Modlin, and potentially either one of them alone, have the

ability to control the outcome of matters submitted to MedMen Shareholders for approval, including the election and removal of directors and any arrangement, sale of all or substantially all of the assets, fundamental change or change of business of MedMen. If Mr. Bierman's or Mr. Modlin's employment with MedMen is terminated or they resign from their positions with MedMen, they will continue to have the ability to exercise the same significant voting power. Additionally, each Super Voting Share, while transferable only if it is transferred concurrently with 50 MedMen Corp Redeemable Shares and/or LLC Redeemable Units, they may be so transferred to the holder's immediate family members or an affiliated entity or a transfer to the other Founder or an entity affiliated with the other Founder. Accordingly, upon a transfer by a Founder of some or all of his Super Voting Shares to the other Founder, the other Founder could individually control substantially all of the voting power of MedMen's outstanding shares.

In addition, because the number of Super Voting Shares held by a holder thereof from time to time is dependent upon the number of MedMen Corp Redeemable Shares and/or LLC Redeemable Units beneficially owned, directly or indirectly, or deemed to be so beneficially owned by such holder from time to time, should MedMen cause the LLC to issue additional LLC Redeemable Units in the future to a Founder in connection with employee equity incentive programs, it would prolong the Founder's voting control.

Under the provisions of the Super Voting Shares and Subordinate Voting Shares, in the event that a take-over bid is made for the Super Voting Shares, the holders of Subordinate Voting Shares would not be entitled to participate in such offer and would not be entitled to tender their shares into any such offer, whether under the terms of the Subordinate Voting Shares or under any coattail trust or similar agreement, and would be excluded from any control premium paid for the Super Voting Shares. See "Description of Share Capital of MedMen".

The concentrated control through the Super Voting Shares could delay, defer, or prevent a change of control of MedMen, arrangement involving MedMen, sale of all or substantially all of the assets of MedMen, a fundamental change of MedMen or a change of business of MedMen that other MedMen Shareholders support. Conversely, this concentrated control could allow the Founders to approve the consummation of such a transaction that other MedMen Shareholders do not support. In addition, the Founders may make long-term strategic investment decisions and take risks that may not be successful and may seriously harm MedMen's business.

As directors and officers of MedMen, the Founders have control over the day-to-day management and the implementation of major strategic decisions of MedMen, subject to authorization and oversight by the MedMen Board. As directors and officers of MedMen, the Founders owe a fiduciary duty to MedMen and are obligated to act honestly and in good faith with a view to the best interests of MedMen. As MedMen Shareholders, even controlling MedMen Shareholders, Mr. Bierman and Mr. Modlin will be entitled to vote their shares, and shares over which they have voting control, in their own interests, which may not always be in the interests of MedMen or the other MedMen Shareholders.

Unpredictability Caused by the Capital Structure and Founder Voting Control

Although other Canadian-based companies have dual class or multiple voting share structures, given the concentration of voting control that is held by the Founders and given the other unique features of the capital structure of MedMen, including the existence of a significant amount of redeemable equity securities that have been issued by, and are issuable pursuant to the exercise, conversion or exchange of the applicable convertible securities of, certain subsidiaries of MedMen, such subsidiaries being MedMen Corp. and the LLC, which equity securities are redeemable from time to time for Subordinate Voting Shares or cash, in accordance with their terms, MedMen is not able to predict whether this structure and control will result in a lower trading price for or greater fluctuations in the trading price of the Subordinate Voting Shares or will result in adverse publicity to MedMen or other adverse consequences.

Additional Issuance of Subordinate Voting Shares and Subsidiary Securities May Result in Dilution

MedMen may issue additional securities in the future, which may dilute a MedMen Shareholder's holdings in MedMen. MedMen's articles permit the issuance of an unlimited number of Subordinate Voting Shares, and MedMen Shareholders will have no pre-emptive rights in connection with such further issuance. The MedMen Board has discretion to determine the price and the terms of further issuances. Moreover, additional Subordinate Voting Shares will be issued by MedMen on the exercise, conversion or redemption of certain outstanding securities of MedMen, MedMen Corp. and the LLC in accordance with their terms. MedMen may also issue Subordinate Voting Shares to finance future acquisitions. MedMen cannot predict the size of future issuances of Subordinate Voting Shares or the effect that future issuances and sales of Subordinate Voting Shares will have on the market price of the Subordinate Voting Shares. Issuances of a substantial number of additional Subordinate Voting Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Subordinate Voting Shares. With any additional issuance of Subordinate Voting Shares, investors will suffer dilution to their voting power and MedMen may experience dilution in its revenue per share.

Additionally, the subsidiaries of MedMen, such as MedMen Corp. and the LLC, may issue additional securities, including MedMen Corp Redeemable Shares, LLC Redeemable Units and LTIP Units to new or existing shareholders, members or securityholders, including in exchange for services performed or to be performed on behalf of such entities or to finance future acquisitions. Any such issuances could result in substantial dilution to the indirect equity interest of the holders of Subordinate Voting Shares in the LLC.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing. The failure to raise or procure such additional funds could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities or convertible debt, existing MedMen Shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company has completed the sale and leaseback of certain properties and is contemplating completing the same in respect of additional properties. The reduction in the Company's real estate assets could cause securing any additional debt financing to be more difficult or on less favourable terms to the Company, such as on higher interest rates, than as otherwise may have been expected. The Company will require additional financing to fund its operations until positive cash flow is achieved. Although the Company believes that it will be able to obtain the necessary funding as in the past, there can be no assurance of the success of these plans.

See "General Development of the Business – Acquisitions and Dispositions – Sale and Leaseback Transactions".

Volatile Market Price of the Subordinate Voting Shares and Other Listed Securities

The market price of the Subordinate Voting Shares and other listed securities of MedMen from time to time, including the September Warrants and the December Warrants, cannot be predicted and has been and may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond MedMen's control. This volatility may affect the ability of holders of Subordinate Voting Shares or such other securities to sell their securities at an advantageous price. Market price fluctuations in the Subordinate Voting Shares or such other securities may be due to MedMen's operating results

failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or competitive, regulatory or economic trends, adverse changes in the economic performance or market valuations of companies in the industry in which MedMen operates, acquisitions, dispositions, strategic partnerships, joint ventures, capital commitments or other material public announcements by MedMen or its competitors or government and regulatory authorities, operating and share price performance of the companies that investors deem comparable to MedMen, addition or departure of MedMen's executive officers, directors and other key personnel, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Subordinate Voting Shares or such other securities.

Financial markets have at times historically experienced significant price and volume fluctuations that have particularly affected the market prices of equity and convertible securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Subordinate Voting Shares and other listed securities of MedMen from time to time, including the September Warrants and the December Warrants, may decline even if MedMen's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue or arise, MedMen's operations may be adversely impacted and the trading price of the Subordinate Voting Shares and such other securities may be materially adversely affected.

A Significant Portion of MedMen Corp.'s Outstanding Securities May be Redeemed in the Near Future

In connection with the December Unit Offering, the Company caused certain parties, including MMMG, Fund I and Fund II with respect to the period from November 25, 2018 until and including the 30th business day after November 25, 2018, being January 9, 2019, to enter into lock-up agreements pursuant to which, subject to certain limited exceptions, such parties were required to not, directly or indirectly, sell or enter into an arrangement the consequence of which is to alter economic exposure to any Subordinate Voting Shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire Subordinate Voting Shares or other equity securities of the Company. In December 2018 and January 2019, MMMG, Fund I and Fund II each negotiated and entered into separate lock-up agreements with MedMen Corp. in respect of the MedMen Corp Redeemable Shares held by such entities. MMMG, Fund I and Fund II respectively held approximately 179 million MedMen Corp Redeemable Shares, 94 million MedMen Corp Redeemable Shares and 60 million MedMen Corp Redeemable Shares as of the execution of such lock-up agreements. Such lock-up agreements provide that all of the MedMen Corp Redeemable Shares held by MMMG and approximately 105 million of the total number of MedMen Corp Redeemable Shares held by Fund I and Fund II will not be permitted to be sold, transferred or otherwise disposed of by such shareholders of MedMen Corp. until November 25, 2019, at which time, the restrictions on resale pursuant to such agreements are to be immediately lifted as to one-twelfth of the locked-up shares and thereafter in increments over an 11-month period as to the remaining locked-up shares. In the event that MMMG, Fund I or Fund II distribute their MedMen Corp Redeemable Shares to their respective members or partners, they are required to cause such MedMen Corp Redeemable Shares to remain subject to the same restrictions on resale.

The sale of a substantial number of Subordinate Voting Shares upon redemption of MedMen Corp Redeemable Shares by MMMG, Fund I or Fund II (or by the members or partners of such entities to the extent that MMMG, Fund I or Fund II distribute such securities to their members or partners), or the perception in the market that holders of a large number of securities may or intend to sell securities, could reduce the market price of the Subordinate Voting Shares, the September Warrants or the December Warrants and could impair the Company's ability to raise capital through the sale of additional equity securities. The effect of any such sales on the prevailing market price of the Subordinate Voting Shares, the September Warrants or the December Warrants is not predictable. See "Securities Subject to Contractual Restriction on Transfer" for further details.

Sales by Existing Shareholders

Sales of a substantial number of Subordinate Voting Shares in the public market could occur at any time either by existing holders of Subordinate Voting Shares or by holders of MedMen Corp Redeemable Shares or LLC Redeemable Units upon redemption of the same and issuance to such holders of the applicable Subordinate Voting Shares. These sales, or the market perception that the holders of a large number of Subordinate Voting Shares, MedMen Corp Redeemable Shares or LLC Redeemable Units intend to sell Subordinate Voting Shares, could reduce the market price of the Subordinate Voting Shares and other listed securities of MedMen from time to time, including the September Warrants and the December Warrants. If this occurs and continues, it could impair MedMen's ability to raise additional capital through the sale of securities.

Limited Market for Securities

Notwithstanding that the Subordinate Voting Shares, the September Warrants and the December Warrants are listed on the CSE, there can be no assurance that an active and liquid market for the Subordinate Voting Shares, the September Warrants or the December Warrants will develop or be maintained and a MedMen securityholder may find it difficult to resell any securities of MedMen.

Dividends

MedMen has no earnings or dividend record, and does not anticipate paying any dividends on the Subordinate Voting Shares in the foreseeable future. Dividends paid by MedMen would be subject to tax and, potentially, withholdings.

Risks Associated with the Business of the Company

Cannabis Continues to be a Controlled Substance under the United States Federal Controlled Substances Act

MedMen both directly and indirectly engages in the medical and adult-use marijuana industry in the United States where local state law permits such activities. Investors are cautioned that in the United States, cannabis is largely regulated at the state level. To MedMen's knowledge, there are to date a total of 33 states, and the District of Columbia, that have now legalized cannabis in some form, including the states in which MedMen operates. Notwithstanding the permissive regulatory environment of cannabis at the state level, cannabis continues to be categorized as a controlled substance under the CSA and as such, cultivation, distribution, sale and possession of cannabis violates federal law in the United States. The inconsistency between federal and state laws and regulations is a major risk factor.

As a result of the Sessions Memo, federal prosecutors are free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memo as to the priority they should ascribe to such cannabis activities, and as a result it is uncertain how active federal prosecutors will be in relation to such activities. Due to the ambiguity of the Sessions Memo, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law.

Federal law pre-empts state law in these circumstances, so that the federal government can assert criminal violations of federal law despite state law. The level of prosecutions of state-legal cannabis operations is entirely unknown, nonetheless the stated position of the current administration is hostile to legal cannabis, and furthermore may be changed at any time by the Department of Justice, to become even more aggressive. The Sessions Memo lays the groundwork for United States Attorneys to take their cues on enforcement priority directly from the Attorney General's office by referencing federal law enforcement priorities set by former Attorney General Jeff Sessions. It is unclear what position the new Attorney General will take. If the Department of Justice policy were to be to aggressively pursue

financiers or equity owners of cannabis-related business, and United States Attorneys followed such Department of Justice policies through pursuing prosecutions, then MedMen could face (i) seizure of its cash and other assets used to support or derived from its cannabis subsidiaries; and (ii) the arrest of its employees, directors, officers, managers and investors, who could face charges of ancillary criminal violations of the CSA for aiding and abetting and conspiring to violate the CSA by virtue of providing financial support to state-licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis. Additionally, as has recently been affirmed by U.S. Customs and Border Protection, employees, directors, officers, managers and investors of MedMen who are not U.S. citizens face the risk of being barred from entry into the United States for life.

Now that the Cole Memo has been rescinded by former Attorney General Jeff Sessions, the Department of Justice under the current administration or an aggressive federal prosecutor could allege that MedMen and the MedMen Board and, potentially its shareholders, “aided and abetted” violations of federal law by providing finances and services to its operating subsidiaries. Under these circumstances, it is possible that the federal prosecutor would seek to seize the assets of MedMen, and to recover the “illicit profits” previously distributed to shareholders resulting from any of the foregoing financing or services. In these circumstances, MedMen’s operations would cease, MedMen Shareholders may lose their entire investment and directors, officers and/or MedMen Shareholders may be left to defend any criminal charges against them at their own expense and, if convicted, be sent to federal prison.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on MedMen, including its reputation and ability to conduct business, its holding (directly or indirectly) of medical and adult-use cannabis licenses in the United States, the listing of its securities on the CSE or other applicable exchanges, its capital, financial position, operating results, profitability or liquidity or the market price of its listed securities.

Overall, an investor’s contribution to and involvement in MedMen’s activities may result in federal civil and/or criminal prosecution, including forfeiture of his, her or its entire investment.

The Leahy Amendment Must be Renewed to Protect the Medical Cannabis Industry

The Leahy Amendment, as discussed above, prohibits the Department of Justice from spending funds appropriated by Congress to enforce the tenets of the CSA against the medical cannabis industry in states which have legalized such activity. This amendment has historically been passed as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. The Leahy Amendment was included in the 2020 Fiscal Year Appropriations Package of the federal budget for fiscal year 2020 which runs from October 1, 2019 to September 30, 2020, however, the full appropriations bill has until November 21, 2019 to pass.

Risk of Civil Asset Forfeiture

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

Anti-Money Laundering Laws and Regulations

MedMen is subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), Sections 1956 and 1957 of U.S.C. Title 18 (the Money Laundering Control Act), the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada), as amended and the rules and regulations thereunder, the *Criminal Code* (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

Banks often refuse to provide banking services to businesses involved in the marijuana industry due to the present state of the laws and regulations governing financial institutions in the United States. The lack of banking and financial services presents unique and significant challenges to businesses in the marijuana industry. The potential lack of a secure place in which to deposit and store cash, the inability to pay creditors through the issuance of checks and the inability to secure traditional forms of operational financing, such as lines of credit, are some of the many challenges presented by the unavailability of traditional banking and financial services.

In February 2014, FinCEN issued a memo (the “**FinCEN Memo**”) providing instructions to banks seeking to provide services to cannabis-related businesses. The FinCEN Memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that former Deputy Attorney General James M. Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA. While the FinCEN Memo has not been rescinded by the Department of Justice at this time, it remains unclear whether the current administration will follow its guidelines. Overall, the Department of Justice continues to have the right and power to prosecute crimes committed by banks and financial institutions, such as money laundering and violations of the Bank Secrecy Act, that occur in any state, including in states that have legalized the applicable conduct and the Department of Justice’s current enforcement priorities could change for any number of reasons, including a change in the opinions of the President of the United States or the United States Attorney General. A change in the Department of Justice’s enforcement priorities could result in the Department of Justice prosecuting banks and financial institutions for crimes that previously were not prosecuted.

In the event that any of MedMen’s operations, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of MedMen to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while there are no current intentions to declare or pay dividends on the Subordinate Voting Shares in the foreseeable future, in the event that a determination was made that MedMen’s proceeds from operations (or any future operations or investments in the United States) could reasonably be shown to constitute proceeds of crime, MedMen may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Lack of Access to U.S. Bankruptcy Protections

Because the use of cannabis is illegal under federal law, many courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry in the event of a bankruptcy. If MedMen were to experience a bankruptcy, there is no guarantee that U.S. federal bankruptcy protections would be available to MedMen’s United States operations, which could have a material adverse effect on the business, capital, financial condition and prospects of MedMen and on the rights of lenders to and securityholders of MedMen.

Heightened Scrutiny by Regulatory Authorities

For the reasons set forth above, MedMen's existing operations in the United States, and any future operations or investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada and the United States. As a result, MedMen may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on MedMen's ability to operate or invest in the United States or any other jurisdiction, in addition to those described herein.

It had been reported in Canada that the Canadian Depository for Securities Limited is considering a policy shift that would see its subsidiary, CDS Clearing and Depository Services Inc. ("**CDS**"), refuse to settle trades for cannabis issuers that have activities in the United States. CDS is Canada's central securities depository, clearing and settling trades in the Canadian equity, fixed income and money markets. The TMX Group, the owner and operator of CDS, subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, despite media reports to the contrary and that the TMX Group was working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("**MOU**") with Aequis NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the United States. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented at a time when the Subordinate Voting Shares or other securities of MedMen are listed on a stock exchange, it would have a material adverse effect on the ability of holders of Subordinate Voting Shares or such other securities to make and settle trades. In particular, the Subordinate Voting Shares or such other securities would become highly illiquid as until an alternative was implemented, investors would have no ability to effect a trade of the Subordinate Voting Shares or such other securities through the facilities of the applicable stock exchange.

Difficulty for U.S. holders to resell Subordinate Voting Shares

The Company understands that all major securities clearing firms in the U.S. have ceased participating in transactions related to securities of Canadian public companies involved in the U.S. marijuana industry. This appears to be due to the fact that marijuana continues to be listed as a controlled substance under U.S. federal law, with the result that marijuana-related practices or activities, including the cultivation, possession or distribution of marijuana, are illegal under U.S. federal law. Accordingly, U.S. residents who acquire Subordinate Voting Shares as "restricted securities" may find it difficult – if not impossible – to resell such shares over the facilities of any Canadian stock exchange on which the Subordinate Voting Shares may then be listed including the CSE. It remains unclear what impact if any, this and any future actions among market participants in the U.S. will have on the ability of U.S. residents to resell any Subordinate Voting Shares that they may acquire in open market transactions.

Risk of Legal, Regulatory or Political Change

The success of the business strategy of MedMen depends on the legality of the marijuana industry. The political environment surrounding the marijuana industry in general can be volatile and the regulatory framework remains in flux. To MedMen's knowledge, there are to date a total of 47 states, and the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam that have legalized cannabis in some form, including the states in which MedMen operates; however, the risk remains that a shift in the

regulatory or political realm could occur and have a drastic impact on the industry as a whole, adversely impacting MedMen's business, results of operations, financial condition or prospects.

Delays in enactment of new state or federal regulations could restrict the ability of MedMen to reach strategic growth targets and lower return on investor capital. The strategic growth strategy of MedMen is reliant upon certain federal and state regulations being enacted to facilitate the legalization of medical and adult-use marijuana. If such regulations are not enacted, or enacted but subsequently repealed or amended, or enacted with prolonged phase-in periods, the growth targets of MedMen, and thus, the effect on the return of investor capital, could be detrimental. MedMen is unable to predict with certainty when and how the outcome of these complex regulatory and legislative proceedings will affect its business and growth.

Further, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. If the federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, MedMen's business, results of operations, financial condition and prospects would be materially adversely affected. It is also important to note that local and city ordinances may strictly limit and/or restrict the sale of marijuana in a manner that will make it extremely difficult or impossible to transact business that is necessary for the continued operation of the marijuana industry. Federal actions against individuals or entities engaged in the marijuana industry or a repeal of applicable marijuana related legislation could adversely affect MedMen and its business, results of operations, financial condition and prospects.

MedMen is aware that multiple states are considering special taxes or fees on businesses in the marijuana industry. It is a potential yet unknown risk at this time that other states are in the process of reviewing such additional fees and taxation. This could have a material adverse effect upon MedMen's business, results of operations, financial condition or prospects.

The commercial medical and adult-use marijuana industry is in its infancy and MedMen anticipates that such regulations will be subject to change as the jurisdictions in which MedMen does business matures. MedMen has in place a detailed compliance program headed by its VP of Compliance who oversees, maintains, and implements the compliance program and personnel in conjunction with the SVP of Legal. In addition to MedMen's robust legal and compliance departments, MedMen also has local regulatory/compliance counsel engaged in every jurisdiction (state and local) in which it operates. Such counsel regularly provides legal advice to MedMen regarding compliance with state and local laws and regulation and MedMen's legal and compliance exposures under United States federal law. MedMen's compliance program emphasizes security and inventory control to ensure strict monitoring of cannabis and inventory from delivery by a licensed distributor to sale or disposal. Additionally, MedMen has created comprehensive standard operating procedures that include detailed descriptions and instructions for receiving shipments of inventory, inventory tracking, recordkeeping and record retention practices related to inventory, as well as procedures for performing inventory reconciliation and ensuring the accuracy of inventory tracking and recordkeeping. MedMen will continue to monitor compliance on an ongoing basis in accordance with its compliance program, standard operating procedures, and any changes to regulation in the marijuana industry.

Overall, the medical and adult-use marijuana industry is subject to significant regulatory change at the local, state and federal levels. The inability of MedMen to respond to the changing regulatory landscape may cause it to not be successful in capturing significant market share and could otherwise harm its business, results of operations, financial condition or prospects.

Environmental Risk and Regulation

MedMen's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors (or the equivalent thereof) and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect MedMen's operations.

Government approvals and permits are currently, and may in the future, be required in connection with MedMen's operations. To the extent such approvals are required and not obtained, MedMen may be curtailed or prohibited from its current or proposed production, manufacturing or sale of marijuana or marijuana products or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. MedMen may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the production, manufacturing or sale of marijuana or marijuana products, or more stringent implementation thereof, could have a material adverse impact on MedMen and cause increases in expenses, capital expenditures or production or manufacturing costs or reduction in levels of production, manufacturing or sale or require abandonment or delays in development.

Public Opinion and Perception

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in the United States, Canada or elsewhere. Public opinion and support for medical and adult-use marijuana has traditionally been inconsistent and varies from jurisdiction to jurisdiction. While public opinion and support appears to be rising for legalizing medical and adult-use marijuana, it remains a controversial issue subject to differing opinions surrounding the level of legalization (for example, medical marijuana as opposed to legalization in general). Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of marijuana in general, or associating the consumption of adult-use and medical marijuana with illness or other negative effects or events, could have a material adverse effect on MedMen's business, results of operations or prospects. There is no assurance that such adverse publicity reports or other media attention will not arise. A negative shift in the public's perception of cannabis, including vaping or other forms of cannabis administration, in the United States, Canada or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical and/or adult-use cannabis, thereby limiting the number of new state jurisdictions into which MedMen could expand and perception of negative health effects from the use of vaporizers to consume cannabis could result in state and local prohibitions on the sale of vaping products for an indefinite period of time. Any inability to fully implement MedMen's expansion strategy may have a material adverse effect on MedMen's business, results of operations or prospects. Among other things, such a shift could also cause states that have already legalized medical and/or adult-use cannabis to reevaluate the extent of and introduce new restrictions on the permitted activities and permitted cannabis products within their jurisdictions, which may have a material adverse effect on the Company's business, results of operations or prospects. Recent medical alerts by the CDC and state health agencies on vaping related illness and other issues directly related to cannabis consumption could potentially create an inability to fully implement the Company's expansion strategy or could restrict the

products which the Company sells at its existing operations, which may have a material adverse effect on the Company's business, results of operations or prospects.

General Regulatory Risks; Risks Related to Licensure

MedMen's business is subject to a variety of laws, regulations and guidelines relating to the cultivation, manufacture, management, transportation, storage, sale and disposal of marijuana, including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Achievement of MedMen's business objectives are contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals. Changes to such laws, regulations and guidelines due to matters beyond the control of MedMen may cause material adverse effects to MedMen.

MedMen is required to obtain or renew government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on MedMen's part. The duration and success of MedMen's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. MedMen may not be able to obtain, amend or renew permits or licenses that are necessary to its operations. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of MedMen. To the extent necessary permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, MedMen may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

While MedMen's compliance controls have been developed to mitigate the risk of any material violations of any license or certificate it holds arising, there is no assurance that MedMen's licenses or certificates will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses or certificates held by MedMen could impede the ongoing or planned operations of MedMen and have a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

MedMen may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm MedMen's reputation, require MedMen to take, or refrain from taking, actions that could harm its operations or require MedMen to pay substantial amounts of funds, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on MedMen's business, financial condition, results of operations or prospects.

Please see "United States Regulatory Environment" above for additional details as to the license renewal process in the states in which the Company operates or has pending disclosed acquisitions or license applications.

