UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 000-56075

4Front Ventures Corp.
(Exact Name of Registrant as Specified in its Charter)

British Columbia	**83-4168417**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

5060 N. 40th Street
Suite 120
Phoenix, Arizona 85018
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (602) 633-3067

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None		

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Subordinate Voting Shares, no par value	FFNTF	OTCQX
	FFNT	CSE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large, accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☒		

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 24, 2021, the registrant had 591,164,616 Class A subordinate voting shares outstanding.

4FRONT VENTURES CORP.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2021

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Use of Market and Industry Data

This Quarterly Report on Form 10-Q includes market and industry data that we have obtained from third-party sources, including industry publications, as well as industry data prepared by our management on the basis of its knowledge of, and experience in, the industries in which we operate (including our management's estimates and assumptions relating to such industries based on that knowledge). Management has developed its knowledge of such industries through its experience and participation in these industries. While our management believes the third-party sources referred to in this Quarterly Report on Form 10-Q are reliable, neither we nor our management have independently verified any of the data from such sources referred to in this Quarterly Report on Form 10-Q or ascertained the underlying economic assumptions relied upon by such sources. Furthermore, internally prepared, and third-party market prospective information, in particular, are estimates only and there will usually be differences between the prospective and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. Also, references in this Quarterly Report on Form 10-Q to any publications, reports, surveys, or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey, or article. The information in any such publication, report, survey, or article is not incorporated by reference in this Quarterly Report on Form 10-Q.

Trademarks, Trade Names and Service Marks

"4Front," "4Front Ventures," "Mission" and other trademarks or service marks of 4Front Ventures Corp. including those of its subsidiaries, appearing in this Form 10-Q are the property of 4Front Ventures Corp. The other trademarks, trade names and service marks appearing in this Form 10-Q are the property of their respective owners. Solely for convenience, the trademarks and trade names in this prospectus are referred to without the ® and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

Other Pertinent Information

As of May 24, 2021, the Company has two classes of stock: (i) Class A Subordinate Voting Shares (Shares or "SVS"), and (ii) Class C Multiple Voting Shares ("MVS"), both with no par value. The Company is authorized to issue an unlimited number of SVS and an unlimited number of MVS. Holders of SVS are entitled to one vote in respect of each SVS. Holders of MVS are entitled to 800 votes in respect of each MVS and have certain conversion rights as further described in Note 10 of the Company's Consolidated Financial Statements.

As of May 24, 2021 591,164,616 SVS and 1,276,208 MVS were issued and outstanding.

The Company's Interim Financial Statements are prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), and the financial information contained herein, are reported in thousands (000's) of United States dollars ("$") unless otherwise specified. Canadian dollar amounts are denoted by "C$".

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

4FRONT VENTURES CORP.
Condensed Consolidated Interim Balance Sheets (unaudited)
As of March 31, 2021 and December 31, 2020
Amounts expressed in thousands of U.S. dollars except for share and per share data

	March 31, 2021	December 31, 2020
ASSETS		
Current assets:		
Cash	$17,806	$18,932
Accounts receivable	390	437
Other receivables	195	1,341
Current portion of lease receivables	3,495	3,450
Inventory	18,971	18,037
Current portion of notes receivable	292	264
Prepaid expenses	3,105	2,275
Total current assets	44,254	44,736
Property and equipment, net	39,542	33,618
Notes receivable and accrued interest	—	91
Lease receivables	7,486	7,595
Intangible assets, net	28,207	28,790
Goodwill	23,155	23,155
Right-of-use assets	61,593	62,466
Deposits	4,685	4,305
TOTAL ASSETS	$208,922	$204,756
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current liabilities:		
Accounts payable	$6,576	$4,722
Accrued expenses and other current liabilities	8,213	6,427
Taxes payable	13,308	11,502
Derivative liability	8,339	5,807
Current portion of convertible notes	2,160	1,652
Current portion of lease liability	1,795	1,909
Current portion of contingent consideration payable	—	2,393
Current portion of notes payable and accrued interest	3,852	3,372
Total current liabilities	44,243	37,784
Convertible notes	11,466	14,722
Notes payable and accrued interest from related party	45,704	45,362
Long term notes payable	1,838	1,907
Long term accounts payable	1,600	1,600
Contingent consideration payable	3,212	3,103
Deferred tax liability	7,162	6,530
Lease liability	51,334	51,545
TOTAL LIABILITIES	166,559	162,553
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Equity attributable to 4Front Ventures Corp.	259,431	250,583
Additional paid-in capital	44,512	42,116
Deficit	(261,637)	(250,548)
Total 4Front Ventures Corp. shareholders' equity	42,306	42,151
Non-controlling interest	57	52
TOTAL SHAREHOLDERS' EQUITY	42,363	42,203
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$208,922	$204,756