Restrictions on Deduction of Certain Expenses

Section 280E of the Code, as amended, prohibits businesses from deducting certain expenses associated with trafficking controlled substances (within the meaning of Schedule I and II of the CSA). The IRS has invoked Section 280E in tax audits against various cannabis businesses in the U.S. that are licensed under applicable state laws. Although the IRS issued a clarification allowing the deduction of certain expenses, the scope of such items is interpreted very narrowly and the bulk of operating costs and general administrative costs are not permitted to be deducted. While there are currently several pending

cases before various administrative and federal courts challenging these restrictions, there is no guarantee that these courts will issue an interpretation of Section 280E favorable to cannabis businesses.

Overall, under Section 280E of the Code, normal business expenses incurred in the business of selling marijuana and its derivatives are not deductible in calculating income tax liability. Therefore, the Company will be precluded from claiming certain deductions otherwise available to non-marijuana businesses and, as a result, an otherwise profitable business may in fact operate at a loss after taking into account its income tax expenses. There is no certainty that the impact that Section 280E has on the Company's margins will ever be reduced.

Recent Tax Legislation

On December 22, 2017, President Trump signed into law P.L. 115-97, informally titled the Tax Cuts and Jobs Act. The Tax Cuts and Jobs Act made major changes to the Code, including a number of provisions of the Code that affect the taxation of corporations and their stockholders, as well as provisions that affect U.S. international taxation of income. The individual and collective impact of these provisions and other provisions of the Tax Cuts and Jobs Act on corporations and their stockholders is uncertain, and may not become evident for some period of time. Existing and prospective holders of the Subordinate Voting Shares should consult their tax advisors regarding the implications of the Tax Cuts and Jobs Act on their investment in the Subordinate Voting Shares.

Service Providers

As a result of any adverse change to the approach in enforcement of United States cannabis laws, adverse regulatory or political change, additional scrutiny by regulatory authorities, adverse change in public perception in respect of the consumption of marijuana or otherwise, third party service providers to MedMen could suspend or withdraw their services, which may have a material adverse effect on MedMen's business, revenues, operating results, financial condition or prospects.

Enforceability of Contracts

It is a fundamental principle of law that a contract will not be enforced if it involves a violation of law or public policy. Because cannabis remains illegal at a federal level, judges in multiple U.S. states have on a number of occasions refused to enforce contracts, including for the repayment of money when the loan was used in connection with activities that violate federal law, even if there is no violation of state law. There remains doubt and uncertainty that MedMen will be able to legally enforce contracts it enters into if necessary. MedMen cannot be assured that it will have a remedy for breach of contract, which could have a material adverse effect on MedMen's business, revenues, operating results, financial condition and prospects.

Negative Cash Flow from Operations

During the financial year ended June 29, 2019, the Company had negative operating cash flows. The Company is currently incurring expenditures related to its operating activities that have generated negative operating cash flows. Operating cash flows may decline in certain circumstances, many of which are beyond the Company's control. There is no assurance that the Company will generate sufficient revenues in the near future, and it may continue to incur negative operating cash flows. The Company expects to continue to have negative operating cash flows for the foreseeable future. The Company may need to deploy a portion of its working capital to fund such negative operating cash flows or seek additional sources of funding.

Going Concern Risk

The financial statements of MedMen have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of

business. MedMen's primary sources of capital resources are anticipated to be comprised of cash and cash equivalents and the issuance of equity and debt securities. MedMen will continuously monitor its capital structure and, based on changes in operations and economic conditions, may adjust the structure by issuing new shares or new debt as necessary. MedMen's ability to continue as a going concern in the near-term is expected to be dependent on obtaining additional financing to settle its liabilities. In the long-term, MedMen's ability to continue as a going concern is expected to be dependent on maintaining profitable operations. While MedMen has been successful in securing both equity and debt financing from the public and private capital markets to date as applicable in Canada, the United States and internationally, there are no guarantees that MedMen will be able to secure any such public or private equity or debt financing in the future on terms acceptable to MedMen, if at all, or be able to achieve profitability. This could in turn have a material adverse effect on MedMen's business, financial condition, results of operations, cash flows or prospects.

October Term Loan and GGP Credit Facility Carry Significant Provisions

As described under "General Development of the Business – Financing Activities", MedMen and MedMen Corp. have significant outstanding indebtedness under the GGP Credit Facility and the October Term Loan. MedMen and MedMen Corp. have co-issued GGP Convertible Notes pursuant to the GGP Credit Facility and MedMen has guaranteed the obligations of MedMen Corp. under the October Term Loan.

Subject to certain limited exceptions, the assets of the Company and its subsidiaries have been pledged as security for the obligations under the GGP Credit Facility. Additionally, the ownership interests of certain subsidiaries of the Company have been pledged as security for the obligations under the October Term Loan.

The significant outstanding indebtedness under the GGP Credit Facility and the October Term Loan could have important consequences to MedMen securityholders due to the following potential factors affecting the Company, among others: (i) difficulties and costs (including diversion of management resources) in satisfying obligations and covenants with respect to indebtedness, (ii) limitations on the ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements and increased cost of any additional borrowing, (iii) requirements that a substantial portion of the Company's cash flows be dedicated to debt service payments under the GGP Credit Facility and the October Term Loan instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes, (iv) increased vulnerability to general adverse economic and industry conditions, (v) decreased flexibility in planning for and reacting to changes in the industry in which it competes, and (vi) placing the Company at a disadvantage compared to its less leveraged competitors.

The Company's and MedMen Corp.'s, as applicable, ability to make scheduled payments of the principal of or interest on, or to refinance, its indebtedness will depend on its future cash flow, which is subject to the operations of MedMen Corp. and other subsidiaries of the Company, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond the Company's control.

The terms and conditions of the GGP Credit Facility and the October Term Loan contain restrictive covenants that limit the Company's ability to engage in activities that may be in the Company's long-term best interest. In addition, the terms and conditions thereof contain financial, operational and reporting covenants, and compliance with the covenants by the Company may increase the Company's legal and financial costs, make certain activities, such as the payment of dividends or other distributions, more difficult or restricted, time-consuming or costly and increase demand on the Company's systems and resources. The Company's failure to comply with any such covenants, which may be affected by events beyond the Company's control, could result in an event of default which, if not cured or waived, could result in the acceleration of repayment of the Company's debt or realization on the security granted or trigger cross-default or cross-acceleration provisions in any other agreements, including as between

agreements pertaining to the GGP Credit Facility, on the one hand, and the October Term Loan, on the other hand, any of which would have a material adverse effect on the Company's business, capital, financial condition, results of operations, cash flows and prospects.

The Company may not be able to Refinance, Extend or Repay its Substantial Indebtedness

The Company anticipates needing to raise a significant amount of debt or equity capital in the near future in order to repay outstanding debt obligations owed to the Company's senior secured lenders under the GGP Credit Facility and the October Term Loan when they mature. The October Term Loan matures on October 1, 2020 and, unless extended in accordance with its terms, the GGP Credit Facility matures on April 23, 2022. Please refer to the Financial Statements for additional details as to the Company's current and non-current liabilities as of June 29, 2019, including in respect of the GGP Credit Facility and the October Term Loan. Principal amounts of US\$143,750,000 and US\$77,675,000, not including any payment-in-kind interest, are outstanding respectively under the GGP Credit Facility and the October Term Loan and it is anticipated that an additional US\$10,000,000 will be loaned to the Company and MedMen Corp. by November 29, 2019 pursuant to Tranche 3 of the GGP Credit Facility and that an additional US\$115,000,000 will be available to the Company and MedMen Corp. pursuant to Tranche 4 of the GGP Credit Facility in the event that the lenders under the GGP Credit Facility agree to advance such Tranche 4. If the Company is unable to raise sufficient capital to repay these obligations at maturity (if not converted, in the case of the GGP Credit Facility) and is otherwise unable to extend the maturity dates or refinance these obligations, the Company would be in default. The Company cannot provide any assurances that it will be able to raise the necessary amount of capital to repay these obligations, that any obligations that are convertible will be converted into equity or that it will be able to extend the maturity dates or otherwise refinance these obligations. Upon a default, the lenders under such debt would have the right to exercise their rights and remedies to collect, which would include the ability to foreclose on the Company's assets. Accordingly, a default by the Company would have a material adverse effect on the Company's business, capital, financial condition and prospects, and the Company would likely be forced to seek bankruptcy protection.

There is No Assurance that Tranche 4 of the GGP Credit Facility will be Available to the Company

In order for the Company and MedMen Corp. to be funded Tranche 4 of the GGP Credit Facility, the Company, on the one hand, and the lenders thereunder, on the other hand, must agree to the draw-down of such Tranche, at their discretion, and as a result there is no assurance that Tranche 4 of the GGP Credit Facility will be available to the Company and MedMen Corp.

Risks of Leverage

MedMen anticipates utilizing leverage in connection with MedMen's business in the form of secured or unsecured indebtedness, including but not limited to the October Term Loan and the GGP Credit Facility. Although MedMen will seek to use leverage in a manner it believes is prudent, such leverage will increase the exposure of MedMen to adverse economic factors such as downturns in the economy or deterioration in the condition of its business. If MedMen defaults on secured indebtedness, the lender may foreclose and MedMen could lose the security in respect of such loan in its entirety. If MedMen defaults on unsecured indebtedness, the terms of the loan may require MedMen to repay the principal amount of the loan and any interest accrued thereon in addition to heavy penalties that may be imposed.

Holding Company

MedMen is a holding company and essentially all of its assets are the capital stock of its material subsidiaries. As a result, investors in MedMen are subject to the risks attributable to its subsidiaries. Consequently, MedMen's cash flows and ability to complete current or desirable future opportunities are dependent on the earnings of its subsidiaries. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such entities and contractual

restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of MedMen's material subsidiaries, holders of indebtedness and trade creditors may be entitled to payment of their claims from the assets of those subsidiaries before MedMen.

Discretion in the Use of Proceeds

Management of the Company has discretion concerning the use of the proceeds derived from the equity and debt financings undertaken by it and the capital available to it under its equity and debt facilities, as well as the timing of their expenditure. Management may use the net proceeds thereof other than as described herein if they believe it would be in the Company's best interest to do so and in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company's business, capital, results of operations, financial condition and prospects may suffer.

Limited Operating History

As a high growth enterprise, MedMen does not have a history of profitability. As such MedMen has no immediate prospect of generating profit from its intended operations. MedMen is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of earnings. There is no assurance that MedMen will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Reliance on Management

The success of MedMen is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements or management agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on MedMen's business, operating results, financial condition or prospects.

Risks Inherent in an Agricultural Business

Adult-use and medical marijuana are agricultural products. There are risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although the products are usually grown indoors under climate-controlled conditions, with conditions monitored, there can be no assurance that natural elements will not have a material adverse effect on the production of MedMen's products.

Vulnerability to Rising Energy Costs

Adult-use and medical marijuana growing operations consume considerable energy, making MedMen potentially vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business, results of operations, financial condition or prospects of MedMen.

Unfavorable Publicity or Consumer Perception

MedMen believes the adult-use and medical marijuana industries are highly dependent upon consumer perception regarding the safety, efficacy and quality of the marijuana produced. Consumer perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of marijuana products. There can be no assurance that future scientific research or findings, regulatory investigations, litigation, media attention or other publicity will be favorable to the marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory investigations, litigation,

media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or other publicity could have a material adverse effect on the demand for adult-use or medical marijuana and on the business, results of operations, financial condition, cash flows or prospects of MedMen. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of marijuana in general, or associating the consumption of adult-use and medical marijuana with illness or other negative effects or events, could have such a material adverse effect. There is no assurance that such adverse publicity reports, findings or other media attention will not arise.

Product Liability

As a manufacturer and distributor of products designed to be ingested by humans, MedMen faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of marijuana involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of marijuana alone or in combination with other medications or substances could occur. As a manufacturer, distributor and retailer of adult-use and medical marijuana, or in its role as an investor in or service provider to an entity that is a manufacturer, distributor and/or retailer of adult-use or medical marijuana, MedMen may be subject to various product liability claims, including, among others, that the marijuana product caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against MedMen could result in increased costs, could adversely affect MedMen's reputation with its clients and consumers generally, and could have a material adverse effect on the business, results of operations, financial condition or prospects of MedMen. There can be no assurances that MedMen will be able to maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to maintain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of MedMen's potential products or otherwise have a material adverse effect on the business, results of operations, financial condition or prospects of MedMen.

Product Recalls

Cultivators, manufacturers, distributors and retailers of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Such recalls cause unexpected expenses of the recall and any legal proceedings that might arise in connection with the recall. This can cause loss of a significant amount of sales. In addition, a product recall may require significant management attention. There can be no assurance that any of the products that MedMen sells will not be the subject of a product recall, regulatory action or lawsuit. Although MedMen has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of MedMen's brands were subject to recall, the image of that brand and MedMen could be harmed. Additionally, product recalls can lead to increased scrutiny of operations by applicable regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Results of Future Clinical Research

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as cannabidiol ("CBD") and tetrahydrocannabinol ("THC")) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although MedMen believes that the articles, reports and studies to date support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove

such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles, reports and studies. Future research studies and clinical trials may draw opposing conclusions to those stated herein or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to cannabis, which could have a material adverse effect on the demand for MedMen's products with the potential to lead to a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

Reliance on Key Inputs

The marijuana business is dependent on a number of key inputs and their related costs including raw materials and supplies related to growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, results of operations or prospects of MedMen. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, MedMen might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to MedMen in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse effect on the business, financial condition, results of operations or prospects of MedMen.

Dependence on Suppliers and Skilled Labour

The ability of MedMen to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that MedMen will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by MedMen's capital expenditure plans may be significantly greater than anticipated by MedMen's management, and may be greater than funds available to MedMen, in which circumstance MedMen may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the business, financial condition, results of operations or prospects of MedMen.

Co-Investment Risk

MedMen may co-invest in one or more investments with certain strategic investors and/or other third parties through joint ventures or other entities, which parties in certain cases may have different interests or superior rights to those of MedMen, although it is the general intent of MedMen to retain superior rights associated with its investments. Although it is MedMen's intent to retain control and other superior rights over MedMen's investments, under certain circumstances it may be possible that MedMen relinquishes such rights over certain of its investments and, therefore, may have a limited ability to protect its position therein. In addition, even when MedMen does maintain a control position with respect to its investments, MedMen's investments may be subject to typical risks associated with third-party involvement, including the possibility that a third-party may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of MedMen, or may be in a position to take (or block) action in a manner contrary to MedMen's objectives. MedMen may also, in certain circumstances, be liable for the actions of its third-party partners or co-investors.

Difficulty to Forecast

MedMen must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a

material adverse effect on the business, results of operations, financial condition or prospects of MedMen.

Reliable Data on the Medical and Adult-Use Marijuana Industry is not Available

As a result of recent and ongoing regulatory and policy changes in the medical and adult-use marijuana industry, the market data available is limited and unreliable. Federal and state laws prevent widespread participation and hinder market research. Therefore, market research and projections by MedMen of estimated total retail sales, demographics, demand, and similar consumer research, are based on assumptions from limited and unreliable market data, and generally represent the personal opinions of MedMen's management team as of the applicable date of such research and projections.

Litigation

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business, across the various aspects of the Company's business, including securities, employment, regulatory, intellectual property, commercial, real estate and other matters. In this regard, in late January 2019, Mr. Parker, the Company's former Chief Financial Officer, filed a complaint against the LLC in the Superior Court of California, County of Los Angeles, seeking damages for claims relating to his employment. The Company is currently defending against this lawsuit, which seeks damages for wrongful termination, breach of contract, and breach of implied covenant of good faith and fair dealing. Mr. Parker's employment agreement provided for the payment of severance in the event of termination without cause. The Company disputes the claims set forth in Mr. Parker's lawsuit. See the Statement of Executive Compensation of the Company available under the Company's profile on SEDAR at www.sedar.com for a summary of certain terms of Mr. Parker's employment agreement. The results of any legal proceedings to which the Company is or may become subject cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. There can be no assurance that any pending or future litigation, regulatory, agency or civil proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources. The cannabis industry is a new industry and the Company is a fast growing and relatively new enterprise. It is therefore more difficult to predict the types of claims, proceedings and allegations and the quantum of costs related to such claims and proceedings and the direct and indirect effects of such allegations that the Company may face or experience. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes and allegations. However, if the Company is subject to legal disputes or negative allegations, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition, capital, results of operations, cash flows or prospects. Should any litigation, proceeding or audit in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's business, financial condition, capital, results of operations, cash flows or prospects and the market price for the Subordinate Voting Shares and other listed securities of the Company. Any such litigation, proceeding or audit may also create a negative perception of the Company's brand.

Intellectual Property Risks

MedMen may have certain proprietary intellectual property, including but not limited to brands, trademarks, trade names, patents and proprietary processes. MedMen will rely on this intellectual property, know-how and other proprietary information, and require employees, consultants and suppliers to sign confidentiality agreements. However, these confidentiality agreements may be breached, and MedMen may not have adequate remedies for such breaches. Third parties may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology. Third parties may otherwise gain access to MedMen's proprietary information and adopt it in a competitive

manner. Any loss of intellectual property protection may have a material adverse effect on MedMen's business, results of operations or prospects.

As long as cannabis remains illegal under U.S. federal law as a Schedule I controlled substance pursuant to the CSA, the benefit of certain federal laws and protections which may be available to most businesses, such as federal trademark and patent protection regarding the intellectual property of a business, may not be available to MedMen. As a result, MedMen's intellectual property may never be adequately or sufficiently protected against the use or misappropriation by third-parties. In addition, since the regulatory framework of the cannabis industry is in a constant state of flux, MedMen can provide no assurance that it will ever obtain any protection of its intellectual property, whether on a federal, provincial, state or local level. While many states do offer the ability to protect trademarks independent of the federal government, patent protection is wholly unavailable on a state level, and state-registered trademarks provide a lower degree of protection than would federally-registered marks.

Competition

There is potential that MedMen will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than MedMen. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, results of operations or prospects of MedMen.

Because of the early stage of the industry in which MedMen operates, MedMen expects to face additional competition from new entrants. To become and remain competitive, MedMen will require research and development, marketing, sales and support. MedMen may not have sufficient resources to maintain research and development, marketing, sales and support efforts on a competitive basis which could materially and adversely affect the business, financial condition, results of operations or prospects of MedMen.

New Well-Capitalized Entrants may Develop Large-Scale Operations

Currently, the marijuana industry generally is comprised of individuals and small to medium-sized entities, however, the risk exists that large conglomerates and companies who also recognize the potential for financial success through investment in this industry could strategically purchase or assume control of larger or a larger number of dispensaries and cultivation and production facilities, which trend is now being observed by MedMen. In doing so, these larger competitors could establish price setting and cost controls which would effectively "price out" many of the individuals and small to medium-sized entities who currently make up the bulk of the participants in the varied businesses operating within and in support of the medical and adult-use marijuana industry. While the approach in most state laws and regulations seemingly deters this type of takeover, this industry remains nascent and as indicated above this trend is being observed, so what the landscape will be in the future remains largely unknown, which in itself is a risk.

MedMen's proposed business plan is subject to all business risks associated with new business enterprises, including the absence of any significant operating history upon which to evaluate an investment. The likelihood of MedMen's success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the formation of a new business, the development of new strategy and the competitive environment in which MedMen operates. It is possible that MedMen will incur losses in the future. There is no guarantee that MedMen will be profitable.

Competition from Synthetic Production and Technological Advances

The pharmaceutical industry may attempt to dominate the marijuana industry through the development and distribution of synthetic products which emulate the effects and treatment of organic marijuana. If they are successful, the widespread popularity of such synthetic products could change the

demand, volume and profitability of the marijuana industry. This could adversely affect the ability of MedMen to secure long-term profitability and success through the sustainable and profitable operation of its business. There may be unknown additional regulatory fees and taxes that may be assessed in the future.

Constraints on Marketing Products

The development of MedMen's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies. The regulatory environment in the United States limits companies' abilities to compete for market share in a manner similar to other industries. If MedMen is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, MedMen's sales and results of operations could be adversely affected.

Fraudulent or Illegal Activity by Employees, Contractors And Consultants

MedMen is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent unauthorized conduct that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; (iv) laws that require the true, complete and accurate reporting of financial information or data; or (v) contractual arrangements, including confidentiality requirements. It may not always be possible for MedMen to identify and deter misconduct by its employees and other third parties, and the precautions taken by MedMen to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting MedMen from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with applicable laws or regulations or contractual requirements. If any such actions are instituted against MedMen, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on MedMen's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of MedMen's operations, any of which could have a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

Information Technology Systems and Cyber-Attacks

MedMen's operations depend, in part, on how well it and its suppliers protect networks, equipment, information technology ("IT") systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. MedMen's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact MedMen's reputation and results of operations.

MedMen has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that MedMen will not incur such losses in the future. MedMen's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, MedMen may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Security Breaches

Given the nature of MedMen's products and its lack of legal availability outside of channels approved by the Government of the United States, as well as the concentration of inventory in its facilities, despite meeting or exceeding all legislative security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of MedMen's facilities could expose MedMen to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential customers from choosing MedMen's products.

In addition, MedMen collects and stores personal information about its customers and is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly customer lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on MedMen's business, financial condition, results of operations and prospects.

High Bonding and Insurance Coverage

There is a risk that a greater number of state regulatory agencies will begin requiring entities engaged in certain aspects of the business or industry of legal marijuana to post a bond or significant fees when applying for example for a dispensary license or renewal as a guarantee of payment of sales and franchise tax. MedMen is not able to quantify at this time the potential scope for such bonds or fees in the states in which it currently or may in the future operate. Any bonds or fees of material amounts could have a negative impact on the ultimate success of MedMen's business.

MedMen's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although MedMen maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance does not cover all the potential risks associated with its operations. MedMen may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of MedMen is not generally available on acceptable terms. MedMen might also become subject to liability for pollution or other hazards which it may not be insured against or which MedMen may elect not to insure against because of premium costs or other reasons. Losses from these events may cause MedMen to incur significant costs that could have a material adverse effect upon its business, results of operations, financial condition or prospects.

Economic Environment

MedMen's operations could be affected by the economic environment in which it operates should the unemployment level, interest rates or inflation reach levels that influence consumer trends and, consequently, impact MedMen's sales and profitability.

Risk Associated With Acquisitions

As part of MedMen's overall business strategy, MedMen intends to pursue select strategic acquisitions, vertical integrations and a stronger presence in both existing and new jurisdictions. The success of any such acquisitions will depend, in part, on the ability of MedMen to realize the anticipated benefits and synergies from integrating the applicable acquired entities or assets into the businesses of

MedMen. Past and future acquisitions may expose it to potential risks, including risks associated with: (i) the integration of new operations, services and personnel; (ii) unknown or undisclosed liabilities; (iii) the diversion of resources from MedMen's existing businesses; (iv) potential inability to generate sufficient revenue to offset new costs; (v) the expenses of acquisitions; and (vi) the potential loss of or harm to relationships with both employees and consultants and existing customers, vendors, suppliers, contractors and other applicable parties resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

While MedMen intends to conduct reasonable due diligence in connection with such strategic acquisitions, there are risks inherent in any acquisition. Specifically, there could be unknown or undisclosed risks or liabilities of such entities or assets for which MedMen is not sufficiently indemnified. Any such unknown or undisclosed risks or liabilities could materially and adversely affect MedMen's financial performance and results of operations. MedMen could encounter additional transaction and integration related costs or other factors such as the failure to realize all of the benefits from the acquisition. All of these factors could cause dilution to MedMen's revenue per share or decrease or delay the anticipated accretive effect of the acquisition and cause a decrease in the market price of the Subordinate Voting Shares and other listed securities of MedMen.

MedMen may not be able to successfully integrate and combine the operations, personnel and technology infrastructure of any such strategic acquisition with its existing operations. If integration is not managed successfully by MedMen's management, MedMen may experience interruptions in its business activities, deterioration in its employee, customer or other relationships, increased costs of integration and harm to its reputation, all of which could have a material adverse effect on MedMen's business, prospects, financial condition, results of operations and cash flows. See "General Development of the Business – Acquisitions and Dispositions" for additional details as to MedMen's pending acquisitions.

Overall, while the Company is diligently pursuing its pending acquisitions, including the Transfer of Interests in connection with the termination of the PharmaCann Business Combination, there is no assurance that any such transaction will be successfully completed on the proposed terms and conditions or contemplated timeline or at all, as to whether conditions, including the receipt of applicable regulatory approvals, to the consummation of any such transaction will be satisfied or that any additional conditions or limitations will not be prescribed in connection with such conditions and approvals. Compliance with such additional conditions or limitations may have a material adverse effect on the prospects for the completion of any such transaction or impose additional obligations or compliance costs on the Company or have an adverse effect on the business, financial condition, results of operations or prospects of the Company. In respect of the Transfer of Interests in connection with the termination of the PharmaCann Business Combination, in the event that any such transfer is not completed due to a Rejected Transfer, there is no assurance that the Company will receive from PharmaCann the applicable Rejected Transfer Fees in the event of any such Rejected Transfer notwithstanding the obligation of PharmaCann to pay such Rejected Transfer Fees to the Company in such circumstance.

Management of Growth

MedMen may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of MedMen to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of MedMen to deal with this growth may have a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

Foreign Private Issuer Status

The Company is under no obligation to be or to remain a "foreign private issuer", within the meaning ascribed to such term in Rule 405 under the United States Securities Act of 1933, as amended, and Rule 3b-4 under the United States Securities Exchange Act of 1934, as amended. The Company may lose its status as a foreign private issuer if, as of the last business day of the Company's second

fiscal quarter for any fiscal year, more than 50% of the Company's outstanding voting securities (as determined under Rule 405 of the United States Securities Act of 1933, as amended) are directly or indirectly held of record by residents of the United States. Loss of foreign private issuer status may have adverse consequences on the Company's ability to raise capital in private placements or Canadian prospectus offerings. In addition, loss of the Company's foreign private issuer status would likely result in increased reporting requirements and increased audit, legal and administration costs. Further, should the Company seek to list on a securities exchange in the United States, loss of foreign private issuer status may increase the cost and time required for such a listing. These increased costs may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Costs of being a Public Company

As a public issuer, MedMen is subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which MedMen's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase MedMen's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business, financial condition and results of operations.

In particular, MedMen is subject to reporting and other obligations under applicable Canadian securities laws, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. These reporting and other obligations place significant demands on MedMen as well as on MedMen's management, administrative, operational and accounting resources.

Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for MedMen to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm MedMen's results of operations or cause it to fail to meet its reporting obligations. If MedMen or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in MedMen's consolidated financial statements and materially adversely affect the trading price of the Subordinate Voting Shares and of other listed securities of MedMen.

Conflicts of Interest

Certain of the Company's directors and officers are, and may continue to be, or may become, involved in other business ventures through their direct and indirect participation in, among other things, corporations, partnerships and joint ventures, that are or may become competitors of the products and services the Company provides or intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with applicable corporate law, directors who have a material interest in a contract or transaction or a proposed contract or transaction with the Company that is material to the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the transaction. In addition, the directors and officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Certain Remedies may be Limited

MedMen's governing documents may provide that the liability of MedMen Board and its officers is eliminated to the fullest extent permitted under the laws of the Province of British Columbia. Thus,

MedMen and the MedMen Shareholders may be prevented from recovering damages for alleged errors or omissions made by the members of MedMen Board and its officers. MedMen's governing documents may also provide that MedMen will, to the fullest extent permitted by law, indemnify members of the MedMen Board and its officers for certain liabilities incurred by them by virtue of their acts on behalf of MedMen.

Difficulty in Enforcing Judgments and Effecting Service of Process on Directors and Officers

The directors and officers of MedMen reside outside of Canada. Some or all of the assets of such persons may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

Past Performance Not Indicative of Future Results

The prior operational performance of MedMen is not indicative of any potential future operating results of MedMen. There can be no assurance that the historical operating results achieved by MedMen or its affiliates will be achieved by MedMen, and MedMen's performance may be materially different.

Financial Projections May Prove Materially Inaccurate or Incorrect

Any MedMen financial estimates, projections and other forward-looking information or statements included herein or in other public filings of the Company were prepared by MedMen without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking information or statements. Such forward-looking information or statements are based on assumptions of future events that may or may not occur, which assumptions may not be disclosed herein or therein. Investors should inquire of MedMen and become familiar with the assumptions underlying any estimates, projections or other forward-looking information or statements. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events. There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operation expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, investors should not rely on any projections to indicate the actual results MedMen might achieve.

Global Financial Conditions

Following the onset of the credit crisis in 2008, global financial conditions were characterized by extreme volatility and several major financial institutions either went into bankruptcy or were rescued by governmental authorities. While global financial conditions subsequently stabilized, there remains considerable risk in the system given the extraordinary measures adopted by government authorities to achieve that stability. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises.

Future economic shocks may be precipitated by a number of causes, including a rise in the price of oil, geopolitical instability and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact MedMen's ability to obtain equity or debt financing in the future on terms favourable to MedMen. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. Further, in such an event, MedMen's operations and financial condition could be adversely impacted.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the cannabis industry, supply and demand for commodities, political developments, legislative or regulatory changes, social or labour unrest and stock market trends will affect MedMen's operating environment and its operating costs and profit margins and the price of its securities. Any negative events in the global economy could have a material adverse effect on MedMen's business, financial condition, results of operations or prospects.

DIVIDENDS AND DISTRIBUTIONS

It is contemplated by MedMen that it will reinvest all future earnings in order to finance the development and growth of its business. As a result, it is not contemplated that dividends will be paid on the Subordinate Voting Shares in the foreseeable future. Any future determination to pay distributions will be at the discretion of MedMen Board and will be made in accordance with the BCBCA and will depend on the financial condition, business environment, operating results, capital requirements, any contractual restrictions on the payment of distributions and any other factors that MedMen Board deems relevant.

MedMen is restricted from declaring any dividends or other distributions pursuant to the terms and conditions of the October Term Loan and the GGP Credit Facility.

DESCRIPTION OF SHARE CAPITAL OF MEDMEN

The authorized share capital of MedMen consists of an unlimited number of Super Voting Shares, of which 1,630,590 were issued and outstanding as of November 8, 2019, an unlimited number of Subordinate Voting Shares, of which 211,036,322 were issued and outstanding as of November 8, 2019, and an unlimited number of Preferred Shares, issuable in series, none of which were issued and outstanding as of November 8, 2019. All of the issued and outstanding Super Voting Shares are held by the Founders.

The Subordinate Voting Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws. MedMen has complied with the requirements of Part 12 of NI 41-101 to be able to file a prospectus under which the Subordinate Voting Shares or securities that are, directly or indirectly, convertible into, or exercisable or exchangeable for, the Subordinate Voting Shares are distributed, as MedMen received the requisite prior majority approval of MedMen Shareholders, at the annual and special meeting of shareholders held on May 28, 2018, in accordance with applicable law, including Section 12.3 of NI 41-101, for the Share Terms Amendment. The Share Terms Amendment constituted a "restricted security reorganization" within the meaning of such term under applicable Canadian securities laws.

As of November 8, 2019, the Subordinate Voting Shares represent approximately 11.5% of the voting rights attached to outstanding securities of MedMen and the Super Voting Shares represent approximately 88.5% of the voting rights attached to outstanding securities of MedMen.

Assuming the redemption in full (in exchange for Subordinate Voting Shares) of all redeemable securities of MedMen Corp. and the LLC issued and outstanding as of November 8, 2019, being 309,635,486 MedMen Corp Redeemable Shares and 725,017 LLC Redeemable Units, but otherwise assuming that other convertible, exercisable or exchangeable securities of MedMen, MedMen Corp. and the LLC remain outstanding, holders of MedMen Corp Redeemable Shares and LLC Redeemable Units would hold approximately 59.5% of the equity of MedMen, while holders of Subordinate Voting Shares as of November 8, 2019 would hold approximately 40.5% of the equity of MedMen.

Additionally, in respect of additional convertible, exercisable and exchangeable securities, as of November 8, 2019, the Company had (i) 14,589,410 options to purchase Subordinate Voting Shares, (ii) 3,693,701 restricted share units providing the entitlement to the holders thereof to receive, subject to satisfaction of the applicable conditions, the same number of Subordinate Voting Shares, (iii) 7,840,859 September Warrants, 13,640,000 December Warrants and 16,824,854 GGP Warrants, and (iv)

US\$143,750,000 aggregate principal amount of GGP Convertible Notes (co-issued with MedMen Corp.) issued and outstanding, MedMen Corp. had 16,211,284 October 1 Warrants and 1,023,256 October 3 Warrants issued and outstanding and the LLC had 20,219,521 LTIP Units issued and outstanding.

The following is a summary of the rights, privileges, restrictions and conditions attached to the Subordinate Voting Shares, the Super Voting Shares and the Preferred Shares, but does not purport to be complete. Reference should be made to the articles of MedMen and the full text of their provisions for a complete description thereof, which are available under the Company's profile on SEDAR at www.sedar.com.

Subordinate Voting Shares

Holders of Subordinate Voting Shares are entitled to notice of and to attend at any meeting of the MedMen Shareholders, except a meeting of which only holders of another particular class or series of shares of MedMen will have the right to vote. At each such meeting holders of Subordinate Voting Shares are entitled to one vote in respect of each Subordinate Voting Share held. As long as any Subordinate Voting Shares remain outstanding, MedMen will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution, prejudice or interfere with any right attached to the Subordinate Voting Shares. Holders of Subordinate Voting Shares are entitled to receive as and when declared by the directors of MedMen, dividends in cash or property of MedMen. In the event of the liquidation, dissolution or winding-up of MedMen, whether voluntary or involuntary, or in the event of any other distribution of assets of MedMen among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares are, subject to the prior rights of the holders of any shares of MedMen ranking in priority to the Subordinate Voting Shares (including, without restriction, the Super Voting Shares as to the issue price paid in respect thereof), entitled to participate rateably along with all other holders of Subordinate Voting Shares. Holders of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, or bonds, debentures or other securities of MedMen. **In the event that a take-over bid is made for the Super Voting Shares, the holders of Subordinate Voting Shares will not be entitled to participate in such offer and may not tender their shares into any such offer, whether under the terms of the Subordinate Voting Shares or under any coattail trust or similar agreement. Notwithstanding this, any take-over bid for solely the Super Voting Shares is unlikely given that by the terms of the investment agreement described below, upon any sale of Super Voting Shares to an unrelated third party purchaser, such Super Voting Shares will be redeemed by MedMen for their issue price.**

Super Voting Shares

Holders of Super Voting Shares are not entitled to receive dividends. They are entitled to notice of and to attend at any meeting of the MedMen Shareholders, except a meeting of which only holders of another particular class or series of shares of MedMen has the right to vote. At each such meeting, holders of Super Voting Shares are entitled to 1,000 votes in respect of each Super Voting Share held. However, if at any time the aggregate number of issued and outstanding MedMen Corp Redeemable Shares and LLC Redeemable Units (or such securities of any successor to MedMen Corp. or the LLC as may exist from time to time) beneficially owned, directly or indirectly, by a holder of the Super Voting Shares and the holder's predecessor or transferor, permitted transferees and permitted successors, divided by the aggregate number of MedMen Corp Redeemable Shares and LLC Redeemable Units beneficially owned, directly or indirectly, by the holder (and the holder's predecessor or transferor, permitted transferees and permitted successors) as at the date of completion of the MedMen Reverse Takeover, being May 28, 2018, is less than 50%, the holder will from that time forward be entitled to 50 votes in respect of each Super Voting Share held. The holders of Super Voting Shares will, from time to time upon the request of MedMen, provide to MedMen evidence as to such holders' direct and indirect beneficial ownership (and that of its permitted transferees and permitted successors) of MedMen Corp Redeemable Shares and LLC Redeemable Units to enable MedMen to determine the voting entitlement of the Super Voting Shares. For purposes of these calculations, a holder of Super Voting Shares will be

deemed to beneficially own MedMen Corp Redeemable Shares held by an intermediate company or fund in proportion to their equity ownership of such company or fund.

As long as any Super Voting Shares remain outstanding, MedMen will not, without the consent of the holders of the Super Voting Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Super Voting Shares. Additionally, consent of the holders of a majority of the outstanding Super Voting Shares is required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Super Voting Shares. In connection with the exercise of the voting rights in respect of any such approvals, each holder of Super Voting Shares has one vote in respect of each Super Voting Share held.

In the event of the liquidation, dissolution or winding-up of MedMen, whether voluntary or involuntary, or in the event of any other distribution of assets of MedMen among its shareholders for the purpose of winding up its affairs, MedMen will distribute its assets firstly and in priority to the rights of holders of any other class of shares of MedMen (including the holders of the Subordinate Voting Shares) to return the issue price of the Super Voting Shares to the holders thereof (being US\$0.10119 per Super Voting Share in respect of the Super Voting Shares issued to date) and if there are insufficient assets to fully return the issue price to the holders of the Super Voting Shares such holders will receive an amount equal to their *pro rata* share in proportion to the issue price of their Super Voting Shares along with all other holders of Super Voting Shares. The holders of Super Voting Shares are not entitled to receive, directly or indirectly, as holders of Super Voting Shares any other assets or property of MedMen and their sole rights are to the return of the issue price of such Super Voting Shares.

No subdivision or consolidation of the Super Voting Shares or the Subordinate Voting Shares shall occur unless, simultaneously, the Super Voting Shares and the Subordinate Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.

The holders of Super Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of Subordinate Voting Shares, bonds, debentures or other securities of MedMen not convertible into Super Voting Shares.

MedMen has the right to redeem all or some of the Super Voting Shares from a holder of Super Voting Shares, for an amount equal to the issue price for each Super Voting Share, payable in cash to the holders of the Super Voting Shares so redeemed (the exercise of which right is subject to the terms and conditions of the investment agreement described below). MedMen need not redeem Super Voting Shares on a pro-rata basis among the holders of Super Voting Shares.

No Super Voting Share is permitted to be transferred by the holder thereof without the prior written consent of MedMen (which consent right is qualified by the terms and conditions of the investment agreement described below).

To supplement the rights, privileges, restrictions and conditions attached to the Super Voting Shares, MedMen, Mr. Bierman and Mr. Modlin entered into an investment agreement effective as of the completion of the MedMen Reverse Takeover which, among other things, provides that (i) MedMen will redeem one (1) Super Voting Share held by the applicable holder for the issue price thereof for every 50 MedMen Corp Redeemable Shares and/or LLC Redeemable Units beneficially owned, directly or indirectly, or deemed to be so beneficially owned by such holder that are redeemed in accordance with their terms for Subordinate Voting Shares, (ii) MedMen will issue one (1) Super Voting Share to Mr. Bierman or Mr. Modlin, as applicable, for every 50 MedMen Corp Redeemable Shares and/or LLC Redeemable Units issued to them in connection with their executive compensation arrangements, (iii) each Super Voting Share will be transferable only if it is transferred concurrently with 50 MedMen Corp Redeemable Shares and/or LLC Redeemable Units, and only in connection with a transfer to the holder's immediate family members or an affiliated entity or a transfer to the other Founder or an entity affiliated

with the other Founder, and (iv) upon any sale of Super Voting Shares to a third party purchaser not listed in clause (iii), such Super Voting Shares will be redeemed by MedMen for their issue price.

The foregoing is a summary of certain terms of the investment agreement, but does not purport to be complete. Reference should be made to the investment agreement and the full text of its provisions for a complete description thereof, which is available under the Company's profile on SEDAR at www.sedar.com.

Preferred Shares

The Preferred Shares may be issued at any time or from time to time in one or more series. The MedMen Board may by resolution alter the articles of MedMen to create any series of Preferred Shares and to fix before issuance, the designation, rights, privileges, restrictions and conditions to attach to the Preferred Shares of each series, including the rate, form, entitlement and payment of preferential dividends, the dates and place for payment thereof, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights, if any, and any sinking fund, purchase fund or other provisions attaching to the Preferred Shares of such series; provided, however, that no Preferred Shares of any series shall be issued until MedMen has filed an alteration to its Notice of Articles with the British Columbia Registrar of Companies.

The Preferred Shares will be entitled to preference over the Subordinate Voting Shares and any other shares of MedMen ranking junior to the Preferred Shares with respect to the payment of dividends, if any, and in the distribution of assets in the event of liquidation, dissolution or winding-up of MedMen, or any other distribution of the assets of MedMen among its shareholders for the purpose of winding-up its affairs, and may also be given such other preferences over the Subordinate Voting Shares and any other shares of MedMen ranking junior to the Preferred Shares as may be fixed by the resolution of the MedMen Board as to the respective series authorized to be issued. The Preferred Shares of each series will rank on a parity with the Preferred Shares of every other series with respect to priority and payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of MedMen, exclusive of any conversion rights that may affect the aforesaid.

The issuance of Preferred Shares and the terms thereof selected by the MedMen Board could decrease the amount of earnings and assets available for distribution to holders of Subordinate Voting Shares or adversely affect the rights and powers, including the voting rights, of the holders of the Subordinate Voting Shares and the Super Voting Shares without any further vote or action by the holders of the Subordinate Voting Shares. The issuance of Preferred Shares, or the issuance of rights to purchase Preferred Shares, could have the effect of delaying, deferring or preventing a change of control of MedMen or an unsolicited acquisition proposal or of making the removal of management more difficult. Additionally, the issuance of Preferred Shares may have the effect of decreasing the market price of the Subordinate Voting Shares.

DESCRIPTION OF SHARE CAPITAL OF MEDMEN CORP.

The following is a summary of the rights, privileges, restrictions and conditions attached to the MedMen Corp Voting Shares and the MedMen Corp Redeemable Shares, but does not purport to be complete. Reference should be made to the articles of incorporation of MedMen Corp. and the full text of their provisions for a complete description thereof, which are available under the Company's profile on SEDAR at www.sedar.com.

The share capital of MedMen Corp. consists of MedMen Corp Voting Shares and MedMen Corp Redeemable Shares.

Holders of MedMen Corp Voting Shares are entitled to receive notice of, attend and vote at meetings of the securityholders of MedMen Corp. (other than meetings at which only holders of another class or series of shares are entitled to vote separately as a class or series). Each MedMen Corp Voting

Share entitles the holder thereof to one vote on all matters upon which holders of MedMen Corp Voting Shares are entitled to vote.

MedMen Corp Redeemable Shares do not entitle the holders thereof to receive notice of, attend or vote at meetings of the securityholders of MedMen Corp. Holders of MedMen Corp Redeemable Shares are entitled to exchange or redeem their MedMen Corp Redeemable Shares for Subordinate Voting Shares pursuant to the terms specified in the articles of incorporation of MedMen Corp.

A holder of MedMen Corp Redeemable Shares (other than MedMen) has the right to cause MedMen Corp. to redeem its MedMen Corp Redeemable Shares. If a holder of MedMen Corp Redeemable Shares (other than MedMen) exercises its redemption or exchange right, MedMen Corp. will repurchase for cancellation each such MedMen Corp Redeemable Share submitted for redemption or exchange in consideration for either, at the election of MedMen Corp., one Subordinate Voting Share or a cash amount equal to the cash settlement amount applicable to such MedMen Corp Redeemable Share (which cash settlement amount would be equal to the five-day VWAP for the Subordinate Voting Shares on the principal securities exchange on which the Subordinate Voting Shares are traded, ending on the last trading day immediately prior to the applicable date of redemption or exchange); *provided* that MedMen Corp. may assign to MedMen its rights and obligations to effect a redemption or exchange directly with the redeeming holder.

The holders of MedMen Corp Voting Shares and MedMen Corp Redeemable Shares, on a *pro rata* basis, are entitled to receive, when and as declared by the board of directors of MedMen Corp., out of any assets of MedMen Corp. legally available therefor, such dividends as may be declared from time to time by the board of directors of MedMen Corp.

Upon the dissolution or liquidation of MedMen Corp., whether voluntary or involuntary, holders of MedMen Corp Voting Shares and MedMen Corp Redeemable Shares, on a *pro rata* basis, are entitled to receive all assets of MedMen Corp. available for distribution to its stockholders.

No holder of any shares of MedMen Corp. may transfer such shares, whether by sale, transfer, assignment, pledge, encumbrance, gift, bequest, appointment or otherwise, whether with or without consideration and whether voluntary or involuntary or by operation of law, without the prior written consent of the board of directors of MedMen Corp., which consent may not be unreasonably withheld, other than in respect of a permitted transfer. Such permitted transfers are (i) a redemption of MedMen Corp Redeemable Shares in accordance with their terms, (ii) a transfer by a shareholder to the Company or any of its subsidiaries, including MedMen Corp., (iii) a transfer by a shareholder to such shareholder's spouse, any lineal ascendants or descendants or trusts or other entities in which such shareholder or shareholder's spouse, lineal ascendants or descendants hold (and continue to hold while such trusts or other entities hold MedMen Corp Voting Shares or MedMen Corp Redeemable Shares) 50% or more of such entity's beneficial interests, (iv) a transfer under the laws of descent and distribution, (v) a transfer to a partner, shareholder, member or affiliated investment fund of the applicable shareholder, and (vi) a transfer to any other shareholder of MedMen Corp.

DESCRIPTION OF UNIT CAPITAL OF THE LLC

The following is a summary of certain terms of the A&R LLC Agreement, but does not purport to be complete. Reference should be made to the A&R LLC Agreement and the text of its provisions for a description thereof, which is available under the Company's profile on SEDAR at www.sedar.com.

Management of the LLC

MedMen Corp. is the sole manager of the LLC and has the exclusive right, power and authority to manage, control, administer and operate the business and affairs and to make decisions regarding the undertaking and business of the LLC, subject to the terms of the A&R LLC Agreement and applicable laws.

A&R LLC Agreement

The following is a summary of the material provisions set forth in the A&R LLC Agreement entered into between the LLC, the MedMen Members and the MedMen LTIP Unitholders.

Duration

The LLC has perpetual existence and will continue as a limited liability company until and unless the LLC is terminated or dissolved in accordance with the A&R LLC Agreement and the DLLCA.

Purpose of the LLC

The principal purpose and business of the LLC is to engage in any lawful act or activity for which a limited liability company may be organized under the DLLCA and to conduct such other activities as may be necessary, advisable, convenient or appropriate to promote or conduct the business of the LLC, including, but not limited to, entering into partnership agreements in the capacity of a general or limited partner, becoming a member of a joint venture or a limited liability company, participating in forms of syndication for investment, owning stock in corporations, the incurring of indebtedness and the granting of liens and security interests on the real and personal property of the LLC.

Management: The Manager

MedMen Corp. is the sole manager of the LLC and manages all of the LLC's operations and activities in accordance with the A&R LLC Agreement. MedMen Corp. has the capacity and authority to act as the manager of the LLC.

Subject to the terms of the A&R LLC Agreement and the DLLCA, MedMen Corp. has the full and exclusive right, power and authority to manage, control, administer and operate the business and affairs and to make decisions regarding the undertaking and business of the LLC. Among other things, MedMen Corp. is empowered to negotiate, execute and perform all agreements, conveyances or other instruments on behalf of the LLC, and to mortgage, charge or otherwise create a security interest over any or all of the property of the LLC or its subsidiaries, and to sell property subject to such a security interest.

The A&R LLC Agreement provides that, where MedMen Corp. is permitted or required to take any action or to make a decision in its "sole discretion", "discretion", with "complete discretion" or any other grant of similar authority and latitude under the A&R LLC Agreement in managing the LLC's operations and activities, MedMen Corp. shall be entitled to consider only such interests and factors as it desires, including its own interests and shall, to the fullest extent permitted by the DLLCA, have no duty or obligation (fiduciary or otherwise) to give any consideration to any interest of, or factors affecting, the LLC or the other MedMen Members.

Despite the foregoing, MedMen Corp. will only be able to take certain types of actions (as set forth in the A&R LLC Agreement) if the same are approved, consented to or directed by a majority of the MedMen Members.

Capital Structure of the LLC and MedMen Corp.

The capital of the LLC consists of three classes of units: the interest of MedMen Corp., represented by Common Units, provided that such Common Units held by MedMen Corp. do not entitle MedMen Corp. to any exchange or redemption rights with respect to such Common Units; the interests of other MedMen Members represented by Common Units, pursuant to which all such other MedMen Members are entitled to certain exchange rights and redemption rights, as provided in the A&R LLC Agreement. Such Common Units held by such other MedMen Members are referred to herein as "LLC Redeemable Units". The A&R LLC Agreement also authorizes the issuance of AO LTIP Units, FV LTIP Units, or other classes or series of membership units issued in accordance with Exhibit A of the A&R LLC Agreement ("**LTIP Units**") to persons who provide services for or on behalf of the LLC, which such LTIP

Units entitle the holder to certain rights and privileges, including the right to convert such LTIP Units to Common Units, subject to certain restrictions, qualifications and limitations, each as provided in the A&R LLC Agreement.

When MedMen issues Subordinate Voting Shares, it may contribute all or a portion of the net proceeds to MedMen Corp. in exchange for additional shares of MedMen Corp. stock. Upon receipt of any such net proceeds from MedMen, MedMen Corp. will generally contribute such net proceeds to the LLC as a capital contribution on account of its Common Units. In the event that a new class of shares in the capital of MedMen is created, MedMen Corp. may create a corresponding new class of LLC units that has corresponding distribution rights to such new class of MedMen shares and will cause the LLC to issue new units of such class to MedMen Corp. MedMen may contribute all or a portion of the net proceeds from the issuance of any such shares to MedMen Corp. and MedMen Corp., upon receipt of such net proceeds, will generally contribute such net proceeds to the LLC in exchange for such LLC units.

If MedMen proposes to redeem, repurchase or otherwise acquire any Subordinate Voting Shares for cash, the A&R LLC Agreement requires that MedMen Corp. cause the LLC to redeem a corresponding number of Common Units held by MedMen Corp. at an aggregate redemption price equal to the aggregate purchase or redemption price of the Subordinate Voting Shares being repurchased or redeemed by MedMen (plus any expenses related thereto) and upon such other terms as are the same for the redemption by MedMen, and the A&R LLC Agreement further requires that MedMen Corp., immediately prior to such redemption, repurchase or acquisition by MedMen, but immediately following the redemption by the LLC, to redeem a corresponding number of shares of MedMen Corp. stock held by MedMen at an aggregate redemption price equal to the aggregate purchase or redemption price of the Subordinate Voting Shares being repurchased or redeemed by MedMen (plus any expenses related thereto) and upon such other terms as are the same for the redemption by MedMen.