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4FRONT VENTURES CORP.
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (unaudited)
For the Three Months Ended March 31, 2021 and 2020
Amounts expressed in thousands of United States dollars except share and per share data

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
REVENUE		
Revenue from sale of goods	$ 20,080	$ 9,755
Real estate income	2,890	2,897
Total revenues	22,970	12,652
Cost of goods sold, sale of grown and manufactured products	(5,335)	(2,815)
Cost of goods sold, sale of purchased products	(3,790)	(1,834)
Gross profit	13,845	8,003
OPERATING EXPENSES		
Selling and marketing expenses	5,157	6,816
General and administrative expenses	5,165	5,108
Equity based compensation	2,396	1,227
Depreciation and amortization	774	913
Accretion	—	(37)
Total operating expenses	13,492	14,027
Income (Loss) from operations	353	(6,024)
Other income (expense)		
Interest income	3	56
Interest expense	(2,461)	(2,136)
Amortization of loan discount upon conversion of debt to equity	(2,915)	—
Change in fair value of derivative liability	(2,532)	—
Loss on lease termination	(879)	—
Total other income (expense)	(8,784)	(2,080)
Net loss before income taxes	(8,431)	(8,104)
Income tax expense	(2,653)	(550)
Net loss from continuing operations, net of taxes	(11,084)	(8,654)
Net income from discontinued operations, net of taxes	—	872
Net loss	(11,084)	(7,782)
Net loss attributable to non-controlling interest	5	12
Net loss attributable to shareholders	$ (11,089)	$ (7,794)
Basic and diluted loss per share	$ (0.02)	$ (0.01)
Weighted average number of shares outstanding, basic and diluted	558,997,571	531,521,620

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4FRONT VENTURES CORP.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (unaudited)
For the Three Months Ended March 31, 2021 and 2020
Amounts expressed in thousands of United States dollars except share and per share data

	Share Capital		Additional Paid-In		Total 4Front Ventures Corp. Shareholders'	Non-Controlling	Total
	Shares	Amount	Capital	Deficit	Equity	Interest	Equity
Balance, December 31, 2019	531,522,819	$ 252,656	$ 25,618	$ (203,497)	$ 74,777	$ (17)	$ 74,760
GGP warrants issued with convertible debt	—	—	411	—	411	—	411
Conversion option on GGP notes transferred to equity	—	—	281	—	281	—	281
Share-based compensation	—	—	1,227	—	1,227	—	1,227
Net loss	—	—	—	(7,794)	(7,794)	12	(7,782)
Balance, March 31, 2020	531,522,819	$ 252,656	$ 27,537	$ (211,291)	$ 68,902	$ (5)	$ 68,897

	Share Capital		Additional Paid-In		Total 4Front Ventures Corp. Shareholders'	Non-Controlling	Total
	Shares	Amount	Capital	Deficit	Equity	Interest	Equity
Balance, December 31, 2020	538,851,252	$ 250,583	$ 42,116	$ (250,548)	$ 42,151	$ 52	$ 42,203
Shares issued for Pure Ratios earnout	473,491	161	—	—	161	—	161
Share-based compensation	—	—	2,396	—	2,396	—	2,396
Conversion of notes to equity	24,366,003	6,253	—	—	6,253	—	6,253
Shares issued with exercise of stock options	1,358,116	871	—	—	871	—	871
Shares issued with exercise of warrants	2,422,363	1,563	—	—	1,563	—	1,563
Return of treasury shares	(8,320)	—	—	—	—	—	—
Net loss	—	—	—	(11,089)	(11,089)	5	(11,084)
Balance, March 31, 2021	567,462,905	$ 259,431	$ 44,512	$ (261,637)	$ 42,306	$ 57	$ 42,363

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

4FRONT VENTURES CORP.
Condensed Consolidated Interim Statements of Cash Flows (unaudited)
For the Three Months Ended March 31, 2021 and 2020
Amounts expressed in thousands of United States dollars except share and per share data