In the event that any change is effected in the share capital of MedMen, the LLC shall undertake all actions requested by MedMen Corp., including a reclassification, distribution, division or recapitalization of the Common Units to maintain at all times the same ratios between the number of Subordinate Voting Shares, the number of MedMen Corp. shares and the number of Common Units issued and outstanding immediately prior to any such reclassification, consolidation, split, dividend of securities or other recapitalization including, without limitation, also effecting a reclassification, consolidation, split, dividend of securities or other recapitalization with respect to, as applicable, the Subordinate Voting Shares, MedMen Corp. shares and Common Units.

Exchange Mechanism

A holder of Common Units (other than MedMen Corp.) has the right to cause the LLC to redeem its Common Units. If a holder of Common Units (other than MedMen Corp.) exercises its exchange right, the LLC will repurchase for cancellation each such Common Unit submitted for exchange in consideration for either one Subordinate Voting Share or a cash amount equal to the cash settlement amount applicable to such Common Unit, as determined by MedMen Corp.; *provided* that MedMen Corp. shall have the right to complete such exchange directly with the redeeming holder or may assign to MedMen its rights and obligations to effect an exchange directly with the redeeming holder.

Any holder that causes the LLC to redeem its Common Units pursuant to the terms of the A&R LLC Agreement and otherwise fails to comply with the documentation requirements of Code Section 1446, including the requirement that such holder provide to the LLC a properly completed IRS Form W-9 or satisfy another exception as permitted within Code Section 1446, prior to the effective time of any such redemption or exchange, will generally be subject to U.S. withholding tax equal to ten percent (10%) of the fair market value of the Subordinate Voting Shares or the cash, as applicable, to be delivered to such holder pursuant to such redemption or exchange.

Additional Common Units; No Preemptive Rights

Except as described above, the A&R LLC Agreement authorizes MedMen Corp. to cause the LLC to issue additional Common Units and securities convertible or exchangeable into Common Units on any terms and conditions of offering and sale as MedMen Corp. in its discretion may determine, including with respect to acquisitions by the LLC of additional assets or equity interests in corporations, partnerships, limited liability companies and other entities and with respect to executive compensation. Unless otherwise determined by MedMen Corp., no person or entity shall have preemptive, preferential or any other similar right with respect to the issuances of any interest in the LLC.

LTIP Units

The LLC may issue LTIP Units to new or existing MedMen Members in exchange for services performed or to be performed on behalf of the LLC. LTIP Units are intended to qualify as “profits interests” for U.S. federal income tax purposes in the LLC. Two initial series of LTIP Units designated as AO LTIP Units and FV LTIP Units, respectively, have been established. The number of LTIP Units, AO LTIP Units and FV LTIP Units that may be issued by the LLC is not limited.

LTIP Units may, in the sole discretion of MedMen Corp., be issued subject to vesting, forfeiture and additional restrictions on transfer pursuant to the terms of an award, vesting or other similar agreement. The terms of any such award, vesting or similar agreement may be modified by MedMen Corp. from time to time in its sole discretion, subject to any restrictions on amendment imposed by the relevant award, vesting or similar agreement or by the terms of any plan pursuant to which the LTIP Units are issued, if applicable.

Unless otherwise specified in the relevant award, vesting or similar agreement, upon the occurrence of any event specified in such an agreement resulting in either the forfeiture of any LTIP Units or the repurchase thereof by the LLC at a specified purchase price, then, upon the occurrence of the circumstances resulting in such forfeiture or repurchase by the LLC, the relevant LTIP Units shall immediately, and without any further action, be treated as cancelled and no longer outstanding for any purpose or as transferred to the LLC.

Upon the occurrence of certain events, including (A) the LLC making a distribution on all outstanding Common Units in units, (B) the LLC subdividing the outstanding Common Units into a greater number of units or combining the outstanding Common Units into a smaller number of units, or (C) the LLC issuing any units in exchange for its outstanding Common Units by way of reclassification or recapitalization, then MedMen Corp. shall make a corresponding adjustment to the LTIP Units to maintain the same correspondence between the Common Units and LTIP Units as existed prior to the occurrence of any such actions.

A holder of LTIP Units shall have the right, at his or her option, at any time to convert all or a portion of his or her vested LTIP Units as follows:

- (1) an AO LTIP Unit that that has become a vested LTIP Unit shall be converted into a number (or fraction thereof) of fully paid and non-assessable Common Units, giving effect to all adjustments (if any) made pursuant to terms of the A&R LLC Agreement equal to the applicable conversion factor as provided in the A&R LLC Agreement; and
- (2) a FV LTIP Unit that that has become a vested LTIP Unit shall be converted into a number (or fraction thereof) of fully paid and non-assessable Common Units, giving effect to all adjustments (if any) made pursuant to the terms of the A&R LLC Agreement equal to the applicable conversion factor as provided in the A&R LLC Agreement.

If the LLC or MedMen Corp. is a party to any transaction (including without limitation a merger, consolidation, unit exchange, self-tender offer for all or substantially all Common Units or other business combination or reorganization, or sale of all or substantially all of the LLC's assets, but excluding any

transaction which constitutes an event requiring an adjustment to the LTIP Units to maintain the same correspondence between the Common Units and the LTIP Units, as described above) as a result of which Common Units shall be exchanged for or converted into the right, or the holders of Common Units shall otherwise be entitled, to receive cash, securities or other property or any combination thereof, then MedMen Corp. shall, immediately prior to such transaction, insure the conversion of the maximum number of LTIP Units then eligible for conversion, taking into account any allocations that occur in connection with such transaction or that would occur in connection with such transaction if the assets of the LLC were sold at the applicable price of such transaction or, if applicable, at a value determined by MedMen Corp. in good faith using the value attributed to the Common Units in the context of the such transaction, in which case the date of the forced LTIP Unit conversion shall be the effective date of such transaction and the conversion shall occur immediately prior to the effectiveness of such transaction.

LTIP Units will not be redeemable at the option of the LLC; provided, however, that the foregoing shall not prohibit the LLC from repurchasing LTIP Units from the holder thereof if and to the extent that such holder agrees to sell such LTIP Units.

Except as otherwise set forth in the relevant award, vesting or similar agreement or other separate agreement entered into between the LLC and an LTIP Unit holder, and subject to the terms and conditions set forth in the A&R LLC Agreement, on or at any time after an applicable LTIP Unit conversion date each LTIP Unit holder will have the right to require the LLC to redeem all or a portion of the Common Units into which such LTIP Unit holder's LTIP Units were converted in exchange for cash, unless the terms of the A&R LLC Agreement, the relevant award, vesting or similar agreement or other separate agreement entered into between the LLC and the LTIP Unit holder expressly provide that such Common Units are not entitled to such redemption right.

Except as otherwise provided in the A&R LLC Agreement, holders of LTIP Units shall not have the right to vote on any matters submitted to a vote of the MedMen Members.

Subject to the terms of the relevant award, vesting or similar agreement or other documentation pursuant to which LTIP Units are granted, except in connection with the exercise of a redemption, a holder of LTIP Units may not transfer all or any portion of his or her LTIP Units without the prior written consent of MedMen Corp., which consent may be given or withheld in MedMen Corp.'s sole and absolute discretion.

Transfer of Common Units

Except as permitted by the A&R LLC Agreement, no holder of Common Units may transfer any interest in such Common Units. The A&R LLC Agreement permits a transfer of Common Units pursuant to (i) the prior written approval of MedMen Corp., (ii) certain transactions that cause a change of control of the LLC, (iii) the exercise of exchange or redemption rights by any holder of Common Units, or (iv) certain other limited circumstances. Prior to transferring any Common Units (other than pursuant to certain transactions that cause a change of control of the LLC) the transferring holder of Common Units must cause the transferee to execute a joinder to the A&R LLC Agreement and any other agreements required pursuant to the terms of the A&R LLC Agreement. Any transfer or attempted transfer of any Common Units in violation of any provision of the A&R LLC Agreement shall be void and the LLC shall not record such transfer on its books or treat any purported transferee as the owner of such Common Units for any purpose.

In no event shall any transfer of Common Units be effective to the extent such transfer could, in the reasonable determination of MedMen Corp.:

- result in a violation of the United States Securities Act of 1933, as amended, or any other applicable federal, state or foreign laws;

- cause an assignment under the United States Investment Company Act of 1940, as amended;
- be a violation of or a default (or an event that, with notice or the lapse of time or both, would constitute a default) under, or result in an acceleration of any indebtedness under, any promissory note, mortgage, loan agreement, indenture or similar instrument or agreement to which the LLC or MedMen Corp. is a party; provided that the payee or creditor to whom the LLC or MedMen Corp. owes such obligation is not an affiliate of the LLC or MedMen Corp.;
- be a transfer to a person who is not legally competent or who has not achieved his or her majority under applicable law (excluding trusts for the benefit of minors);
- cause the LLC to lose its status as a partnership for federal income tax purposes or, without limiting the generality of the foregoing, be effected on or through an “established securities market” or a “secondary market or the substantial equivalent thereof,” as such terms are used in Section 1.7704-1 of United States Treasury Regulations;
- cause the LLC or any MedMen Member or MedMen Corp. to be treated as a fiduciary under the United States Employee Retirement Income Security Act of 1974, as amended;
- cause the LLC (as determined by MedMen Corp. in its sole discretion) to be treated as a “publicly traded partnership” or to be taxed as a corporation pursuant to Section 7704 of the Code or successor provision of the Code; or
- result in the LLC having more than one hundred (100) partners, within the meaning of Treasury Regulations Section 1.7704-1(h)(1) (determined pursuant to the rules of Treasury Regulations Section 1.7704-1(h)(3)) in any taxable year that is not a “restricted taxable year” (as defined in the A&R LLC Agreement).

Any holder that transfers its Common Units pursuant to the terms of the A&R LLC Agreement and otherwise fails to comply with the documentation requirements of Code Section 1446, including the requirement that such holder provide to the LLC a properly completed IRS Form W-9 or satisfy another exception as permitted within Code Section 1446, prior to the effective time of any such transfer, will generally be subject to U.S. withholding tax equal to ten percent (10%) of the fair market value of the consideration to be delivered to such holder pursuant to such redemption or exchange.

Power of Attorney

Each MedMen Member who is an individual, including those persons who become MedMen Members in connection with receiving any Common Units, automatically and irrevocably will appoint MedMen Corp., with full power of substitution, as that MedMen Member’s agent to execute and file documents or instruments required for, among other things, but subject in each case to the other provisions of the A&R LLC Agreement, the A&R LLC Agreement (or a joinder thereto), all instruments that MedMen Corp. deems appropriate or necessary to reflect any amendment, change, modification or restatement of the A&R LLC Agreement, all conveyances and other instruments or documents which MedMen Corp. deems appropriate or necessary to reflect the dissolution or liquidation of the LLC pursuant to the terms of the A&R LLC Agreement, all instruments relating to the admission, withdrawal or substitution of a MedMen Member pursuant to the terms of the A&R LLC Agreement, and any other ballots, consents, approvals, waivers, certificates and other instruments appropriate or necessary, in the reasonable judgment of MedMen Corp., to evidence, confirm or ratify any vote, consent, approval, agreement, or other action made or given by the MedMen Members in accordance with the terms of the A&R LLC Agreement.

Capital Contributions

Following the issuance of the Common Units to the MedMen Members pursuant to the adoption of the A&R LLC Agreement, the MedMen Members are not required to make further contributions to the LLC.

Neither the LLC nor MedMen Corp. is liable for the return of any capital contribution made by a MedMen Member to the LLC.

Limited Liability of the MedMen Members

Subject to the provisions of the DLLCA and of similar legislation in other jurisdictions of the United States and the A&R LLC Agreement: (i) the liability of each MedMen Member for the debts, liabilities and obligations of the LLC will be limited to the MedMen Member's capital contribution, plus the MedMen Member's share of any undistributed income of the LLC; and (ii) following payment of a MedMen Member's capital contribution, such MedMen Member may be required to return amounts previously distributed to such MedMen Member in accordance with the DLLCA and the laws of the State of Delaware.

Limitation on Authority of the MedMen Members and Limited Liability

The A&R LLC Agreement states that a MedMen Member (in its capacity as a MedMen Member) does not have the authority or power to do any of the following:

- act for or on behalf of the LLC;
- to do any act that would be binding upon the LLC;
- make any expenditure on behalf of the LLC;
- seek or obtain partition by court decree or operation of law of any LLC property; or
- own or use particular or individual assets of the LLC.

The A&R LLC Agreement provides that the LLC will indemnify each MedMen Member for all liabilities incurred by the MedMen Member that arises solely by reason of such MedMen Member being a member of the LLC.

Distributions

Subject to the provisions set forth in the A&R LLC Agreement, MedMen Corp. will cause distributions to be made by the LLC as follows: (i) "distributable cash" (as defined in the A&R LLC Agreement) or other funds or property legally available to the extent permitted by the DLLCA and applicable law, to the MedMen Members pro rata in accordance to each MedMen Member's proportionate ownership interest in the LLC in amounts on terms as MedMen Corp. will determine, and (ii) not less than five business days prior to the due date of a U.S. federal income tax return for an individual calendar year taxpayer, cash in an amount equal to the excess of each MedMen Member's "assumed tax liability" (as defined in the A&R LLC Agreement) over distributions previously made to such MedMen Member with respect to each such taxable period.

In no case will the LLC be required to make a distribution if such distribution would violate the DLLCA or any other applicable law.

Amendment of the A&R LLC Agreement

The A&R LLC Agreement may be amended or modified by MedMen Corp. as determined to be necessary or advisable, in the sole discretion of MedMen Corp., in connection with the adoption, implementation, modification or termination of certain equity plans by the LLC. Subject to the right of MedMen Corp. to amend the A&R LLC Agreement in connection with the adoption, implementation, modification or termination of certain equity plans by the LLC, unless otherwise specified in the A&R LLC Agreement that a specific amendment requires the approval or action of certain persons, the A&R LLC Agreement may only be amended with the consent of MedMen Corp. and MedMen Members holding a majority of the outstanding Common Units.

Merger, Sale or Other Disposition of Assets

MedMen Corp. shall have the power and authority to effectuate the sale, lease, transfer, exchange or other disposition of any, all or substantially all of the assets of the LLC (including the exercise or grant of any conversion, option, privilege or subscription right or any other right available in connection with any assets at any time held by the LLC) or the merger, consolidation, reorganization or other combination of the LLC with or into another entity.

Treatment of the LLC as a Partnership for U.S. Federal Income Tax Purposes

The MedMen Members intend that the LLC be treated as a partnership for U.S. federal and, if applicable, state or local income tax purposes. Each MedMen Member and the LLC will file all tax returns and will otherwise take all tax and financial reporting positions in a manner consistent with such treatment.

Dissolution

The LLC will dissolve, and its affairs will be wound up, upon the occurrence of any of the following:

- the decision of MedMen Corp. together with the holders of a majority of the then-outstanding Common Units entitled to vote to dissolve the LLC;
- a dissolution of the LLC under the DLLCA; or
- the entry of a decree of judicial dissolution of the LLC under the DLLCA.

Except as otherwise provided in the A&R LLC Agreement, the LLC is intended to have perpetual existence. The withdrawal of a MedMen Member shall not cause a dissolution of the LLC and the LLC shall continue in existence subject to the terms and conditions of the A&R LLC Agreement.

Procedure on Dissolution

Upon dissolution of the LLC, the procedure is as follows:

- the liquidators shall cause a proper accounting to be made by a recognized firm of certified public accountants of the LLC's assets, liabilities and operations through the last day of the calendar month in which the dissolution occurs or the final liquidation is completed, as applicable;
- the liquidators shall cause the notice described in the DLLCA to be mailed to each known creditor of and claimant against the LLC in the manner described thereunder;
- the liquidators shall pay, satisfy or discharge from the LLC funds, or otherwise make adequate provision for payment and discharge thereof (including the establishment of a

cash fund for contingent liabilities in such amount and for such term as the liquidators may reasonably determine): first, all expenses incurred in liquidation; and second, all of the debts, liabilities and obligations of the LLC; and

- all remaining assets of the LLC shall be distributed to the MedMen Members in accordance with the terms of the A&R LLC Agreement by the end of the taxable year during which the liquidation of the LLC occurs (or, if later, by ninety (90) days after the date of the liquidation), which shall constitute a complete return to the MedMen Members of their capital contributions to the LLC, a complete distribution to the MedMen Members of their interest in the LLC and all of the LLC's property. To the extent that a MedMen Member returns funds to the LLC, it has no claim against any other MedMen Member for those funds.

Withdrawal and Removal of the Manager

MedMen Corp. may resign as the sole manager of the LLC at any time by giving written notice to the MedMen Members. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the MedMen Members, and the acceptance of the resignation shall not be necessary to make it effective. The MedMen Members have no right under the A&R LLC Agreement to remove or replace MedMen Corp. as the sole manager of the LLC. Vacancies in the position of manager occurring for any reason will be filled by MedMen Corp. (or, if MedMen Corp. has ceased to exist without any successor or assign, then by the holders of a majority in interest of the voting capital stock of MedMen Corp. immediately prior to such cessation).

Indemnification

Under the A&R LLC Agreement, in most circumstances, the LLC will indemnify and hold harmless any person to the fullest extent permitted under the DLLCA, as the same now exists or may hereafter be amended, substituted or replaced (but, in the case of any such amendment, substitution or replacement only to the extent that such amendment, substitution or replacement permits the LLC to provide broader indemnification rights than the LLC is providing immediately prior to such amendment, substitution or replacement), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, excise taxes or penalties) reasonably incurred or suffered by such person (or one or more of such person's affiliates) by reason of the fact that such person is or was a MedMen Member or is or was serving at the request of the LLC as the manager, an officer, an employee or another agent of the LLC or is or was serving at the request of the LLC as a manager, member, employee or agent of another limited-liability company, corporation, partnership, joint venture, trust or other enterprise; *provided*, however, that no such person shall be indemnified for actions against the LLC, the Manager or Managers or any other MedMen Members, or which are not made in good faith and not or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the LLC, or, with respect to any criminal action or proceeding other than by or in the right of the LLC, had reasonable cause to believe the conduct was unlawful, or for any present or future breaches of any representations, warranties or covenants by such person or its affiliates as provided in the A&R LLC Agreement or other agreements to which the LLC is a party.

Expenses, including attorneys' fees, incurred by any such person in defending a proceeding shall be paid by the LLC as they are incurred and in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the LLC.

The LLC will maintain directors' and officers' liability insurance, or make other financial arrangements, at its expense, to protect any person indemnified pursuant to the A&R LLC Agreement against certain expenses, liabilities or losses described in the A&R LLC Agreement whether or not the LLC would otherwise have the power to indemnify such person against such expenses, liabilities or losses under the provisions of the A&R LLC Agreement. The LLC shall use its commercially reasonable

efforts to purchase directors' and officers' liability insurance (including employment practices coverage) with a carrier and in an amount determined necessary or desirable as determined in good faith by MedMen Corp.

Books and Records

The LLC shall keep, or cause to be kept, appropriate books and records with respect to the LLC's business, including all books and records necessary to provide any information, lists and copies of documents required to be provided to each person who was a MedMen Member during each fiscal year of the LLC as is reasonably necessary for the preparation of such person's U.S. federal and applicable state income tax returns.

Tax Matters

All decisions to make or refrain from making any tax elections will be determined by MedMen Corp. MedMen Corp. is authorized to represent the LLC, at the LLC's expense, in connection with all examinations of the LLC's affairs by tax authorities, including resulting administrative and judicial proceedings. Each MedMen Member is to cooperate with MedMen Corp. and to do or refrain from doing any or all things with regard to all things reasonably required by MedMen Corp. to conduct such proceedings. MedMen Corp. is to keep all MedMen Members fully advised on a current basis of any contacts by or discussions with the tax authorities, and the MedMen Members shall have the right to observe and participate through representatives of their own choosing (at their sole expense) in any tax proceedings.

SUPPORT AGREEMENT

The following is a summary of certain terms of the support agreement entered into by and among MedMen, MedMen Corp. and the LLC (the "**Support Agreement**"), but does not purport to be complete. Reference should be made to the Support Agreement and the full text of its provisions for a complete description thereof, which is available under the Company's profile on SEDAR at www.sedar.com.

Pursuant to the Support Agreement, MedMen agreed that, so long as any Common Units not owned by MedMen Corp. or its affiliates are outstanding or any Common Units are issuable pursuant to the exercise, conversion or exchange of any outstanding securities of the LLC, MedMen shall:

- take all such actions and do all such things as are reasonably necessary or desirable to enable and permit the LLC, in accordance with applicable law, to pay and otherwise perform its obligations with respect to the satisfaction of a redemption of Common Units by a holder thereof in respect of each issued and outstanding Common Unit upon a redemption of such Common Units by the LLC and, without limiting the generality of the foregoing, take all such actions and do all such things as are necessary or desirable to enable and permit the LLC to cause to be delivered Subordinate Voting Shares and/or amounts in cash, as applicable, to the holders of Common Units in accordance with the provisions of the A&R LLC Agreement, together with an amount in cash sufficient to pay any amount to be paid in respect of unpaid distributions with respect to such Common Units (if any);
- take all such actions and do all such things as are reasonably necessary or desirable to enable and permit MedMen Corp., if it elects to effect an exchange of Common Units directly with the holder thereof, in accordance with applicable law, to pay and otherwise perform its obligations with respect to the satisfaction of the redemption or exchange of Common Units by a holder thereof and, without limiting the generality of the foregoing, take all such actions and do all such things as are necessary or desirable to enable and permit MedMen Corp. to cause to be delivered Subordinate Voting Shares and/or amounts in cash, as applicable, to the holders of Common Units in accordance with the

provisions of the A&R LLC Agreement, together with an amount in cash sufficient to pay any amount to be paid in respect of unpaid distributions with respect to such Common Units (if any);

- if MedMen Corp. so elects, take all such actions and do all things as are reasonably necessary or desirable to effect the exchange of Common Units directly with the holder thereof, in accordance with applicable law, including take all such actions and do all such things as are necessary or desirable to cause to be delivered directly Subordinate Voting Shares and/or amounts in cash, as applicable, to the holders of Common Units in accordance with the provisions of the A&R LLC Agreement, together with an amount in cash sufficient to pay any amount to be paid in respect of unpaid distributions with respect to such Common Units (if any); and
- ensure that MedMen Corp. does not exercise its vote as the manager of the LLC to initiate the voluntary liquidation, dissolution or winding up of the LLC nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the LLC.

MedMen further agreed that, so long as any MedMen Corp Redeemable Shares not owned by MedMen or its affiliates are outstanding or any MedMen Corp Redeemable Shares are issuable pursuant to the exercise, conversion or exchange of any outstanding securities of MedMen Corp., MedMen shall:

- take all such actions and do all such things as are reasonably necessary or desirable to enable and permit MedMen Corp., in accordance with applicable law, to pay and otherwise perform its obligations with respect to the satisfaction of a redemption of MedMen Corp Redeemable Shares by a holder thereof in respect of each issued and outstanding MedMen Corp Redeemable Share upon a redemption of such MedMen Corp Redeemable Shares by MedMen Corp. and, without limiting the generality of the foregoing, take all such actions and do all such things as are necessary or desirable to enable and permit MedMen Corp. to cause to be delivered Subordinate Voting Shares and/or amounts in cash, as applicable, to the holders of MedMen Corp Redeemable Shares in accordance with the provisions of the articles of incorporation of MedMen Corp., together with an amount in cash sufficient to pay any amount to be paid in respect of unpaid distributions with respect to such MedMen Corp Redeemable Shares (if any);
- upon the election of MedMen Corp. for MedMen to effect an exchange directly with a holder of MedMen Corp Redeemable Shares, take all such actions and do all things as are reasonably necessary or desirable to effect the exchange of MedMen Corp Redeemable Shares directly with the holder thereof, in accordance with applicable law, including, without limiting the generality of the foregoing, take all such actions and do all such things as are necessary or desirable to cause to be delivered directly Subordinate Voting Shares and/or amounts in cash, as applicable, to the holders of MedMen Corp Redeemable Shares in accordance with the provisions of the articles of incorporation of MedMen Corp., together with an amount in cash sufficient to pay any amount to be paid in respect of unpaid distributions with respect to such MedMen Corp Redeemable Shares (if any); and
- ensure that MedMen Corp. is not voluntarily liquidated, dissolved or wound up nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of MedMen Corp.

Except with respect to the issuance of Subordinate Voting Shares pursuant to a redemption or exchange described above, the net proceeds received by the Company from the issuance of Subordinate Voting Shares may be contributed by MedMen to MedMen Corp. in exchange for a number of MedMen Corp Voting Shares equal to the number of Subordinate Voting Shares issued by MedMen. In the event that only a portion of the net proceeds received by MedMen from the issuance of Subordinate Voting Shares are contributed by MedMen to MedMen Corp. in exchange for MedMen Corp Voting Shares, the

number of MedMen Corp Voting Shares issued to MedMen pursuant its contribution of a portion of such net proceeds shall be equal to the product of: (i) the number of Subordinate Voting Shares issued by MedMen; and (ii) the percentage of net proceeds received by MedMen in exchange therefor which are contributed by MedMen to MedMen Corp.

The Support Agreement provides that in the event that a tender offer, share exchange offer, issuer bid, take-over bid, arrangement or similar transaction with respect to Subordinate Voting Shares is proposed by MedMen or is proposed to MedMen or the MedMen Shareholders and is recommended by the MedMen Board, or is otherwise effected or to be effected with the consent or approval of the MedMen Board, and the Common Units are not redeemed by the LLC or purchased by MedMen Corp. or MedMen pursuant to the terms of the A&R LLC Agreement or the MedMen Corp Redeemable Shares are not redeemed by MedMen Corp. or purchased by MedMen pursuant to the terms of the articles of incorporation of MedMen Corp., MedMen will use its reasonable efforts in good faith to take all such actions and do all such things as are necessary or desirable to enable and permit holders of Common Units (other than MedMen Corp. and its affiliates) and MedMen Corp Redeemable Shares (other than MedMen and its affiliates) to participate in such offer to the same extent and on an economically equivalent basis as the holders of Subordinate Voting Shares, without discrimination. Without limiting the generality of the foregoing, MedMen will use its reasonable efforts in good faith to ensure that holders of Common Units and MedMen Corp Redeemable Shares may participate in each such offer without being required to redeem Common Units as against the LLC and MedMen Corp Redeemable Shares against MedMen Corp. (or, if so required, to ensure that any such redemption, shall be effective only upon, and shall be conditional upon, the closing of such offer and only to the extent necessary to tender or deposit to the offer). Nothing in the Support Agreement limits the ability of MedMen (or any of its subsidiaries including, without limitation, MedMen Corp. or the LLC) to make ordinary market purchases of Subordinate Voting Shares in accordance with applicable laws and regulatory and stock exchange requirements.

The Support Agreement provides that while any Common Units (or other rights pursuant to which Common Units may be acquired upon the exercise thereof) other than Common Units held by MedMen Corp. or its affiliates are outstanding, and at all times while any MedMen Corp Redeemable Shares (or other rights pursuant to which MedMen Corp Redeemable Shares may be acquired upon the exercise thereof) other than MedMen Corp Redeemable Shares held by MedMen or its affiliates are outstanding, MedMen will authorize for issuance such number of Subordinate Voting Shares (or other shares or securities into which Subordinate Voting Shares may be reclassified or changed) without duplication equal to the sum of (i) the number of Common Units issued and outstanding from time to time; (ii) the number of Common Units issuable upon the exercise of all rights to acquire Common Units outstanding from time to time; (iii) the number of MedMen Corp Redeemable Shares issued and outstanding from time to time; and (iv) the number of MedMen Corp Redeemable Shares issuable upon the exercise of all rights to acquire MedMen Corp Redeemable Shares outstanding from time to time, in each case, excluding such Common Units, MedMen Corp Redeemable Shares and rights held by MedMen or any of its affiliates, in addition to any additional Subordinate Voting Shares as may be required to enable and permit MedMen and its affiliates to meet their obligations under the A&R LLC Agreement and the Tax Receivable Agreement, to enable and permit MedMen Corp. to meet its obligations under each of the A&R LLC Agreement and the Tax Receivable Agreement with respect to the delivery of Subordinate Voting Shares and cash payments under the Tax Receivable Agreement and to enable and permit the LLC to meet its obligations under the A&R LLC Agreement.

As long as any outstanding Common Units are owned by any person other than MedMen Corp. or any of its affiliates or any outstanding MedMen Corp Redeemable Shares are owned by any person other than MedMen or any of its affiliates, MedMen shall not consummate any transaction (whether by way of reconstruction, recapitalization, reorganization, consolidation, arrangement, merger, amalgamation, transfer, sale, lease or otherwise) whereby all or substantially all of its undertaking, property and assets would become the property of any other person or of the continuing corporation resulting therefrom unless: (i) such other person or continuing corporation (the "**MedMen Successor**") by operation of law, becomes, without more, bound by the terms and provisions of the Support Agreement or, if not so bound, executes, before or contemporaneously with the consummation of such transaction,

an agreement supplemental to the Support Agreement and such other instruments (if any) as are reasonably necessary or advisable to evidence the assumption by MedMen Successor of liability for all moneys payable and property deliverable under the Support Agreement and the covenant of such MedMen Successor to pay and deliver or cause to be paid and delivered the same and its agreement to observe and perform all the covenants and obligations of MedMen under the Support Agreement; and (ii) such transaction shall be upon such terms and conditions as to substantially preserve and not to impair in any material respect any of the rights and duties of the other parties under the Support Agreement or the holders of the Common Units and MedMen Corp Redeemable Shares.

In the event of a reclassification, consolidation, split, dividend of securities or other recapitalization of Subordinate Voting Shares, MedMen Corp Voting Shares, MedMen Corp Redeemable Shares or Common Units, MedMen, MedMen Corp. and the LLC, as applicable, are required to undertake all actions necessary and appropriate to maintain the same ratios between the number of Subordinate Voting Shares, MedMen Corp Voting Shares, MedMen Corp Redeemable Shares and Common Units issued and outstanding immediately prior to any such reclassification, consolidation, split, dividend of securities or other recapitalization, including, without limitation, also effecting a reclassification, consolidation, split, dividend of securities or other recapitalization with respect to, as applicable, the Subordinate Voting Shares, MedMen Corp Voting Shares, MedMen Corp Redeemable Shares and Common Units. At all times after the occurrence of any event as a result of which Subordinate Voting Shares, MedMen Corp Voting Shares, MedMen Corp Redeemable Shares or Common Units (or any combination of the foregoing) are changed, the Support Agreement is required to be amended and modified as necessary in order that it shall apply, *mutatis mutandis*, to all new securities into which Subordinate Voting Shares, MedMen Corp Voting Shares, MedMen Corp Redeemable Shares or Common Units (or any combination of the foregoing) are so changed.

With the exception of changes for the purpose of (i) adding to the covenants of any or all of the parties, (ii) making such amendments or modifications not inconsistent with the Support Agreement as may be necessary or desirable with respect to matters or questions arising thereunder, or (iii) curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest errors (provided, in the case of (i), (ii) or (iii) that the board of directors of each of MedMen and MedMen Corp. and the manager of the LLC are of the good faith opinion that such amendments are not prejudicial to the rights or interests of the holders of Common Units or MedMen Corp Redeemable Shares, other than MedMen and its affiliates), the Support Agreement may not be amended except by agreement in writing executed by the LLC, MedMen Corp., and MedMen and approved by the holders of a majority of the Common Units in accordance with the terms of the A&R LLC Agreement and a majority of the MedMen Corp Redeemable Shares in accordance with the terms of the articles of incorporation of MedMen Corp.

TAX RECEIVABLE AGREEMENT

In connection with the MedMen Reverse Takeover, MedMen Corp. entered into a tax receivable agreement with the LLC, certain MedMen Members and the MedMen LTIP Unitholders (the "**Tax Receivable Agreement**"). MedMen Corp. expects to obtain an increase in its share of the tax basis of the assets of the LLC when a MedMen Member receives cash or Subordinate Voting Shares in connection with a redemption or exchange of such MedMen Member's Common Units for Subordinate Voting Shares or cash (such basis increase, the "**Basis Adjustments**").

The Tax Receivable Agreement provides for the payment by MedMen Corp. to MedMen Members and MedMen LTIP Unitholders of 85% of the amount of tax benefits, if any, that MedMen Corp. actually realizes, or in some circumstances is deemed to realize, as a result of the redemption and exchange transactions described above, including increases in the tax basis of the assets of the LLC arising from such transactions, tax basis increases attributable to payments made under the Tax Receivable Agreement and deductions attributable to imputed interest and other payments of interest pursuant to the Tax Receivable Agreement. MedMen Corp. expects to benefit from the remaining 15% of tax benefits, if any, that MedMen Corp. may actually realize.

The LLC intends to treat such acquisition of Common Units as a direct purchase by the LLC of Common Units from a MedMen Member for U.S. federal income and other applicable tax purposes, regardless of whether such Common Units are surrendered by a MedMen Member to the LLC, MedMen Corp. or MedMen upon the exercise by MedMen Corp. of its election to acquire such Common Units directly or the exercise by MedMen Corp. to assign its rights to acquire such Common Units directly to MedMen. Basis Adjustments may have the effect of reducing the amounts that MedMen Corp. may otherwise owe in the future to various tax authorities. The Basis Adjustments may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets. The actual Basis Adjustments, as well as any amounts paid under the Tax Receivable Agreement to the MedMen Members party thereto, will vary depending on a number of factors, including:

- the timing of any subsequent redemptions or exchanges—for instance, the increase in any tax deductions will vary depending on the fair value, which may fluctuate over time, of the depreciable or amortizable assets of the LLC at the time of each redemption or exchange;
- the price of Subordinate Voting Shares at the time of redemptions or exchanges—the Basis Adjustments, as well as any related increase in any tax deductions, is directly related to the price of Subordinate Voting Shares at the time of each redemption or exchange;
- the extent to which such redemptions or exchanges are taxable—if a redemption or exchange is not taxable for any reason, increased tax deductions will not be available; and
- the amount and timing of MedMen Corp.'s income—the Tax Receivable Agreement generally will require MedMen Corp. to pay 85% of the tax benefits as and when those benefits are treated as realized under the terms of the Tax Receivable Agreement. If MedMen Corp. does not have taxable income, it generally will not be required (absent a change of control or other circumstances requiring an early termination payment) to make payments under the Tax Receivable Agreement for that taxable year because no tax benefits will have been actually realized. However, any tax benefits that do not result in realized tax benefits in a given taxable year will likely generate tax attributes that may be utilized to generate tax benefits in previous or future taxable years. The utilization of any such tax attributes will result in payments under the Tax Receivable Agreement.

The LLC will have in effect an election under Section 754 of the Code effective for each taxable year in which a redemption or exchange of Common Units for Subordinate Voting Shares or cash occurs. These Tax Receivable Agreement payments are not conditioned upon any continued ownership interest in either the LLC or MedMen by any MedMen Member. The rights of each MedMen Member under the Tax Receivable Agreement are assignable to transferees of its Common Units (other than MedMen Corp. as transferee pursuant to subsequent redemptions or exchanges of the transferred Common Units), subject to the satisfaction of certain requirements.

For purposes of the Tax Receivable Agreement, cash savings in income and franchise taxes will be computed by comparing MedMen Corp.'s actual income and franchise tax liability to the amount of such taxes that MedMen Corp. would have been required to pay had there been no Basis Adjustments and had the Tax Receivable Agreement not been entered into. The Tax Receivable Agreement will generally apply to each taxable year in which the Tax Receivable Agreement remains effective, beginning with the first taxable year ending after the completion of the MedMen Reverse Takeover. There is no maximum term for the Tax Receivable Agreement; however, the Tax Receivable Agreement may be terminated by MedMen Corp. pursuant to an early termination procedure that requires MedMen Corp. to pay the MedMen Members and MedMen LTIP Unitholders an agreed upon amount equal to the estimated present value of the remaining payments to be made under the Tax Receivable Agreement (calculated based on certain assumptions, including regarding tax rates and utilization of the Basis Adjustments).

The payment obligations under the Tax Receivable Agreement are obligations of MedMen Corp. and not of MedMen or the LLC. The actual timing and amount of any payments that may be made under the Tax Receivable Agreement will vary. Any payments made by MedMen Corp. to MedMen Members and MedMen LTIP Unitholders under the Tax Receivable Agreement will generally reduce the amount of overall cash flow that might have otherwise been available to MedMen Corp. (or to MedMen or the LLC) and, to the extent that MedMen Corp. is unable to make payments under the Tax Receivable Agreement for any reason, the unpaid amounts generally will be deferred and will accrue interest until paid by MedMen Corp.

Decisions made by MedMen Corp. in the course of running its business, such as with respect to mergers, asset sales, other forms of business combinations or other changes in control, may influence the timing and amount of payments that are received by a MedMen Member or MedMen LTIP Unitholder under the Tax Receivable Agreement. For example, the earlier disposition of assets following a transaction that results in a Basis Adjustment will generally accelerate payments under the Tax Receivable Agreement and increase the present value of such payments.

The Tax Receivable Agreement provides that if (i) MedMen Corp. materially breaches any of its material obligations under the Tax Receivable Agreement, (ii) certain mergers, asset sales, other forms of business combinations, or other changes of control were to occur, or (iii) MedMen Corp. elects an early termination of the Tax Receivable Agreement, then MedMen Corp.'s (or its successor's) obligations under the Tax Receivable Agreement would accelerate and become due and payable, based on certain assumptions, including an assumption that MedMen Corp. would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the Tax Receivable Agreement.

As a result, (i) MedMen Corp. could be required to make cash payments to the MedMen Members and MedMen LTIP Unitholders that are greater than the specified percentage of the actual benefits it ultimately realizes in respect of the tax benefits that are subject to the Tax Receivable Agreement, and (ii) if MedMen Corp. elects to terminate the Tax Receivable Agreement early, MedMen Corp. would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the Tax Receivable Agreement, which payment may be made significantly in advance of the actual realization, if any, of such future tax benefits. In these situations, MedMen Corp.'s obligations under the Tax Receivable Agreement could have a material adverse effect on its or MedMen's liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations, or other changes of control. There can be no assurance that MedMen Corp. will be able to finance its obligations under the Tax Receivable Agreement.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that MedMen Corp. determines. If any such position is subject to a challenge by a taxing authority the outcome of which would reasonably be expected to materially affect a recipient's payments under the Tax Receivable Agreement, then MedMen Corp. will not be permitted to settle or fail to contest such challenge without the consent (not to be unreasonably withheld or delayed) of each MedMen Member that directly or indirectly owns at least 10% of the outstanding Common Units and LTIP Units. MedMen Corp. will not be reimbursed for any cash payments previously made to any MedMen Member pursuant to the Tax Receivable Agreement if any tax benefits initially claimed by MedMen Corp. are subsequently challenged by a taxing authority and ultimately disallowed. Instead, in such circumstances, any excess cash payments made by MedMen Corp. to a MedMen Member or MedMen LTIP Unitholder will be netted against any future cash payments that MedMen Corp. might otherwise be required to make under the terms of the Tax Receivable Agreement. However, MedMen Corp. might not determine that it has effectively made an excess cash payment to the MedMen Members or MedMen LTIP Unitholders for a number of years following the initial time of such payment and, if MedMen Corp.'s tax reporting positions are challenged by a taxing authority, it will not be permitted to reduce any future cash payments under the Tax Receivable Agreement until any such challenge is finally settled or determined. As a result, it is possible that MedMen Corp. could make cash payments under the Tax Receivable Agreement that are substantially greater than its actual cash tax savings.

Payments are generally due under the Tax Receivable Agreement within a specified period of time following the filing of MedMen Corp.'s U.S. federal income tax return (or, if MedMen Corp. becomes a member of an affiliated or consolidated group of corporations that files a consolidated U.S. federal income tax return pursuant to Section 1501 of the Code or any provision of U.S. state or local law, then such consolidated U.S. federal income tax return) for the taxable year with respect to which the payment obligation arises, although interest on such payments will begin to accrue at a rate of LIBOR plus 100 basis points from the due date (without extensions) of such tax return. Any late payments that may be made under the Tax Receivable Agreement will continue to accrue interest at LIBOR plus 500 basis points until such payments are made, including any late payments that MedMen Corp. may subsequently make because MedMen Corp. did not have enough available cash to satisfy its payment obligations at the time at which they originally arose.

MARKET FOR SECURITIES

Trading Price and Volume

Subordinate Voting Shares

The issued and outstanding Subordinate Voting Shares are listed and posted for trading on the CSE under the symbol "MMEN" and on the OTCQX under the symbol "MMNFF". The following table sets forth the reported intraday high and low prices and monthly trading volumes on the CSE of the Subordinate Voting Shares from July 2018 up to October 2019 (Source: CSE).

Period	High Trading Price (\$)	Low Trading Price (\$)	Volume
October 2019	2.47	1.30	11,772,612
September 2019	2.82	1.79	9,132,888
August 2019	2.93	2.28	7,770,297
July 2019	3.62	2.60	9,733,732
June 2019	3.50	2.51	13,172,515
May 2019	3.73	2.71	13,693,804
April 2019	4.22	3.64	20,491,140
March 2019	4.69	3.55	30,943,983
February 2019	4.63	3.61	29,055,047
January 2019	5.06	3.87	21,410,268
December 2018	4.78	3.11	21,482,468
November 2018	8.29	4.09	37,307,690
October 2018	9.88	4.95	64,737,223
September 2018	7.15	4.94	29,193,879
August 2018	5.52	3.70	13,274,131
July 2018	5.25	4.15	8,375,970
June 2018	5.90	3.43	30,449,993

September and December Warrants

The issued and outstanding September Warrants and December Warrants are fungible, each having an exercise price of \$6.87 per Subordinate Voting Share and an expiry date of September 27, 2021, and are listed and posted for trading on the CSE under the symbol "MMEN.WT". The following table sets forth the reported intraday high and low prices and monthly trading volumes on the CSE of the September Warrants, from September 27, 2018 (the date of their issuance and initial trading on the CSE upon completion of the September Unit Offering) up to December 4, 2018, and of the September Warrants and December Warrants, from December 5, 2018 (the date of issuance and initial trading on the

CSE of the December Warrants upon completion of the December Unit Offering) up to October 2019 (Source: CSE).

Period	High Trading Price (\$)	Low Trading Price (\$)	Volume
October 2019	0.315	0.155	1,767,000
September 2019	0.49	0.21	1,439,166
August 2019	0.43	0.30	1,102,125
July 2019	0.62	0.40	1,370,932
June 2019	0.60	0.49	1,998,147
May 2019	0.69	0.53	3,605,017
April 2019	0.83	0.58	6,477,575
March 2019	0.96	0.61	5,764,987
February 2019	0.95	0.60	6,909,736
January 2019	0.86	0.41	8,892,063
December 2018	0.76	0.43	5,313,457
November 2018	2.69	0.66	5,145,380
October 2018	3.52	1.11	4,699,008
September 27 - 28, 2018	1.30	1.05	780,765

Prior Sales

The following tables set forth details regarding issuances of Subordinate Voting Shares, and issuances of securities convertible into or exchangeable, redeemable or exercisable for Subordinate Voting Shares, during the financial year ended June 29, 2019 through to November 8, 2019.

Medmen Subordinate Voting Shares

Date	Type of Security Issued	Issuance Price per Security	Number of Securities Issued
27-Sep-18	Subordinate Voting Shares ⁽¹⁾	\$5.50 ⁽¹⁾	15,681,818 ⁽¹⁾
Various Dates Since June 30, 2018 to September 30, 2018	Subordinate Voting Shares ⁽²⁾	N/A ⁽²⁾	9,943,346 ⁽²⁾
09-Oct-18	Subordinate Voting Shares ⁽³⁾	\$5.77 ⁽³⁾	447,379 ⁽³⁾
05-Nov-18	Subordinate Voting Shares ⁽⁴⁾	\$6.87 ⁽⁴⁾	50 ⁽⁴⁾
16-Nov-18	Subordinate Voting Shares ⁽⁵⁾	\$5.88 ⁽⁵⁾	45,027 ⁽⁵⁾
03-Dec-18	Subordinate Voting Shares ⁽⁶⁾	\$4.40 ⁽⁶⁾	4,019,065 ⁽⁶⁾
05-Dec-18	Subordinate Voting Shares ⁽⁷⁾	\$5.50 ⁽⁷⁾	13,640,000 ⁽⁷⁾
05-Dec-18	Subordinate Voting Shares ⁽⁸⁾	\$5.47 ⁽⁸⁾	1,211,505 ⁽⁸⁾
05-Dec-18	Subordinate Voting Shares ⁽⁹⁾	\$4.42 ⁽⁹⁾	569,995 ⁽⁹⁾
24-Dec-18	Subordinate Voting Shares ⁽¹⁰⁾	\$4.00 ⁽¹⁰⁾	56,170 ⁽¹⁰⁾
Various Dates Since September 30, 2018 to December 31, 2018	Subordinate Voting Shares ⁽¹¹⁾	N/A ⁽¹¹⁾	3,255,476 ⁽¹¹⁾
08-Jan-19	Subordinate Voting Shares ⁽¹²⁾	\$4.00 ⁽¹²⁾	28,085 ⁽¹²⁾
14-Jan-19	Subordinate Voting Shares ⁽¹³⁾	N/A ⁽¹³⁾	447,379 ⁽¹³⁾
15-Jan-19	Subordinate Voting Shares ⁽¹⁴⁾	\$5.25 ⁽¹⁴⁾	897,863 ⁽¹⁴⁾
25-Jan-19	Subordinate Voting Shares ⁽¹⁵⁾	US\$2.69 ⁽¹⁵⁾	67,019 ⁽¹⁵⁾
25-Jan-19	Subordinate Voting Shares ⁽¹⁶⁾	US\$3.21 ⁽¹⁶⁾	9,736,870 ⁽¹⁶⁾
28-Jan-19	Subordinate Voting Shares ⁽¹⁷⁾	US\$2.69 ⁽¹⁷⁾	335,096 ⁽¹⁷⁾
28-Jan-19	Subordinate Voting Shares ⁽¹⁸⁾	N/A ⁽¹⁸⁾	131,255 ⁽¹⁸⁾
28-Jan-19	Subordinate Voting Shares ⁽¹⁹⁾	N/A ⁽¹⁹⁾	32,964 ⁽¹⁹⁾