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$ (11,084)	$ (7,782)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation and amortization	1,046	1,118
Equity based compensation	2,396	1,227
Change in fair value of derivative liability	2,532	—
Accretion of lease liability	612	412
Write-off of fixed asset from terminated lease	799	—
Write-off of deposit	80	—
Accretion of contingent consideration	124	—
Accrued interest on convertible debentures	590	861
Amortization of loan discount upon conversion of debt to equity	2,915	—
Deferred taxes	632	—
Accrued interest on notes payable	1,097	37
Accrued interest on lease receivable	—	(163)
Changes in operating assets and liabilities	1,075	589
NET CASH PROVIDED BY (USED IN) CONTINUED OPERATING ACTIVITIES	2,814	(3,701)
Net cash provided by discontinued operation activities	—	203
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	2,814	(3,498)
CASH FLOWS FROM INVESTING ACTIVITIES		
Notes receivable repayments	63	141
Issuance on notes receivable	—	(848)
Sale of dispensary and interests in cannabis licenses	1,093	5,291
Purchases of property and equipment	(7,186)	(4,057)
NET CASH PROVIDED BY (USED IN) CONTINUED INVESTING ACTIVITIES	(6,030)	527
Net cash used in discontinued investing activities	—	632
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(6,030)	1,159
CASH FLOWS FROM FINANCING ACTIVITIES		
Notes payable received, net of costs	411	1,192
Issuance of convertible notes	—	2,810
Proceeds from the exercise of warrants	1,563	—
Proceeds from the exercise of stock options	871	—
Repayment of notes payable	(755)	(516)
NET CASH PROVIDED BY CONTINUED FINANCING ACTIVITIES	2,090	3,486
Net cash provided by discontinued financing activities	—	—
NET CASH PROVIDED BY FINANCING ACTIVITIES	2,090	3,486
NET INCREASE (DECREASE) IN CASH	(1,126)	1,147
CASH, BEGINNING OF PERIOD	18,932	8,141
CASH, END OF PERIOD	$ 17,806	$ 9,288

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS

4Front Ventures Corp. ("4Front" or the "Company") exists pursuant to the provisions of the Business Corporations Act (British Columbia). On July 31, 2019, 4Front Holdings LLC ("Holdings") completed a Reverse Takeover Transaction ("RTO") with Cannex Capital Holdings, Inc. ("Cannex") whereby Holdings acquired Cannex, for accounting purposes, and the shareholders of Holdings became the controlling shareholders of the Company. The subordinate voting shares of the Company are listed on the Canadian Securities Exchange ("CSE") under the ticker "FFNT" and are quoted on the OTC (OTCQX: FFNTF).

The Company has two primary operating segments: THC Cannabis and CBD Wellness. With regard to its THC Cannabis segment, as of March 31, 2021, the Company operated five dispensaries in Massachusetts, Illinois, and Michigan, primarily under the "MISSION" brand name. Also, as of March 31, 2021, the Company operated two production facilities in Massachusetts and two in Illinois. The Company produces the majority of products that are sold at its Massachusetts and Illinois dispensaries. Also, as part of its THC Cannabis segment, the Company sells equipment, supplies and intellectual property to cannabis producers in the state of Washington. The Company also operates age-gated online educational platforms for THC Cannabis patients and customers.

The Company's CBD Wellness segment is focused upon its ownership and operation of its wholly-owned subsidiary, Pure Ratios Holdings, Inc. ("Pure Ratios"), a CBD-focused wellness company in California, that sells non-THC products throughout the United States.

Management is currently continuing to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position and results of its operations the specific impact is not readily determinable as of the date of these consolidated financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. See "Recent Developments – COVID-19".

The head office address of the Company is 5060 North 40th Street, Suite 120, Phoenix, Arizona, and the registered office is 550 Burrard Street, Suite 2900, Vancouver, British Columbia. Our telephone number is (602) 633-3067 and our website is accessible at https://4frontventures.com.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") applicable to interim financial information and with the rules and regulations of the United States Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed, or omitted, pursuant to such rules and regulations.

In the opinion of management, the unaudited interim financial statements include all adjustments necessary for the fair presentation of the results of the interim periods presented. All adjustments are of a normal recurring nature, except as otherwise noted below. These financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended December 31, 2020, included in the Company's Annual Report on Form 10-K, filed April 6, 2021, with the U.S. Securities and Exchange Commission and on the System for Electronic Document Analysis and Retrieval in Canada (or SEDAR). The results of operations for the interim periods are not necessarily indicative of the results of operations for any other interim period or for a full fiscal year.