Date	Type of Security Issued	Issuance Price per Security	Number of Securities Issued
28-Jan-19	Subordinate Voting Shares ⁽²⁰⁾	US\$2.69 ⁽²⁰⁾	44,679 ⁽²⁰⁾
28-Jan-19	Subordinate Voting Shares ⁽²¹⁾	\$4.53 ⁽²¹⁾	75,180 ⁽²¹⁾
28-Jan-19	Subordinate Voting Shares ⁽²¹⁾	N/A ⁽²²⁾	603,500 ⁽²²⁾
04-Feb-19	Subordinate Voting Shares ⁽²³⁾	\$4.63 ⁽²³⁾	2,117,238 ⁽²³⁾
04-Feb-19	Subordinate Voting Shares ⁽²⁴⁾	\$3.916 ⁽²⁴⁾	103,344 ⁽²⁴⁾
05-Feb-19	Subordinate Voting Shares ⁽²⁵⁾	N/A ⁽²⁵⁾	4,274,566 ⁽²⁵⁾
11-Feb-19	Subordinate Voting Shares ⁽²⁶⁾	\$4.418 ⁽²⁶⁾	4,739,626 ⁽²⁶⁾
27-Feb-19	Subordinate Voting Shares ⁽²⁷⁾	N/A ⁽²⁷⁾	10,988 ⁽²⁷⁾
27-Feb-19	Subordinate Voting Shares ⁽²⁸⁾	US\$2.84 ⁽²⁸⁾	140,657 ⁽²⁸⁾
01-Mar-19	Subordinate Voting Shares ⁽²⁹⁾	N/A ⁽²⁹⁾	43,952 ⁽²⁹⁾
Various Dates Since December 31, 2018 to March 31, 2019	Subordinate Voting Shares ⁽³⁰⁾	N/A ⁽³⁰⁾	41,529,579 ⁽³⁰⁾
01-Apr-19	Subordinate Voting Shares ⁽³¹⁾	N/A ⁽³¹⁾	4,274,566 ⁽³¹⁾
09-Apr-19	Subordinate Voting Shares ⁽³²⁾	\$4.065 ⁽³²⁾	246,369 ⁽³²⁾
13-May-19	Subordinate Voting Shares ⁽³³⁾	US\$2.69 ⁽³³⁾	44,679 ⁽³³⁾
13-May-19	Subordinate Voting Shares ⁽³⁴⁾	N/A ⁽³⁴⁾	58,663 ⁽³⁴⁾
13-May-19	Subordinate Voting Shares ⁽³⁵⁾	N/A ⁽³⁵⁾	5,859 ⁽³⁵⁾
07-Jun-19	Subordinate Voting Shares ⁽³⁶⁾	N/A ⁽³⁶⁾	241,548 ⁽³⁶⁾
07-Jun-19	Subordinate Voting Shares ⁽³⁷⁾	N/A ⁽³⁷⁾	2,628,376 ⁽³⁷⁾
20-Jun-19	Subordinate Voting Shares ⁽³⁸⁾	N/A ⁽³⁸⁾	55,610 ⁽³⁸⁾
20-Jun-19	Subordinate Voting Shares ⁽³⁹⁾	US\$2.86 ⁽³⁹⁾	1,748,251 ⁽³⁹⁾
Various Dates Since March 31, 2019 to June 30, 2019	Subordinate Voting Shares ⁽⁴⁰⁾	N/A ⁽⁴⁰⁾	3,367,420 ⁽⁴⁰⁾
Various Dates Since March 31, 2019 to June 30, 2019	Subordinate Voting Shares ⁽⁴¹⁾	\$3.594 ⁽⁴¹⁾	5,168,500 ⁽⁴¹⁾
08-Jul-19	Subordinate Voting Shares ⁽⁴²⁾	N/A ⁽⁴²⁾	314,126 ⁽⁴²⁾
18-Jul-19	Subordinate Voting Shares ⁽⁴³⁾	N/A ⁽⁴³⁾	26,720 ⁽⁴³⁾
05-Aug-19	Subordinate Voting Shares ⁽⁴⁴⁾	\$2.68 ⁽⁴⁴⁾	197,224 ⁽⁴⁴⁾
06-Aug-19	Subordinate Voting Shares ⁽⁴⁵⁾	N/A ⁽⁴⁵⁾	24,102 ⁽⁴⁵⁾
06-Aug-19	Subordinate Voting Shares ⁽⁴⁶⁾	US\$2.102 ⁽⁴⁶⁾	1,231,280 ⁽⁴⁶⁾
13-Aug-19	Subordinate Voting Shares ⁽⁴⁷⁾	US\$2.05 ⁽⁴⁷⁾	14,634,147 ⁽⁴⁷⁾
03-Sep-19	Subordinate Voting Shares ⁽⁴⁸⁾	US\$1.95 ⁽⁴⁸⁾	5,112,263 ⁽⁴⁸⁾
04-Sep-19	Subordinate Voting Shares ⁽⁴⁹⁾	US\$1.95 ⁽⁴⁹⁾	214,716 ⁽⁴⁹⁾
26-Sep-19	Subordinate Voting Shares ⁽⁵⁰⁾	N/A ⁽⁵⁰⁾	28,270 ⁽⁵⁰⁾
Various Dates Since June 30, 2019 to September 30, 2019	Subordinate Voting Shares ⁽⁵¹⁾	N/A ⁽⁵¹⁾	8,382,618 ⁽⁵¹⁾
Various Dates Since June 30, 2019 to September 30, 2019	Subordinate Voting Shares ⁽⁵²⁾	\$2.461 ⁽⁵²⁾	5,105,100 ⁽⁵²⁾
01-Oct-19	Subordinate Voting Shares ⁽⁵³⁾	N/A ⁽⁵³⁾	16,649 ⁽⁵³⁾
31-Oct-19	Subordinate Voting Shares ⁽⁵⁴⁾	N/A ⁽⁵⁴⁾	33,099 ⁽⁵⁴⁾
06-Nov-19	Subordinate Voting Shares ⁽⁵⁵⁾	N/A ⁽⁵⁵⁾	366,285 ⁽⁵⁵⁾
Various Dates Since September 30, 2019	Subordinate Voting Shares ⁽⁵⁶⁾	N/A ⁽⁵⁶⁾	1,175,111 ⁽⁵⁶⁾
Various Dates Since September 30, 2019	Subordinate Voting Shares ⁽⁵⁷⁾	\$1.40 ⁽⁵⁷⁾	1,163,700 ⁽⁵⁷⁾

Notes:

- (1) Issued pursuant to the September Unit Offering. See “General Development of the Business – Financing Activities – September 2018 Unit Offering” for further details.
- (2) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
- (3) Issued to the vendor of certain intellectual property rights as partial consideration in connection with the purchase thereof by the Company. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (4) Issued upon the exercise of an equivalent number of September Warrants. See “— MedMen Warrants”. In connection with these September Warrant exercises, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (5) Issued to a consultant in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (6) Issued pursuant to the acquisition by the Company of a dispensary in Scottsdale, Arizona, and a cultivation and manufacturing facility in Mesa, Arizona. See “General Development of the Business – Acquisitions and Dispositions – Arizona” for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (7) Issued pursuant to the December Unit Offering. See “General Development of the Business – Financing Activities – December 2018 Unit Offering” for further details.
- (8) Issued pursuant to a license acquisition by the Company for a dispensary in Emeryville, California. See “General Development of the Business – Acquisitions and Dispositions – California” for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (9) Issued pursuant to the purchase by the Company of an option to purchase certain assets. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (10) Issued to certain advisors in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (11) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
- (12) Issued to a certain advisor in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (13) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of LLC Redeemable Units by a holder thereof.
- (14) Issued upon the exercise of an equivalent number of warrants of the Company. In connection with this warrant exercise, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (15) Issued in satisfaction of certain amounts payable under promissory notes issued by MedMen NY, Inc., a subsidiary of the Company, upon maturity of such notes. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (16) Issued pursuant to the acquisition by the Company of the retail operations and license for the MedMen branded stores located in Santa Ana and West Hollywood, California, through an all-stock transaction with Captor Capital Corp. See “General Development of the Business – Acquisitions and Dispositions – California” for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (17) Issued in satisfaction of certain amounts payable under promissory notes issued by MedMen NY, Inc., a subsidiary of the Company, upon maturity of such notes. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (18) Issued to an entity controlled by Jay Brown, a director of the Company, in consideration for services rendered pursuant to a consulting agreement. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$4.79. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent

- number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (19) 10,988 Subordinate Voting Shares were issued to each of Jay Brown, Mark Hutchison and Andrew Rayburn as compensation for their services as directors of the Company. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$4.79. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (20) Issued in satisfaction of certain amounts payable under promissory notes issued by MedMen NY, Inc., a subsidiary of the Company, upon maturity of such notes. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (21) Issued to certain advisors in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (22) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of LLC Redeemable Units by a holder thereof.
 - (23) Issued pursuant to the acquisition by the Company of a licensed medical marijuana dispensary located in the historic Chicago suburb of Oak Park, Illinois. See "General Development of the Business – Acquisitions and Dispositions – Illinois" for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (24) Issued to a consultant in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (25) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of LLC Redeemable Units by holders thereof.
 - (26) Issued pursuant to the acquisition by the Company of Kannaboost Technologies, Inc. and CSI Solutions LLC, collectively referred to as "Level Up". See "General Development of the Business – Acquisitions and Dispositions – Arizona" for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (27) Issued to Stacey Hallerman as compensation for her services as a director of the Company. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$4.31. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (28) Issued in satisfaction of certain amounts payable under promissory notes issued by MedMen NY, Inc., a subsidiary of the Company, upon maturity of such notes. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (29) 10,988 Subordinate Voting Shares were issued to each of Jay Brown, Stacey Hallerman, Mark Hutchison and Andrew Rayburn as compensation for their services as directors of the Company. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$3.92. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (30) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
 - (31) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of LLC Redeemable Units by holders thereof.
 - (32) Issued pursuant to the purchase by the Company of an option to purchase certain assets. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (33) Issued in satisfaction of certain amounts payable under promissory notes issued by MedMen NY, Inc., a subsidiary of the Company, upon maturity of such notes. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (34) Issued to certain employees as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$3.29. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
 - (35) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$3.29. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.

- (36) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of LLC Redeemable Units by a holder thereof.
- (37) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$2.88. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (38) Issued to certain directors and employees as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$3.10. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (39) Issued to a consultant in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (40) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
- (41) Issued pursuant to the ATM Program. See "General Development of the Business – Financing Activities – 2019 ATM Program" for further details. The issue price presented reflects the average price for the corresponding Subordinate Voting Shares sold.
- (42) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$3.20. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (43) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$2.87. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (44) Issued pursuant to the purchase by the Company of an option to purchase certain assets. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (45) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$2.63. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (46) Issued pursuant to the acquisition by the Company of a licensed medical marijuana dispensary located in the historic Chicago suburb of Oak Park, Illinois. See "General Development of the Business – Acquisitions and Dispositions – Illinois" for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (47) Issued pursuant to the strategic private placement completed by the Company with Wicklow Capital and GGP. See "General Development of the Business – Financing Activities – August 2019 Strategic Investment" for further details.
- (48) Issued pursuant to the acquisition by the Company of a licensed dispensary located in Long Beach, California. See "General Development of the Business – Acquisitions and Dispositions – California" for further details as to such acquisition. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (49) Issued to a consultant in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (50) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$2.06. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (51) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
- (52) Issued pursuant to the ATM Program. See "General Development of the Business – Financing Activities – 2019 ATM Program" for further details. The issue price presented reflects the average price for the corresponding Subordinate Voting Shares sold.
- (53) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$1.86. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (54) Issued to an employee as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$1.35. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.

- (55) Issued to certain employees as compensation. On the date of issuance, the closing price per Subordinate Voting Share on the CSE was \$1.52. In connection with this share issuance, the Company subscribed for, and MedMen Corp. issued to the Company, an equivalent number of additional MedMen Corp Voting Shares, and MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (56) Issued in connection with the redemption, in accordance with their terms, of an equivalent number of MedMen Corp Redeemable Shares by certain holders thereof.
- (57) Issued pursuant to the ATM Program. See “General Development of the Business – Financing Activities – 2019 ATM Program” for further details. The issue price presented reflects the average price for the corresponding Subordinate Voting Shares sold.

MedMen Options

Date	Type of Security Issued	Exercise Price per Security	Number of Securities Issued
09-Jul-18	Options	\$5.03	200,000
29-Aug-18	Options	\$5.24	438,696
12-Oct-18	Options	\$7.44	1,985,967
17-Dec-18	Options	US\$3.154	1,585,288
03-Jan-19	Options	\$4.60	32,974
25-Jan-19	Options	\$4.53	1,369,143
25-Feb-19	Options	\$4.23	2,026,462
06-Mar-19	Options	US\$3.26	316,085
05-Apr-19	Options	\$4.10	818,371
30-Apr-19	Options	\$3.75	428,444
29-May-19	Options	\$3.20	162,000
07-Jun-19	Options	\$5.25	724,645
28-Jun-19	Options	\$3.48	286,000
31-Jul-19	Options	\$2.66	1,714,560
30-Aug-19	Options	\$2.64	741,852
30-Sep-19	Options	\$2.06	756,600
29-Oct-19	Options	\$1.80	682,738

MedMen Warrants

Date	Type of Security Issued	Exercise Price per Security	Number of Securities Issued
27-Sep-18	September Warrants ⁽¹⁾	\$6.87 ⁽¹⁾	7,840,909 ⁽¹⁾
05-Dec-18	December Warrants ⁽²⁾	\$6.87 ⁽²⁾	13,640,000 ⁽²⁾
23-Apr-19	GGP Warrants ⁽³⁾	US\$3.718 ⁽³⁾	2,017,212 ⁽³⁾
23-Apr-19	GGP Warrants ⁽⁴⁾	US\$4.29 ⁽⁴⁾	582,748 ⁽⁴⁾
22-May-19	GGP Warrants ⁽⁵⁾	US\$3.718 ⁽⁵⁾	8,068,851 ⁽⁵⁾
22-May-19	GGP Warrants ⁽⁶⁾	US\$4.29 ⁽⁶⁾	2,330,999 ⁽⁶⁾
12-Jul-19	GGP Warrants ⁽⁷⁾	US\$3.159 ⁽⁷⁾	2,967,708 ⁽⁷⁾
12-Jul-19	GGP Warrants ⁽⁸⁾	US\$3.645 ⁽⁸⁾	857,336 ⁽⁸⁾

Notes:

- (1) Issued pursuant to the September Unit Offering. See “General Development of the Business – Financing Activities – September 2018 Unit Offering” for further details. 50 September Warrants were exercised by the holders thereof for Subordinate Voting Shares on November 5, 2018.
- (2) Issued pursuant to the December Unit Offering. See “General Development of the Business – Financing Activities – December 2018 Unit Offering” for further details.
- (3) Issued to the lenders under the GGP Credit Facility in connection with the completion of the initial portion of Tranche 1. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (4) Issued to the lenders under the GGP Credit Facility in connection with the completion of the initial portion of Tranche 1. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.

- (5) Issued to the lenders under the GGP Credit Facility in connection with the completion of the second portion of Tranche 1. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (6) Issued to the lenders under the GGP Credit Facility in connection with the completion of the second portion of Tranche 1. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (7) Issued to the lenders under the GGP Credit Facility in connection with the completion of Tranche 2. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (8) Issued to the lenders under the GGP Credit Facility in connection with the completion of Tranche 2. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.

MedMen Restricted Share Units

Date	Type of Security Issued	Issuance Price per Security	Number of Securities Issued
29-Aug-18	Restricted Share Units	\$5.24	175,816
8-Oct-18	Restricted Share Units	\$5.51	3,000,000
03-Jan-19	Restricted Share Units	\$4.60	23,082
28-Jan-19	Restricted Share Units	US\$3.81	918,785
31-Jul-19	Restricted Share Units	\$2.66	1,885,405
22-Aug-19	Restricted Share Units	US\$2.10	1,428,571
26-Aug-19	Restricted Share Units	\$2.65	50,181

MedMen Corp Redeemable Shares

Date	Type of Security Issued	Issuance Price per Security	Number of Securities Issued
26-Jul-18	MedMen Corp Redeemable Shares ⁽¹⁾	\$4.64 ⁽¹⁾	602,500 ⁽¹⁾
01-Aug-18	MedMen Corp Redeemable Shares ⁽²⁾	\$5.13 ⁽²⁾	194,104 ⁽²⁾
Various Dates Since June 30, 2018 to August 22, 2018	MedMen Corp Redeemable Shares ⁽³⁾	US\$3.10 ⁽³⁾	1,891,015 ⁽³⁾
22-Aug-18	MedMen Corp Redeemable Shares ⁽⁴⁾	\$5.25 ⁽⁴⁾	72,464 ⁽⁴⁾
12-Sep-18	MedMen Corp Redeemable Shares ⁽⁵⁾	US\$3.15 ⁽⁵⁾	1,587,301 ⁽⁵⁾
01-Oct-18	MedMen Corp Redeemable Shares ⁽⁶⁾	US\$4.14 ⁽⁶⁾	937,500 ⁽⁶⁾
16-Oct-18	MedMen Corp Redeemable Shares ⁽⁷⁾	US\$3.03 ⁽⁷⁾	793,651 ⁽⁷⁾
29-Nov-18	MedMen Corp Redeemable Shares ⁽⁸⁾	US\$3.57 ⁽⁸⁾	805,114 ⁽⁸⁾
11-Dec-18	MedMen Corp Redeemable Shares ⁽⁹⁾	US\$4.35 ⁽⁹⁾	169,487 ⁽⁹⁾

Notes:

- (1) Issued as satisfaction for a post-closing payment related to a 2017 acquisition, which payment obligation had previously been evidenced by a secured promissory note. In connection with this share issuance, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (2) Issued to a consultant in connection with services rendered. In connection with this share issuance, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (3) Issued upon the exercise of an equivalent number of February Warrants. In connection with these February Warrant exercises, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (4) Issued as partial consideration for the exclusive license agreement entered into with Woodstock Ventures LC and its affiliate The Woodstock Cannabis Company, granting the Company rights to use the Woodstock brand on cannabis products manufactured and sold in certain U.S. states. In connection with this share issuance, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units. See “General Development of the Business – Brand Investments – Exclusive License Agreement with Woodstock” for further details as to such exclusive license agreement.
- (5) Issued upon the conversion in full of the principal amount of the May Convertible Notes. In connection with the conversion of the May Convertible Notes, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.

- (6) Issued upon the exercise of an equivalent number of May 16 Warrants. In connection with these May 16 Warrant exercises, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (7) Issued upon the exercise of an equivalent number of May 10 Warrants. In connection with these May 10 Warrant exercises, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (8) Issued to certain advisors in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.
- (9) Issued to a certain advisor in satisfaction of amounts owed in respect of services rendered. In connection with this share issuance, MedMen Corp. subscribed for, and the LLC issued to MedMen Corp., an equivalent number of additional LLC Non-Redeemable Units.

MedMen Corp. Warrants

Date	Type of Security Issued	Exercise Price per Security	Number of Securities Issued
01-Oct-18	October 1 Warrants ⁽¹⁾	US\$4.97 ⁽¹⁾	16,211,284 ⁽¹⁾
03-Oct-18	October 3 Warrants ⁽²⁾	US\$4.73 ⁽²⁾	1,023,256 ⁽²⁾

Notes:

- (1) Issued to the lenders under the October Term Loan and to Stable Road Capital or its designees in connection with certain advisory services provided by Stable Road Capital. See “General Development of the Business – Financing Activities – October 2018 Term Loan” for further details.
- (2) Issued to the lenders under the October Term Loan and to Stable Road Capital or its designees in connection with certain advisory services provided by Stable Road Capital. See “General Development of the Business – Financing Activities – October 2018 Term Loan” for further details.

MedMen Corp. GGP Convertible Notes

Date	Type of Security Issued	Conversion Price per Security	Number of Securities Issued
23-Apr-19	GGP Convertible Notes ⁽¹⁾	US\$2.55 ⁽¹⁾	Aggregate Principal Amount of US\$20,000,000 ⁽¹⁾
22-May-19	GGP Convertible Notes ⁽²⁾	US\$2.55 ⁽²⁾	Aggregate Principal Amount of US\$80,000,000 ⁽²⁾
12-Jul-19	GGP Convertible Notes ⁽³⁾	US\$2.17 ⁽³⁾	Aggregate Principal Amount of US\$25,000,000 ⁽³⁾
29-Oct-19	GGP Convertible Notes ⁽⁴⁾	US\$1.28 ⁽⁴⁾	Aggregate Principal Amount of US\$18,750,000 ⁽⁴⁾

Notes:

- (1) Issued to the lenders under the GGP Credit Facility. Such GGP Convertible Notes were co-issued by the Company and MedMen Corp. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (2) Issued to the lenders under the GGP Credit Facility. Such GGP Convertible Notes were co-issued by the Company and MedMen Corp. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (3) Issued to the lenders under the GGP Credit Facility. Such GGP Convertible Notes were co-issued by the Company and MedMen Corp. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.
- (4) Issued to the lenders under the GGP Credit Facility as payment for the fee in connection with the First Amendment. Such GGP Convertible Notes were co-issued by the Company and MedMen Corp. See “General Development of the Business – Financing Activities – GGP Credit Facility” for further details.

LLC Redeemable Units

Date	Type of Security Issued	Issuance Price per Security	Number of Securities Issued
06-Sep-18	LLC Redeemable Units ⁽¹⁾	\$4.01 ⁽¹⁾	8,549,132 ⁽¹⁾
09-Oct-18	LLC Redeemable Units ⁽²⁾	\$5.77 ⁽²⁾	447,379 ⁽²⁾

Notes:

- (1) Issued to Treadwell Nursery as partial consideration in connection with the completion of the acquisition contemplated by the Florida Acquisition Agreement.
- (2) Issued to the vendor of certain intellectual property rights as partial consideration in connection with the purchase thereof by the Company.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table sets forth, as of November 8, 2019, the number of securities of each class of securities of the Company, MedMen Corp. and the LLC that are, to the knowledge of the Company, held in escrow or subject to a contractual restriction on transfer and the percentage that number represents of the outstanding securities of that class.

Designation of Class	Number of Securities held in Escrow or Subject to a Contractual Restriction on Transfer ⁽¹⁾	Percentage of Class ⁽²⁾
MedMen Corp Redeemable Shares	283,629,653 ⁽³⁾	91.6%

Notes:

- (1) Pursuant to their rights, privileges, restrictions and conditions, all outstanding Super Voting Shares, MedMen Corp Redeemable Shares and LLC Redeemable Units (including but not limited to any of such securities set out in the table above) are subject to certain restrictions on transfer. See "Description of Share Capital of MedMen", "Description of Share Capital of MedMen Corp." and "Description of Unit Capital of the LLC" for additional details as to such restrictions.
- (2) Presented on a non-diluted basis.
- (3) Such MedMen Corp Redeemable Shares are subject to one of the lock-up agreements entered into by MMMG, Fund I and Fund II with MedMen Corp. in December 2018 or January 2019 (the obligations of which lock-up agreements are required under the terms of such agreements to be assumed by any member or partner of MMMG, Fund I or Fund II, in the event that any of such MedMen Corp Redeemable Shares are distributed to any such member or partner) until November 25, 2019, at which time, the restrictions on resale pursuant to such agreements are to be immediately lifted as to one-twelfth of the locked-up shares and thereafter in increments over an 11-month period as to the remaining locked-up shares. See "General Development of the Business – Lock-Up Agreements" for additional details as to such restrictions.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out, for each of MedMen's directors and executive officers, the person's name, age, state and country of residence, position with MedMen, principal occupation(s) during the last five years, and, to the best of the Company's knowledge, the number of securities of the Company, MedMen Corp. and the LLC directly or indirectly held by such directors and executive officers as of November 8, 2019. MedMen's directors are expected to hold office until its next annual general meeting of MedMen Shareholders unless they resign prior thereto or are removed by the MedMen Shareholders. MedMen's directors will be elected annually and, unless re-elected, will retire from office at the end of the next annual general meeting of MedMen Shareholders.

Name and State and Country of Residence	Age	Position(s) with the Company	Principal Occupation(s)	Number of Securities of the Company, MedMen Corp. and the LLC Directly or Indirectly Held
Adam Bierman California, United States	37	Chief Executive Officer and Director (director since May 28, 2018)	Chief Executive Officer of the LLC (January 2018 to Present); Chief Executive Officer of MMMG, LLC (2014 to January 2018)	342,660 Subordinate Voting Shares 815,295 Super Voting Shares 3,956,324 MedMen Corp Redeemable Shares 9,661,939 LTIP Units
Andrew Modlin California, United States	32	President and Director (director since May 28, 2018)	President of the LLC (January 2018 to Present); President of MMMG, LLC (2014 to January 2018)	540,678 Subordinate Voting Shares 815,295 Super Voting Shares 3,956,324 MedMen Corp Redeemable Shares 9,661,939 LTIP Units

Name and State and Country of Residence	Age	Position(s) with the Company	Principal Occupation(s)	Number of Securities of the Company, MedMen Corp. and the LLC Directly or Indirectly Held
Zeeshan Hyder California, United States	32	Chief Financial Officer	Chief Financial Officer of the LLC (October 2019 to Present); Chief Corporate Development Officer of the LLC (June 2018 to October 2019); Senior Vice President of Corporate Development of the LLC (January 2018 to June 2018); Senior Vice President of Corporate Development of MMMG, LLC (May 2017 to January 2018); Vice President, First Bev (2015 to 2017)	11,624 MedMen Corp Redeemable Shares 181,162 Options 173,656 Restricted Share Units
Christopher Ganan California, United States	37	Chief Strategy Officer	Chief Strategy Officer of the LLC (January 2018 to Present); Chief Strategy Officer of MMMG, LLC (2015 to January 2018); Co-Founder of Asset Avenue (2014 to 2015); Senior Manager at CohnReznick LLP (2011 to 2014)	265,592 Subordinate Voting Shares 828,722 MedMen Corp Redeemable Shares 724,645 LLC Redeemable Units 895,643 LTIP Units
Ryan Lissack California, United States	41	Chief Technology Officer	Chief Technology Officer of the LLC (February 2019 to Present); Co-Founder and Chief Technology Officer of Rival, Inc. (2016 to 2019); Chief Technology Officer of Maker Studios (2011 to 2016)	2,026,462 Options 173,656 Restricted Share Units
Benjamin Rose ⁽¹⁾ Illinois, United States	45	Director (since August 29, 2018)	Chief Investment Officer of Wicklow Capital, Inc., a venture capital investment firm (July 2012 to Present)	124,741 Options ⁽⁶⁾
Jay Brown ⁽²⁾ California, United States	45	Director (since July 29, 2018)	Co-founder and CEO of RocNation, a full-service management, music publishing, and entertainment company (2008 to Present)	164,221 Subordinate Voting Shares 79,278 Options 1,713,611 Restricted Share Units
Mark Hutchison ⁽³⁾ California, United States	67	Director (since May 28, 2018)	Partner of Armanino LLP (January 2016 to Present); Partner of NKSFB, LLC (2014 to 2015); Partner of Rothstein Kass, LLP (2006 to 2014)	32,965 Subordinate Voting Shares 62,791 Options 10,988 Restricted Share Units
Andrew Rayburn ⁽⁴⁾ Ohio, United States	64	Director (since May 28, 2018)	Chief Executive Officer of Big Game Capital (1999 to Present); Chief Executive Officer of Buckeye Relief, a company that is seeking to become a medical cannabis producer in Ohio (2017 to Present)	32,965 Subordinate Voting Shares 62,791 Options 10,988 Restricted Share Units

Name and State and Country of Residence	Age	Position(s) with the Company	Principal Occupation(s)	Number of Securities of the Company, MedMen Corp. and the LLC Directly or Indirectly Held
Antonio Villaraigosa ⁽⁵⁾ California, United States	66	Director (since August 29, 2018)	Chief Executive Officer of Antonio R. Villaraigosa LLC (2005 to Present); 41 st Mayor of Los Angeles, California (2005 to 2013)	62,791 Options

Notes:

- (1) Mr. Rose is the Executive Chairman of the MedMen Board and a member of the Company's Audit Committee.
- (2) Mr. Brown is a member of the Company's Corporate Governance and Nominating Committee.
- (3) Mr. Hutchison is the Chair of the Company's Audit Committee and a member of the Company's Compensation Committee.
- (4) Mr. Rayburn is the Chair of the Company's Compensation Committee and a member of the Company's Audit Committee.
- (5) Mr. Villaraigosa is a member of the Company's Corporate Governance and Nominating Committee.
- (6) While Mr. Rose is Chief Investment Officer of Wicklow Capital, Inc., Mr. Rose does not exercise control or direction over any securities of MedMen or its subsidiaries held by Wicklow Capital, Inc. as through the internal processes at Wicklow Capital, Inc., he is excluded from the decision making in respect of such securities.