There have been no changes to the Company's significant accounting policies as described in Note 2 of the Company's 2020 Form 10-K.

Principles of consolidation

The accompanying condensed consolidated interim financial statements include the accounts of the Company and all entities in which the Company either has a controlling voting interest or is the primary beneficiary of a variable interest entity. All intercompany accounts and transactions have been eliminated on consolidation.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

3. SUMMARY OF SIGNICANT ACCOUNTING POLICIES

(a) Critical accounting estimates and judgements

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of the Company's condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those described in the latest annual consolidated financial statements.

We cannot predict what future laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes in laws and regulations on a regular basis and update the assumptions and estimates used to prepare our financial statements when we deem it necessary.

(b) Recently Accounting Pronouncements

Recently Adopted

(i) In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02 "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to record most leases on the balance sheet but recognize expense on the income statement in a manner similar to current accounting. For lessors, ASU 2016-02 also modifies the classification criteria and the accounting for sales-type and direct financing leases. The standard requires a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements and was effective in the first quarter of 2019.

Upon adoption of ASU 2016-02, the Company recorded right-of-use assets of $5,580 and corresponding lease liabilities of $5,897 with the difference of $317 recorded in opening retained earnings. The adoption did not have a material impact on consolidated net earnings or cash flows. See Note 9 for additional information.

(ii) In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". ASU 2016-13 requires the measurement of current expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Adoption of ASU 2016-13 requires financial institutions and other organizations to use forward-looking information to better formulate their credit loss estimates. In addition, the ASU amends the accounting for credit losses on available for sale debt securities and purchased financial assets with credit deterioration. This update was effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company adopted the provisions of ASU 2016-13 as of January 1, 2020. The adoption did not have a material impact on the Company's condensed consolidated interim financial statements.

(iii) In January 2017, the FASB issued ASU No. 2017-04 "Intangibles— Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment", which simplifies the accounting for goodwill impairment. ASU 2017-04 requires entities to record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (Step 1 under the current impairment test). The standard eliminates Step 2 from the current goodwill impairment test, which included determining the implied fair value of goodwill and comparing it with the carrying amount of that goodwill. ASU 2017-04 is applied prospectively, and the Company adopted the new standard in the first quarter of 2020. The adoption did not have a material impact on the Company's condensed consolidated interim financial statements.

(iv) Effective January 1, 2021, the Company adopted Accounting Standards Update ("ASU") No. 2019-12, "Income Taxes - Simplifying the Accounting for Income Taxes." This ASU is intended to simplify various aspects of accounting for income taxes by eliminating certain exceptions within Accounting Standards Codification Topic 740, "Income Taxes" and to clarify

certain aspects of the current accounting guidance. Adoption of this standard did not materially impact the Company's consolidated financial position, results of operations or cash flows.

Accounting Pronouncements Not Yet Adopted

(i) In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. This ASU (1) simplifies the accounting for convertible debt instruments and convertible preferred stock by removing the existing guidance in ASC 470-20, Debt: Debt with Conversion and Other Options, that requires entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock; (2) revises the scope exception from derivative accounting in ASC 815-40 for freestanding financial instruments and embedded features that are both indexed to the issuer's own stock and classified in stockholders' equity, by removing certain criteria required for equity classification; and (3) revises the guidance in ASC 260, Earnings Per Share, to require entities to calculate diluted earnings per share (EPS) for convertible instruments by using the if-converted method. In addition, entities must presume share settlement for purposes of calculating diluted EPS when an instrument may be settled in cash or shares.

For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021 including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Entities should adopt the guidance as of the beginning of the fiscal year of adoption and cannot adopt the guidance in an interim reporting period. The Company is currently evaluating the impact that ASU 2020-06 may have on its consolidated financial statements and related disclosures.

Management does not believe that any other recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying consolidated financial statements.

4. CAPITAL MANAGEMENT

The Company's primary objectives, when managing its capital, are to maintain adequate levels of funding to ensure the Company's ability to continue as a going concern, support the operations of the Company and to maintain corporate and administrative functions. The Company defines capital as notes payable, convertible notes and equity, consisting of the issued units of the Company. The capital structure of the Company is managed to provide sufficient funding for planned operating activities of the Company. Funds are primarily secured through a combination of equity capital raised by way of private placements and debt. There can be no assurances that the Company will be able to continue raising equity capital and debt in this manner.