Biographies

The following are brief profiles of the Company's executive officers and directors.

Adam Bierman, Chief Executive Officer and Director

Mr. Bierman is an outspoken advocate of institutional practices, professional standards, and clear and reasonable regulations that will take the cannabis industry to its next, mainstream phase. He has been featured on several news outlets including CNBC, Bloomberg News, Forbes, CNN, Time Magazine, the Los Angeles Times, U.S. News & World Report, among others. Mr. Bierman and business partner Andrew Modlin started the primary businesses that were recapitalized into the business of the LLC in early 2018. The two visionary entrepreneurs saw not just a tremendous business opportunity in the growing legalization of marijuana, but a chance to re-define society's relationship with cannabis. Mr. Bierman has studied at the University of Southern California and Brandeis University. He works full-time for the Company.

Andrew Modlin, President and Director

Mr. Modlin is the main architect behind the MedMen brand and its "mainstreaming marijuana" message. He is the recipient of the prestigious American Marketing Association's "Emerging Leaders Award." Mr. Modlin is also credited with several innovations in cannabis operations; from cultivation to manufacturing and retail, and oversees all operational aspects of the enterprise. Mr. Modlin and business partner Adam Bierman started the primary businesses that were recapitalized into the business of the LLC in early 2018. The two visionary entrepreneurs saw not just a tremendous business opportunity in the growing legalization of marijuana, but a chance to re-define society's relationship with cannabis. Mr. Modlin holds a B.A. from the University of California at Los Angeles. He works full-time for the Company.

Zeeshan Hyder, Chief Financial Officer

Mr. Hyder brings nearly a decade of experience in private equity, corporate development and investment banking. Prior to becoming Chief Financial Officer in October 2019, Mr. Hyder served as Chief Corporate Development Officer of MedMen, overseeing corporate development, capital markets and investor relations. Prior to joining MedMen, Zeeshan was a Vice President at First Beverage Ventures, a private equity firm focused on the food and beverage industries. He was formerly an investment banker at Citigroup, an investment analyst at The Broad Foundation's \$2 billion fund, and spent time in corporate development at eBay. He received a B.A. in Mathematical Economics from Pomona College and an MBA from The Wharton School at the University of Pennsylvania. He works full-time for the Company.

Christopher Ganan, Chief Strategy Officer

Mr. Ganan brings vast institutional experience in business operations, private equity, investment banking, real estate and FinTech. Mr. Ganan was instrumental in MedMen's capital formation and guides its investment and real estate strategy, ensuring the company continues to grow its footprint in North America's most strategic cannabis markets. Previously, Mr. Ganan was managing member of Cratus Equity, a private investment firm. He has also worked for Alvarez & Marsal, CohnReznick, and Investments Limited. Mr. Ganan holds a B.A. from Johns Hopkins University. He works full-time for the Company.

Ryan Lissack, Chief Technology Officer

Mr. Lissack oversees the Company's technology organization, including the Data & Analytics, Digital Experiences, Technology Infrastructure and Information Security departments. A seasoned technology executive with over 20 years of experience, he most recently served as the co-founder and CTO at Rival, an Andreessen Horowitz and Upfront Ventures backed start-up. He previously worked for Disney as the CTO of Maker Studios and led the mobile engineering team at Salesforce.com after it purchased Koral, a cloud-based content management platform he founded in 2006. Mr. Lissack holds a B.S. Information Technology (Cum Laude) and a B.S. Honors Computer Science (Cum Laude) from the University of Johannesburg. He works full-time for the Company.

Benjamin Rose, Chairman of the Board of Directors

Mr. Rose is Chief Investment Officer of Wicklow Capital, Inc., the family office of Daniel Tierney, co-founder and former co-CEO of GETCO (now KCG), and board member of KCG Holdings, Inc., one of the world's leading technology-enabled market makers and agency execution service providers. Mr. Rose has specific experience in both financial markets and entrepreneurial finance. Previous to Wicklow Capital, Inc., he served as Managing Director at RoundKeep Capital Advisors, Portfolio Manager at Balyasny Asset Management, Head Trader at Blue Ridge Capital, and Trader at Goldman Sachs. Mr. Rose graduated from Harvard University.

Jay Brown, Director

Mr. Brown is the CEO of RocNation. He began his career in the entertainment industry in 1993 as a publishing executive at Quincy Jones Music Publishing/Qwest Records until December 1998. He later worked at Elektra Records and was Executive Vice President at Def Jam Recordings from 2005 until January of 2008. In 2008, Mr. Brown co-founded RocNation. Mr. Brown oversees the company, which includes a music label, artist management firm, publishing company, and athlete representation. Since its inception, RocNation has branched out into the world of touring & merchandising, TV & film, content creation, apparel, mobile gaming, new business ventures and is heavily responsible for today's popular arts and culture in general. Mr. Brown is a director of sock and underwear brand, Stance, the official sock company of the NBA and MLB. He also serves as Secretary of the Board for the Clara Lionel Foundation, a philanthropic endeavor focused on improving the quality of life for impoverished communities globally in the areas of health, education, arts and culture. Additionally, Mr. Brown currently sits on the Board of Directors for a wide range of entertainment companies, including Three Six Zero, Career Artist Management, PhilyMack Management, New Community, and G major. He is a graduate of the University of Phoenix.

Mark Hutchison, Director

Mr. Hutchison has over 25 years of experience as a tax expert in the entertainment industry, real estate, personal financial planning, and mergers and acquisitions. He is a tax partner at Armano LLP, the largest independent accounting and business consulting firm based in California. Prior to joining Armano, Mr. Hutchison was a tax partner at Rothstein Kass, and served in a variety of roles at KPMG, including 18 years as partner. He is a published author and a member of the Motion Picture and

Television Tax Institute. Mr. Hutchison is a graduate of Golden Gate University and California State University.

Andrew Rayburn, Director

Mr. Rayburn is principal and founder of Big Game Capital, a private investment firm that provides financial capital and operational, hands-on leadership. Since 2000, Big Game Capital has invested in equity interests in the 2016 NBA Championship franchise the Cleveland Cavaliers, two minor league baseball teams, and the 10,000 Lakes Music Festival. Additionally, Mr. Rayburn is also founder and Chief Executive Officer of Buckeye Relief, a company that is seeking to become a medical cannabis producer in Ohio and is currently building a state-of-the-art cultivation facility. Previously, Mr. Rayburn was president and owner of Flexalloy Inc., an industrial distribution company, which he sold to start Big Game Capital. He is a graduate of Dartmouth College.

Antonio Villaraigosa, Director

Mr. Villaraigosa served two terms as Mayor of Los Angeles, was the Speaker of the California State Assembly, a Los Angeles City Councilmember and President of the United States Conference of Mayors. He was appointed by President Obama to chair the 2012 Democratic Convention. Time magazine called Mr. Villaraigosa one of the United States' 25 most influential Latinos. Mr. Villaraigosa, positioned squarely on the national stage, is considered a leading voice and champion of the "radical middle" in American politics. Known for his exceptional skill at building broad bi-partisan coalitions, he draws support from the broad center of both Democratic and Republican voters.

To the best of the Company's knowledge, none of the Company's directors or executive officers has, within the 10 years prior to the date of this AIF, been a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days.

To the best of the Company's knowledge, none of the Company's directors, executive officers or shareholders holding a sufficient number of securities of the Company to affect materially the control of the Company has, within the 10 years prior to the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or comprise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director or executive officer, been a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or comprise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the best of the Company's knowledge, no director or executive officer of the Company nor any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

To the best of the Company's knowledge, there are no known existing or potential material conflicts of interest among the Company or a subsidiary of the Company and a director or officer of the Company or a subsidiary of the Company as a result of their outside business interests except as disclosed elsewhere herein and that certain of the Company's or its subsidiaries' directors and officers

serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

PROMOTERS

Adam Bierman, the Chief Executive Officer of MedMen, may be considered to be a promoter of MedMen in that he took the initiative in organizing the business of MedMen. Additional information about Mr. Bierman is disclosed elsewhere in this AIF, including in connection with his capacity as an officer and director of MedMen. See "Directors and Executive Officers" above for further details.

Andrew Modlin, the President of MedMen, may be considered to be a promoter of MedMen in that he took the initiative in organizing the business of MedMen. Additional information about Mr. Modlin is disclosed elsewhere in this AIF, including in connection with his capacity as an officer and director of MedMen. See "Directors and Executive Officers" above for further details.

Christopher Ganan, the Chief Strategy Officer of MedMen, may be considered to be a promoter of MedMen in that he took the initiative in organizing the business of MedMen. Additional information about Mr. Ganan is disclosed elsewhere in this AIF, including in connection with his capacity as an officer of MedMen. See "Directors and Executive Officers" above for further details.

To the best of the Company's knowledge, as of November 8, 2019, MMMG, the general partner of Fund I and the general partner of Fund II respectively held 178,770,884 MedMen Corp Redeemable Shares, 30,608,067 MedMen Corp Redeemable Shares and 7,694,380 MedMen Corp Redeemable Shares. In respect of MMMG, Messrs. Bierman and Modlin are the operating managers and the members of the board of managers and each holds a 20.6% equity interest, Mr. Ganan holds a 5.2% equity interest, Fund I holds a 10.2% equity interest and Fund II holds a 13.2% equity interest. In respect of the general partner of Fund I, Messrs. Bierman, Modlin and Ganan each holds a 33.33% indirect voting interest (and each holds a 24.22% indirect equity interest). In respect of the general partner of Fund II, Messrs. Bierman, Modlin and Ganan each holds a 33.33% indirect voting interest (and each holds a 27.12% indirect equity interest).

As described above, Adam Bierman, Andrew Modlin, Christopher Ganan, Fund I and Fund II each hold an indirect economic interest in MedMen Corp Redeemable Shares as unitholders of MMMG, which as described above holds in aggregate approximately 179 million MedMen Corp Redeemable Shares. Given that the ultimate entitlement of MMMG unitholders upon any distribution by it of its assets (which include its holdings of MedMen Corp Redeemable Shares) is dependent upon the overall performance of MMMG at the time of any such distribution, such indirect economic interests can only be approximated from time to time and are subject to variance.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

As of the date of this AIF, to MedMen's knowledge, there are no legal proceedings or regulatory actions material to MedMen to which it is a party, or has been a party to, or of which any of its property is or was the subject matter of, and no such proceedings or actions are known by MedMen to be contemplated.

There have been no material penalties or sanctions imposed against MedMen by a court or regulatory authority, and MedMen has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, in the most recently completed financial year of MedMen prior to the date of this AIF.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this AIF, no director, executive officer or, to the best of MedMen's knowledge, shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class of outstanding voting securities of MedMen, or any of their

respective associates or affiliates, has any material interest, direct or indirect, in any transaction within the three most recently completed financial years before the date of this AIF or during the current financial year which has materially affected or is reasonably expected to materially affect MedMen or a subsidiary of MedMen.

Manlin2 LLC, a Nevada limited liability company, was a lessor to Manlin DHS Development, LLC ("**Manlin DHS**"), a Nevada limited liability company (and a subsidiary of the Company), under a Ground Lease Agreement dated May 6, 2016 between such parties, pursuant to which Manlin DHS leased from Manlin2 LLC the land on which the Company's California (Desert Hot Springs) cultivation and production facility is situated. Such Ground Lease Agreement provides for US\$1,825,000/year in rent (subject to pre-determined annual increases of 3%). Messrs. Bierman, Modlin and Ganan each hold a 33.33% equity interest in SL2 Group, LLC ("**SL2 Group**"), a Nevada limited liability company and the prior managing member of Manlin2 LLC. SL2 Group held a 0.01% equity interest in Manlin2 LLC and, upon Manlin2 LLC making distributions to its members of (i) 9% per annum of interest on member capital contributions, and (ii) the aggregate amount of the member capital contributions, SL2 Group held the right to receive 30% of all of Manlin2 LLC's distributions (including prior distributions). On March 14, 2019, the Company announced the completion of a sale and leaseback transaction in respect of the Desert Hot Springs cultivation and production facility with Treehouse REIT. This transaction involved the sale by Manlin DHS to Treehouse REIT of its leasehold interest in the Desert Hot Springs facility, and the assumption by Treehouse REIT of the lessee obligations under the Ground Lease Agreement, in consideration for the payment of US\$26.2 million by Treehouse REIT to Manlin DHS. The sale price was based on Manlin DHS's cost basis in such property, including its buildout. While Treehouse REIT assumed the lessee obligations under the Ground Lease Agreement as a part of its purchase of the leasehold interest in the Desert Hot Springs facility, the leaseback involved the Company entering into a triple-net operating lease in respect of the property with Treehouse REIT. As a result of the new operating lease, the Company is obligated to reimburse Treehouse REIT for Treehouse REIT's required payments under the Ground Lease Agreement during the term of such operating lease. In June 2019, SL2 Group sold its interest in Manlin2 LLC to a third party and therefore Messrs. Bierman, Modlin and Ganan no longer have an indirect economic interest associated with the Ground Lease Agreement. Messrs. Bierman, Modlin and Ganan do not have any equity interests in Treehouse REIT.

The MedMen of Nevada-Owner, LLC ("**Mustang Owner**"), a Nevada limited liability company, was a lessor to Project Mustang Development, LLC ("**Project Mustang**"), a Nevada limited liability company (and a subsidiary of the Company), under a Ground Lease Agreement dated June 27, 2016 between such parties, pursuant to which Project Mustang leased from Mustang Owner the land on which the Company's Nevada (Mustang) cultivation and production facility is situated. Such Ground Lease Agreement provides for US\$1,500,000/year in rent (subject to pre-determined annual increases of 3%). SL2 Group held a 40% equity interest in Mustang Owner and MMNV2 held a 10% equity interest in Mustang Owner. Messrs. Bierman and Modlin are the managers and each holds a 23.9% equity interest and Mr. Ganan holds a 5% equity interest in MMNV2. On February 7, 2019, the Company announced the completion of a sale and leaseback transaction in respect of the Mustang cultivation and production facility with Treehouse REIT. This transaction involved the sale by Project Mustang to Treehouse REIT of its leasehold interest in the Mustang facility, and the assumption by Treehouse REIT of the lessee obligations under the Ground Lease Agreement, in consideration for the payment of US\$17.5 million by Treehouse REIT to Project Mustang. The sale price was based on Project Mustang's cost basis in such property, including its buildout. While Treehouse REIT assumed the lessee obligations under the Ground Lease Agreement as a part of its purchase of the leasehold interest in the Mustang facility, the leaseback involved the Company entering into a triple-net operating lease in respect of the property with Treehouse REIT. As a result of the new operating lease, the Company is obligated to reimburse Treehouse REIT for Treehouse REIT's required payments under the Ground Lease Agreement during the term of such operating lease. In June 2019, SL2 Group and MMNV2 sold their interests in Mustang Owner to a third party and therefore Messrs. Bierman, Modlin and Ganan no longer have an indirect economic interest associated with the Ground Lease Agreement. Messrs. Bierman, Modlin and Ganan do not have any equity interests in Treehouse REIT.

MedMen holds management services agreements to manage the MedMen LAX and MedMen Venice Beach (Abbot Kinney) dispensaries. These dispensaries are owned by Fund II, which to the best of the Company's knowledge, as of November 8, 2019, held 3,101,510 MedMen Corp Redeemable Shares. Messrs. Bierman, Modlin and Ganan each holds a 33.33% indirect voting interest (and each holds a 27.12% indirect equity interest) in the general partner of Fund II.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Subordinate Voting Shares is Odyssey Trust Company at its principal offices in Calgary, Alberta.

MATERIAL CONTRACTS

Other than as set forth below, no material contracts were entered into by the Company within the financial year ended June 29, 2019 or before such time that are still in effect, other than in the ordinary course of business:

- Investment Agreement. See "Description of Share Capital of MedMen – Super Voting Shares" above for further details.
- A&R LLC Agreement. See "Description of Unit Capital of the LLC" above for further details.
- Support Agreement. See "Support Agreement" above for further details.
- October Term Loan Agreement. See "General Development of the Business – Financing Activities – October 2018 Term Loan" above for further details.
- GGP Credit Facility Agreement. See "General Development of the Business – Financing Activities – GGP Credit Facility" above for further details.
- PharmaCann Business Combination Agreement. See "General Development of the Business – Acquisitions and Dispositions – PharmaCann Business Combination and Termination Fee" above for further details.

INTERESTS OF EXPERTS

MNP LLP is the auditor of the Company and audited the consolidated financial statements of the Company for the financial year ended June 29, 2019. In connection with their audit, MNP LLP has confirmed that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a discussion of certain U.S. federal income tax considerations for U.S. Holders and Non-U.S. Holders (each as defined below) relating to the ownership and disposition of Subordinate Voting Shares, but does not purport to be a complete analysis of all potential tax matters for consideration. The effects of tax laws, including by way of example only certain U.S. estate and gift tax laws, and any applicable state, local or non-U.S. tax laws are not discussed. This discussion is based on the Code, Treasury Regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the IRS, in each instance in effect as of the date hereof. These authorities may change or be subject to differing interpretations. Any such change or differing interpretation may be applied retroactively in a manner that could adversely affect a holder of Subordinate Voting Shares. The Company has not sought and will not seek any rulings from the IRS, or an opinion from legal counsel, regarding the matters discussed below. There can be no assurance the IRS or a court

will not take a contrary position to that discussed below regarding the tax consequences of the purchase, ownership and disposition of Subordinate Voting Shares.

This discussion is limited to U.S. Holders and Non-U.S. Holders that hold Subordinate Voting Shares as a “capital asset” within the meaning of Code Section 1221 (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a holder’s particular circumstances. In addition, it does not address consequences relevant to holders subject to special rules, including, without limitation holders that are:

- U.S. expatriates, former citizens of the U.S., or former long-term residents of the U.S.;
- subject to the alternative minimum tax;
- holding Subordinate Voting Shares as part of a hedge, straddle, or as part of a conversion transaction or other integrated investment or risk reduction strategy or transaction;
- banks, insurance companies, and other financial institutions;
- brokers, dealers or traders in securities or foreign currencies, or that use the mark-to-market method of accounting for U.S. federal income tax purposes;
- real estate investment trusts, regulated investment companies or grantor trusts;
- “controlled foreign corporations,” “passive foreign investment companies,” or corporations that accumulate earnings to avoid, or which has the result of avoiding, U.S. federal income tax;
- partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- tax-exempt organizations (including pension plans) or governmental organizations;
- deemed to sell Subordinate Voting Shares under the constructive sale provisions of the Code;
- are required to accelerate the recognition of any item of gross income with respect to Subordinate Voting Shares as a result of such income being recognized on an applicable financial statement;
- owners of at least 10 percent of the voting power or value of the Company, including stock owned directly, indirectly or through attribution;
- persons who hold or receive Subordinate Voting Shares pursuant to the exercise of any employee stock option or otherwise as compensation; and
- tax-qualified retirement plans.

If an entity treated as a partnership for U.S. federal income tax purposes holds Subordinate Voting Shares, the tax treatment of a partner in such partnership generally will depend on the status of the partner, the activities of the entity treated as a partnership for U.S. federal income tax purposes, and certain determinations made at the partner level. Accordingly, entities treated as partnerships holding Subordinate Voting Shares and the partners in such entities should consult their own tax advisors regarding the U.S. federal income tax consequences to them.

THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. MEDMEN SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS, AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF SUBORDINATE VOTING SHARES ARISING UNDER THE U.S. FEDERAL ESTATE OR GIFT TAX LAWS OR UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE INCOME TAX TREATY.

Definition of a U.S. Holder

For purposes of this discussion, a “**U.S. Holder**” is any beneficial owner of Subordinate Voting Shares that is, for U.S. federal income tax purposes:

- an individual who is a U.S. resident (discussed below) or U.S. citizen;
- a corporation, including any entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the U.S., any state within the U.S. or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust that either (1) is subject to the primary supervision of a U.S. court and the control of one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code), or (2) has a valid election in effect to be treated as a United States person for U.S. federal income tax purposes.

With respect to the first bullet point above, an individual is generally treated as a resident of the U.S. in any calendar year for U.S. federal income tax purposes if the individual either (i) is the holder of a green card, generally during any point of such year, or (ii) is present in the U.S. for at least 31 days in that calendar year, and for an aggregate of at least 183 days during the three-year period ending on the last day of the current calendar year. For purposes of the 183-day calculation (often referred to as the “substantial presence test”), all of the days present in the U.S. during the current year, one-third of the days present in the U.S. during the immediately preceding year, and one-sixth of the days present in the second preceding year are counted. Residents are generally treated for U.S. federal income tax purposes as if they were U.S. citizens.

Tax Classification as a U.S. Domestic Corporation

As a result of the MedMen Reverse Takeover, pursuant to Section 7874(b) of the Code and the Treasury Regulations promulgated thereunder, notwithstanding that the Company is organized under the provisions of the BCBCA, solely for U.S. federal income tax purposes, the Company is treated as a U.S. domestic corporation.

The Company anticipates that it will experience a number of significant and complicated U.S. federal income tax consequences as a result of being treated as a U.S. domestic corporation for U.S. federal income tax purposes, and this summary does not attempt to describe all such U.S. federal income tax consequences. Section 7874 of the Code and the Treasury Regulations promulgated thereunder do not address all the possible tax consequences that arise from the Company being treated as a U.S. domestic corporation for U.S. federal income tax purposes. Accordingly, there may be additional or unforeseen U.S. federal income tax consequences to the Company that are not discussed in this summary.

Generally, the Company will be subject to U.S. federal income tax on its worldwide taxable income (subject to an exception for certain “foreign source” dividends received from a foreign corporation

whose stock is at least ten percent owned by the Company) and will be required to file a U.S. federal income tax return annually with the IRS. The Company anticipates that it will also be subject to tax in Canada. It is unclear how the foreign tax credit rules under the Code will operate in certain circumstances, given the treatment of the Company as a U.S. domestic corporation for U.S. federal income tax purposes and the taxation of the Company in Canada. Accordingly, it is possible that the Company will be subject to double taxation with respect to all or part of its taxable income. It is anticipated that such U.S. and Canadian tax treatment will continue indefinitely and that the Subordinate Voting Shares will be treated indefinitely as shares in a U.S. domestic corporation for U.S. federal income tax purposes, notwithstanding future transfers. The remainder of this summary assumes that the Company will be treated as a U.S. domestic corporation for U.S. federal income tax purposes.

Tax Considerations for U.S. Holders

Distributions

Distributions of cash or property on Subordinate Voting Shares will constitute dividends for U.S. federal income tax purposes to the extent paid from the Company's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Dividends will generally be taxable to a non-corporate U.S. Holder at the preferential rates applicable to long-term capital gains, provided that such holder meets certain holding period and other requirements. Distributions in excess thereof will first constitute a return of capital and be applied against and reduce a U.S. Holder's adjusted tax basis in its Subordinate Voting Shares, but not below zero, and thereafter be treated as capital gain and will be treated as described under "– Sale or Other Taxable Disposition" below.

Dividends received by corporate U.S. Holders may be eligible for a dividends received deduction, subject to certain restrictions relating to, among others, the corporate U.S. Holder's taxable income, holding period and debt financing.

Sale or Other Taxable Disposition

Upon the sale or other taxable disposition of Subordinate Voting Shares, a U.S. Holder will generally recognize capital gain or loss equal to the difference between (i) the amount realized by such U.S. Holder in connection with such sale or other taxable disposition, and (ii) such U.S. Holder's adjusted tax basis in such stock. Such capital gain or loss will generally be long-term capital gain or loss if the U.S. Holder's holding period respecting such stock is more than twelve months. U.S. Holders who are individuals are eligible for preferential rates of taxation respecting their long-term capital gains. Deductions for capital losses are subject to limitations.

Foreign Tax Credit Limitations

Because it is anticipated that the Company will be subject to tax both as a U.S. domestic corporation and as a Canadian corporation, a U.S. Holder may pay, through withholding, Canadian tax, as well as U.S. federal income tax, with respect to dividends paid on its Subordinate Voting Shares. For U.S. federal income tax purposes, a U.S. Holder may elect for any taxable year to receive either a credit or a deduction for all foreign income taxes paid by the holder during the year. Complex limitations apply to the foreign tax credit, including a general limitation that the credit cannot exceed the proportionate share of a taxpayer's U.S. federal income tax that the taxpayer's foreign source taxable income bears to the taxpayer's worldwide taxable income. In applying this limitation, items of income and deduction must be classified, under complex rules, as either foreign source or U.S. source. The status of the Company as a U.S. domestic corporation for U.S. federal income tax purposes will cause dividends paid by the Company to be treated as U.S. source rather than foreign source for this purpose. As a result, a foreign tax credit may be unavailable for any Canadian tax paid on dividends received from the Company. Similarly, to the extent a sale or disposition of the Subordinate Voting Shares by a U.S. Holder results in Canadian tax payable by the U.S. Holder (for example, because the Subordinate Voting Shares constitute taxable Canadian property within the meaning of the Tax Act), a U.S. foreign tax credit may be

unavailable to the U.S. Holder for such Canadian tax. In each case, however, the U.S. Holder should be able to take a deduction for the U.S. Holder's Canadian tax paid, provided that the U.S. Holder has not elected to credit other foreign taxes during the same taxable year.

The foreign tax credit rules are complex, and each U.S. Holder should consult its own tax advisors regarding these rules.

Foreign Currency

The amount of any distribution paid to a U.S. Holder in foreign currency, or the amount of proceeds paid in foreign currency on the sale, exchange or other taxable disposition of Subordinate Voting Shares, generally will be equal to the U.S. dollar value of such foreign currency based on the exchange rate applicable on the date of receipt (regardless of whether such foreign currency is converted into U.S. dollars at that time). A U.S. Holder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Any U.S. Holder who converts or otherwise disposes of the foreign currency after the date of receipt may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss, and generally will be U.S. source income or loss for foreign tax credit purposes. Different rules apply to U.S. Holders who use the accrual method of tax accounting. Each U.S. Holder should consult its own U.S. tax advisors regarding the U.S. federal income tax consequences of receiving, owning, and disposing of foreign currency.

Medicare Surtax on Net Investment Income

Non-corporate U.S. Holders whose income exceeds certain thresholds generally will be subject to 3.8% surtax on their "net investment income" (which generally will include, among other things, dividends on the Subordinate Voting Shares, and capital gain from the sale or other taxable disposition of, the Subordinate Voting Shares). Non-corporate U.S. Holders should consult their own tax advisors regarding the possible effect of such tax on their ownership and disposition of the Subordinate Voting Shares.

Information Reporting and Backup Withholding

U.S. backup withholding (currently at a rate of 24%) is imposed upon certain payments to persons that fail (or are unable) to furnish the information required pursuant to U.S. information reporting requirements. Distributions to U.S. Holders will generally be exempt from backup withholding, provided the U.S. Holder meets applicable certification requirements, including providing a U.S. taxpayer identification number on a properly completed IRS Form W-9, or otherwise establishes an exemption. The Company must report annually to the IRS and to each U.S. Holder the amount of distributions and dividends paid to that U.S. Holder and the proceeds from the sale or other disposition of Subordinate Voting Shares, unless such U.S. Holder is an exempt recipient.

Backup withholding does not represent an additional tax. Any amounts withheld from a payment to a U.S. Holder under the backup withholding rules will generally be allowed as a credit against such U.S. Holder's U.S. federal income tax liability, and may entitle such U.S. Holder to a refund, provided the required information and returns are timely furnished by such U.S. Holder to the IRS.

Tax Considerations for Non-U.S. Holders

Definition of a Non-U.S. Holder

For purposes of this discussion, a "**Non-U.S. Holder**" is any beneficial owner of Subordinate Voting Shares that is neither a "U.S. Holder" nor an entity treated as a partnership for U.S. federal income tax purposes.

Distributions

Distributions of cash or property on Subordinate Voting Shares will constitute dividends for U.S. federal income tax purposes to the extent paid from the Company's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess thereof will first constitute a return of capital and be applied against and reduce a Non-U.S. Holder's adjusted tax basis in its Subordinate Voting Shares, but not below zero, and thereafter be treated as capital gain and will be treated as described under "– Sale or Other Taxable Disposition" below.

Any dividend paid to a Non-U.S. Holder of Subordinate Voting Shares that is not effectively connected with the Non-U.S. Holder's conduct of a trade or business within the U.S. will be subject to U.S. federal withholding tax at a rate of 30%, or such lower rate as may be specified under an applicable income tax treaty. In order to receive a reduced treaty rate, a Non-U.S. Holder must provide its financial intermediary with an IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or an appropriate successor form), properly certifying such holder's eligibility for the reduced rate. If a Non-U.S. Holder holds Subordinate Voting Shares through a financial institution or other agent acting on the Non-U.S. Holder's behalf, the Non-U.S. Holder will be required to provide appropriate documentation to such agent, and the Non-U.S. Holder's agent will then be required to provide such (or a similar) certification to the Company, either directly or through other intermediaries. A Non-U.S. Holder that does not timely furnish the required certification, but that qualifies for a reduced treaty rate, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders should consult their own tax advisors regarding their entitlement to benefits under any applicable income tax treaty. See also "– Information Reporting and Backup Withholding" below.

Dividends paid to a Non-U.S. Holder that are effectively connected with the Non-U.S. Holder's conduct of a trade or business in the U.S. (or, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment, or fixed base, of the Non-U.S. Holder) generally will be exempt from the withholding tax described above and instead will be subject to U.S. federal income tax on a net income basis at the regular graduated U.S. federal income tax rates in the same manner as if the Non-U.S. Holder were a U.S. person. In such case, the Company will not have to withhold U.S. federal tax so long as the Non-U.S. Holder timely complies with the applicable certification and disclosure requirements. In order to obtain this exemption from withholding tax, a Non-U.S. Holder must provide its financial intermediary with an IRS Form W-8ECI properly certifying its eligibility for such exemption. Any such effectively connected dividends received by a corporate Non-U.S. Holder may be subject to an additional "branch profits tax" at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty), as adjusted for certain items. Non-U.S. Holders should consult their own tax advisors regarding any applicable tax treaties that may provide for different rules.

Sale or Other Taxable Disposition

Subject to the discussions under "– Information Reporting and Backup Withholding" and under "– FATCA" below, any gain realized on the sale or other disposition of Subordinate Voting Shares by a Non-U.S. Holder generally will not be subject to U.S. federal income tax unless:

- the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the U.S. (or, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment, or fixed base, of the Non-U.S. Holder);
- the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of disposition, and certain other conditions are met; or
- the rules of the Foreign Investment in Real Property Tax Act of 1980 ("FIRPTA") apply to treat the gain as effectively connected with a U.S. trade or business.

A Non-U.S. Holder who has gain that is described in the first bullet point immediately above will be subject to U.S. federal income tax on the gain derived from the sale or other disposition pursuant to regular graduated U.S. federal income tax rates in the same manner as if it were a U.S. person. In addition, a corporate Non-U.S. Holder described in the first bullet point immediately above may be subject to a branch profits tax equal to 30% of its effectively connected earnings and profits (or at such lower rate as may be specified by an applicable income tax treaty), as adjusted for certain items.

A Non-U.S. Holder who meets the requirements described in the second bullet point immediately above will be subject to a flat 30% tax (or a lower tax rate specified by an applicable tax treaty) on the gain derived from the sale or other disposition, which gain may be offset by certain U.S. source capital losses (even though the individual is not considered a resident of the U.S.), provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

With respect to the third bullet point above, pursuant to FIRPTA, in general, a Non-U.S. Holder is subject to U.S. federal income tax in the same manner as a U.S. Holder on any gain realized on the sale or other disposition of a "U.S. real property interest" ("USRPI"). For purposes of these rules, a USRPI generally includes stock in a U.S. corporation (like Subordinate Voting Shares) assuming the U.S. corporation's interests in U.S. real property constitute 50% or more, by value, of the sum of the U.S. corporation's (i) assets used in a trade or business, (ii) U.S. real property interests, and (iii) interests in real property outside of the U.S. A U.S. corporation whose interests in U.S. real property constitute 50% or more, by value, of the sum of such assets is commonly referred to as a U.S. real property holding corporation ("USRPHC"). The Company is not, and does not anticipate becoming, as a result of the acquisition transaction with PharmaCann, a USRPHC.

Information Reporting and Backup Withholding

With respect to distributions and dividends on Subordinate Voting Shares, the Company must report annually to the IRS and to each Non-U.S. Holder the amount of distributions and dividends paid to such Non-U.S. Holder and any tax withheld with respect to such distributions and dividends, regardless of whether withholding was required with respect thereto. Copies of the information returns reporting such dividends and distributions and withholding also may be made available to the tax authorities in the country in which the Non-U.S. Holder resides or is established under the provisions of an applicable income tax treaty, tax information exchange agreement or other arrangement. A Non-U.S. Holder will be subject to backup withholding for dividends and distributions paid to such Non-U.S. Holder unless either (i) such Non-U.S. Holder certifies under penalty of perjury that it is not a U.S. person (as defined in the Code), which certification is generally satisfied by providing a properly executed IRS Form W-8BEN, IRS Form W-8BEN-E, or IRS Form W-8ECI (or appropriate successor form), and the payor does not have actual knowledge or reason to know that such holder is a U.S. person, or (ii) such Non-U.S. Holder otherwise establishes an exemption.

With respect to sales or other dispositions of Subordinate Voting Shares, information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale or other disposition of Subordinate Voting Shares within the U.S. or conducted through certain U.S.-related financial intermediaries, unless either (i) such Non-U.S. Holder certifies under penalty of perjury that it is not a U.S. person (as defined in the Code), which certification is generally satisfied by providing a properly executed IRS Form W-8BEN, IRS Form W-8BEN-E, or IRS Form W-8ECI (or appropriate successor form), and the payor does not have actual knowledge or reason to know that such holder is a U.S. person, or (ii) such Non-U.S. Holder otherwise establishes an exemption.

Whether with respect to distributions and dividends, or the sale or other disposition of Subordinate Voting Shares, backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability, if any, provided the required information is timely furnished to the IRS.

FATCA

Withholding taxes may be imposed pursuant to FATCA (Sections 1471 through 1474 of the Code) on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, except as discussed below, a 30% withholding tax may be imposed on dividends on, or gross proceeds from the sale or other disposition (including certain distributions treated as a sale or other disposition) of, Subordinate Voting Shares paid to a “foreign financial institution” or a “non-financial foreign entity” (each as defined in the Code).

Such 30% FATCA withholding will not apply to a foreign financial institution if such institution undertakes certain diligence and reporting obligations, or otherwise qualifies for an exemption from these rules. The diligence and reporting obligations include, among others, entering into an agreement with the U.S. Department of the Treasury pursuant to which the foreign financial institution must (i) undertake to identify accounts held by certain “specified United States persons” or “United States-owned foreign entities” (each as defined in the Code), (ii) annually report certain information about such accounts, and (iii) withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the U.S. governing FATCA may be subject to different rules.

The 30% FATCA withholding will not apply to a non-financial foreign entity which either certifies that it does not have any “substantial United States owners” (as defined in the Code), furnishes identifying information regarding each substantial United States owner, or otherwise qualifies for an exemption from these rules.

Under the applicable Treasury Regulations and administrative guidance, withholding under FATCA generally applies currently to payments of dividends on Subordinate Voting Shares. Additionally, withholding under FATCA may apply to payments of gross proceeds from the sale or other disposition of Subordinate Voting Shares. Recently proposed Treasury Regulations eliminate such withholding on payments of gross proceeds entirely. Pursuant to the proposed Treasury Regulations, an issuer and any withholding agent may (but are not required to) rely on this proposed change to withholding on payments of gross proceeds until final Treasury Regulations are issued. Holders are encouraged to consult with their own tax advisors regarding the possible implications of these rules on their ownership of Subordinate Voting Shares.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company’s profile on SEDAR at www.sedar.com.

GLOSSARY

Unless the context otherwise requires or where otherwise provided, the following words and terms shall have the meanings set forth below when used in this AIF.

“**A&R LLC Agreement**” has the meaning ascribed thereto under the heading “Corporate Structure”.

“**Abbot Kinney Acquisition**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**Agency Agreement**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**Amendment Fee Principal Amount**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“AO LTIP Unit” means a unit of the LLC which is designated as an “Appreciation Only LTIP Unit” in a relevant vesting agreement or other documentation pursuant to which such AO LTIP Unit is granted or issued, having the rights, powers, privileges, restrictions, qualifications and limitations set forth in Exhibit A to the A&R LLC Agreement in respect of the holder thereof, as well as any relevant vesting agreement or other documentation pursuant to which such AO LTIP Unit is granted or issued.

“API” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“April Indebtedness” has the meaning ascribed thereto under the heading “General Development of the Business”.

“AMMA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Arizona License” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“ATM Program” has the meaning ascribed thereto under the heading “General Development of the Business”.

“AUMA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“AZDHS” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“AZDHS Program” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“AZDHS Rules” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Bank Secrecy Act” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Basis Adjustments” has the meaning ascribed thereto under the heading “Tax Receivable Agreement”.

“BCBCA” means the *Business Corporations Act* (British Columbia), as amended.

“BCC” has the meaning ascribed thereto under the heading “Description of the Business”.

“Captor” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Captor SPA” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Complaint” has the meaning ascribed thereto under the heading “General Development of the Business”.

“BOP” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“CBD” has the meaning ascribed thereto under the heading “Risk Factors”.

“CCA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“CCC” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“CDFA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**CDPH**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**CDS**” has the meaning ascribed thereto under the heading “Risk Factors”.

“**Code**” means the United States Internal Revenue Code of 1986, as amended.

“**Cole Memo**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**Closing Date**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**Common Units**” means those units designated by the LLC after the LLC effected a recapitalization of its outstanding unit capital in connection with the completion of the MedMen Reverse Takeover, whereby under such recapitalization all previously issued LLC Units were combined into a single class of non-voting units of the LLC.

“**Company Valuation**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**Compliance Department**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**CSA**” has the meaning ascribed thereto under the heading "United States Regulatory Environment".

“**CSE**” means the Canadian Securities Exchange.

“**CUA**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**December Unit Offering**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**December Units**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**December Warrant**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**DHS Owner**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**DLLCA**” means the Delaware Limited Liability Company Act.

“**DO**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**DOT**” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“**Equity Distribution Agreement**” has the meaning ascribed thereto under the heading “General Development of the Business”.

“**Escrow Agent**” means Odyssey Trust Company in its capacity as escrow agent in connection with the May SR Offering.

“**Escrowed Funds**” has the meaning ascribed thereto under the heading “General Development of the Business”.

"FATCA" means Foreign Account Tax Compliance Act.

"February Convertible Note Conversion Price" has the meaning ascribed thereto under the heading "General Development of the Business".

"February Convertible Note Offering" has the meaning ascribed thereto under the heading "General Development of the Business".

"February Convertible Notes" has the meaning ascribed thereto under the heading "General Development of the Business".

"February Unit Offering" has the meaning ascribed thereto under the heading "General Development of the Business".

"February Warrant" has the meaning ascribed thereto under the heading "General Development of the Business".

"Financial Statements" has the meaning ascribed thereto under the heading "General".

"Financing Event" has the meaning ascribed thereto under the heading "General Development of the Business".

"FinCEN" has the meaning ascribed thereto under the heading "United States Regulatory Environment".

"FinCEN Memo" has the meaning ascribed thereto under the heading "Risk Factors".

"FIRPTA" has the meaning ascribed thereto under the heading "Certain United States Federal Income Tax Considerations".

"First Amendment" has the meaning ascribed thereto under the heading "General Development of the Business".

"Florida Acquisition Agreement" has the meaning ascribed thereto under the heading "General Development of the Business".

"Formation and Contribution Agreement" has the meaning ascribed thereto under the heading "General Development of the Business".

"Founders" means, together, Adam Bierman and Andrew Modlin.

"Fully Diluted Capitalization" has the meaning ascribed thereto under the heading "General Development of the Business".

"Fund I" has the meaning ascribed thereto under the heading "General Development of the Business".

"Fund II" has the meaning ascribed thereto under the heading "General Development of the Business".

"FV LTIP Unit" means a unit of the LLC which is designated as a "Full Value LTIP Unit" in a relevant vesting agreement or other documentation pursuant to which such FV LTIP Unit is granted or issued, having the rights, powers, privileges, restrictions, qualifications and limitations set forth in Exhibit A to the A&R LLC Agreement in respect of the holder thereof, as well as any relevant vesting agreement or other documentation pursuant to which such FV LTIP Unit is granted or issued.

"GGP" has the meaning ascribed thereto under the heading "General Development of the Business".

“GGP Convertible Notes” has the meaning ascribed thereto under the heading “General Development of the Business”.

“GGP Credit Facility” means the up to US\$250 million senior secured credit facility arranged by Gotham Green Partners pursuant to a securities purchase agreement entered into as of April 23, 2019, as amended as of August 12, 2019 and as of October 29, 2019, and as it may be further modified, supplemented or amended from time to time in accordance with its terms (the **“GGP Credit Facility Agreement”**).

“GGP Warrants” has the meaning ascribed thereto under the heading “General Development of the Business”.

“IDFPR” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“IDPH” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Illinois Act” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“IRS” means United States Internal Revenue Service.

“IT” has the meaning ascribed thereto under the heading “Risk Factors”.

“Joint Venture Parties” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Ladera” means Ladera Ventures Corp., a company existing under the laws of the Province of British Columbia, which entity was renamed to MedMen Enterprises Inc. in connection with the MedMen Reverse Takeover and for references herein following the completion of the MedMen Reverse Takeover is referred to herein as MedMen or the Company.

“Ladera Common Shares” has the meaning ascribed thereto under the heading “Corporate Structure”.

“Leahy Amendment” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“LIBOR” means during any period, an interest rate per annum equal to the one-year LIBOR rate reported, on the date two (2) calendar days prior to the first day of such period, on the Telerate Page 3750 (or if such screen shall cease to be publicly available, as reported on Reuters Screen page “LIBOR01” or by any other publicly available source of such market rate) for London interbank offered rates for United States dollar deposits for such period.

“LLC” means MM Enterprises USA, LLC, a limited liability company existing under the laws of the State of Delaware and an entity that became a direct subsidiary of MedMen Corp. as a result of the MedMen Reverse Takeover.

“LLC Non-Redeemable Units” means the Common Units in the capital of the LLC following completion of the MedMen Reverse Takeover held by MedMen Corp.

“LLC Redeemable Units” means the Common Units in the capital of the LLC following completion of the MedMen Reverse Takeover held by MedMen Members other than MedMen Corp.

“LLC Units” means the Class A units and Class B units in the capital of the LLC existing prior to the recapitalization of the LLC in connection with the completion of the MedMen Reverse Takeover.

“LPA” has the meaning ascribed thereto under the heading “Description of the Business”.

“LTIP Units” has the meaning ascribed thereto under the heading “Description of Unit Capital of the LLC”.

“Massachusetts Act” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Maturity Date” has the meaning ascribed thereto under the heading “General Development of the Business”.

“MAUCRSA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“May 10 Warrants” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May 16 Warrants” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May Convertible Note Offering” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May Convertible Notes” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May SR Offering” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May SR Offering Agents” means Cormark Securities Inc., Canaccord Genuity Inc., Eight Capital Corp., GMP Securities L.P., Beacon Securities Limited, Echelon Wealth Partners Inc., and Mackie Research Capital Corporation, as agents in connection with the May SR Offering.

“May SR Offering Price” has the meaning ascribed thereto under the heading “General Development of the Business”.

“May Subscription Receipts” has the meaning ascribed thereto under the heading “General Development of the Business”.

“MCRSA” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“MedMen” or the **“Company”** means MedMen Enterprises Inc., a company existing under the laws of the Province of British Columbia.

“MedMen Acquisition” means MedMen Acquisition Corp., a company existing prior to the completion of the MedMen Reverse Takeover under the laws of the Province of British Columbia, which entity was amalgamated with a subsidiary of Ladera in connection with the completion of the MedMen Reverse Takeover.

“MedMen Board” means the board of directors of MedMen as the same as is constituted from time to time.

“MedMen Corp.” means MM CAN USA, Inc., a company existing under the laws of the State of California and an entity that became a direct subsidiary of MedMen as a result of the MedMen Reverse Takeover.

“MedMen Corp Redeemable Shares” means the Class B common shares in the capital of MedMen Corp.

“MedMen Corp Voting Shares” means the Class A common shares in the capital of MedMen Corp.

“MedMen LTIP Unitholders” means the holders of LTIP Units.

“MedMen Members” means the holders of Common Units.

“MedMen NY” has the meaning ascribed thereto under the heading “General Development of the Business”.

“MedMen Reverse Takeover” means the business combination among Ladera and the LLC pursuant to which the LLC completed a reverse takeover of Ladera.

“MedMen Shareholders” means shareholders of MedMen.

“METRC” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“MMMG” has the meaning ascribed thereto under the heading “General Development of the Business”.

“MMNV2” has the meaning ascribed thereto under the heading “General Development of the Business”.

“MMTC” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“MOU” has the meaning ascribed thereto under the heading “Risk Factors”.

“New MedMen” has the meaning ascribed thereto under the heading “General Development of the Business”.

“New Subordinate Voting Shares” has the meaning ascribed thereto under the heading “General Development of the Business”.

“NI 41-101” means National Instrument 41-101 – *General Prospectus Requirements*.

“Nominees” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Non-U.S. Holder” has the meaning ascribed thereto under the heading “Certain United States Federal Income Tax Considerations”.

“NY Licenses” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“NYSDOH” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“October 1 Warrants” has the meaning ascribed thereto under the heading “General Development of the Business”.

“October 3 Warrants” has the meaning ascribed thereto under the heading “General Development of the Business”.

“October Term Loan” has the meaning ascribed thereto under the heading “General Development of the Business”.

“October Term Loan Agreement” has the meaning ascribed thereto under the heading “General Development of the Business”.

“OMMU” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“person” means a company or individual.

“PharmaCann” means PharmaCan, LLC, a limited liability company existing under the laws of the State of Illinois.

“PharmaCann Business Combination” has the meaning ascribed thereto under the heading “General Development of the Business”.

“PharmaCann Business Combination Agreement” has the meaning ascribed thereto under the heading “General Development of the Business”.

“PharmaCann Line of Credit” has the meaning ascribed thereto under the heading “General Development of the Business”.

“PIK” has the meaning ascribed thereto under the heading “General Development of the Business”.

“PMP” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Preferred Shares” means the preferred shares in the capital of MedMen.

“Rejected Transfer” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Rejected Transfer Fee” has the meaning ascribed thereto under the heading “General Development of the Business”.

“RO” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Rollover Notes” has the meaning ascribed thereto under the heading “General Development of the Business”.

“San Diego Property” has the meaning ascribed thereto under the heading “General Development of the Business”.

“San Diego Property Acquisition” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Second Amendment” has the meaning ascribed thereto under the heading “General Development of the Business”.

“seed-to-sale” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“September Unit Offering” has the meaning ascribed thereto under the heading “General Development of the Business”.

“September Units” has the meaning ascribed thereto under the heading “General Development of the Business”.

“September Warrant” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Sessions Memo” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Share Terms Amendment” has the meaning ascribed thereto under the heading “Corporate Structure”.

“SPE Entities” has the meaning ascribed thereto under the heading “General Development of the Business”.

“SPE Owners” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Subordinate Voting Shares” means the Class B Subordinate Voting Shares in the capital of MedMen, after giving effect to the MedMen Reverse Takeover.

“Super Voting Shares” means the Class A Super Voting Shares in the capital of MedMen, after giving effect to the MedMen Reverse Takeover.

“Support Agreement” has the meaning ascribed thereto under the heading “Support Agreement”.

“T&T” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“Tax Act” means the *Income Tax Act* (Canada), as amended.

“Tax Receivable Agreement” has the meaning ascribed thereto under the heading “Tax Receivable Agreement”.

“THC” has the meaning ascribed thereto under the heading “Risk Factors”.

“Tranche 1” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Tranche 2” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Tranche 3” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Tranche 4” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Transfer of Interests” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Treadwell Nursery” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Treehouse REIT” has the meaning ascribed thereto under the heading “General Development of the Business”.

“United States” means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

“UFCW” has the meaning ascribed thereto under the heading “Description of the Business”.

“U.S. Holder” has the meaning ascribed thereto under the heading “Certain United States Federal Income Tax Considerations”.

“USRPHC” has the meaning ascribed thereto under the heading “Certain United States Federal Income Tax Considerations”.

“USRPI” has the meaning ascribed thereto under the heading “Certain United States Federal Income Tax Considerations”.

“Utica Owner” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Virginia PMP” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“VP of Compliance” has the meaning ascribed thereto under the heading “United States Regulatory Environment”.

“VWAP” has the meaning ascribed thereto under the heading “General Development of the Business”.

“WhiteStar” has the meaning ascribed thereto under the heading “General Development of the Business”.

“Woodstock” has the meaning ascribed thereto under the heading “General Development of the Business”.