Capital is comprised of the Company's shareholders' equity. As of March 31, 2021, the Company's shareholders' equity was $42,306. There were no changes to the Company's approach to capital management during the three months ended March 31, 2021.

Amounts expressed in thousands of United States dollars unless otherwise stated

5. INVENTORY

Raw material consists of unharvested cannabis plants, and materials used to manufacture CBD and cannabis products. Work in process is harvested cannabis, processed cannabis oil, and manufactured products that are not complete. Finished goods are cultivation supplies to be sold to cultivators, and purchased or manufactured packaged flower, pre-rolls, vape cartridges, edibles, CBD products, and paraphernalia.

	March 31, 2021	December 31, 2020
Raw materials – unharvested cannabis	$ 6,852	$ 4,693
Raw materials – CBD and ingredients	615	214
Work in process – flower and extract	8,973	9,454
Finished goods – cultivation supplies	179	886
Finished goods – packaged products	2,352	2,790
Total	$ 18,971	$ 18,037

Inventories of purchased finished goods and packing materials are initially valued at cost and subsequently at the lower of cost or net realizable value. Costs incurred during the growing and production process are capitalized as incurred to the extent that cost is less than net realizable value. These costs include materials, labor and manufacturing overhead used in the growing and production processes. During 2021 and 2020, no inventory was pledged as collateral.

6. PROPERTY AND EQUIPMENT

Property and equipment and related depreciation are summarized in the table below:

	March 31, 2021	December 31, 2020
Land	$ 150	$ 150
Buildings & improvements	3,745	3,745
Construction in process	24,387	19,934
Furniture, equipment & other	11,806	9,968
Leasehold improvements	5,935	5,839
Total	46,023	39,636
Less: accumulated depreciation	(6,481)	(6,018)
Total property and equipment, net	**$ 39,542**	**$ 33,618**

Depreciation expense for the three months ended March 31, 2021 and 2020 was $463 and $694, respectively, of which $325 and $493, respectively, is included in costs of goods sold.

Amounts expressed in thousands of United States dollars unless otherwise stated

7. INTANGIBLE ASSETS AND GOODWILL

(a) Intangible Assets

Intangible assets are recorded at cost less accumulated amortization and impairment losses. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization of definite life intangibles is recognized on a straight-line basis over their estimated useful lives. The estimated useful lives, residual values, and amortization methods are reviewed at each year end, and any changes in estimates are accounted for prospectively.

	Licenses	Customer Relationships	Non-Competition Agreements	Trademarks	Know-How	Total
Balance, December 31, 2019	$ 20,146	$ 2,247	$ 137	$ 3,725	$ 8,892	$ 35,147
Amortization expense	—	(579)	(94)	(377)	(1,959)	(3,009)
Impairment	—	—	—	(3,348)	—	(3,348)
Balance, December 31, 2020	$ 20,146	$ 1,668	$ 43	$ —	$ 6,933	$ 28,790
Amortization expense	—	(145)	(13)	—	(425)	(583)
Balance, March 31, 2021	$ 20,146	$ 1,523	$ 30	$ —	$ 6,508	$ 28,207

(b) Goodwill

A summary of goodwill is as follows:

Balance, December 31, 2019	$ 40,283
Disposal of PHX/Greens Goddess (Note 19)	(5,134)
Tax adjustment to Goodwill from Cannex acquisition	1,406
Impairment	(13,400)
Balance, December 31, 2020	$ 23,155
Balance, March 31, 2021	$ 23,155

(c) Impairment of Intangible Assets and Goodwill

On an annual basis, the Company assesses the Company's Reporting Unit's ("RUs") for indicators of impairment or when facts or circumstances suggest that it is more likely than not that the carrying amount may exceed fair value. For the purpose of impairment testing, goodwill is allocated to the Company's RUs to which it relates.

Goodwill was not tested for impairment during the three months ended March 31, 2021.

Year Ended December 31, 2020

Management identified negative trigger events regarding its online CBD business. Management has concluded that the overall financial performance of Pure Ratio continued to be worse than expectation, including revenue growth, EBITDA/cash flows, and future growth projections. The Pure Ratio's business operates at a breakeven (i.e., Zero) profit level and is not expected to improve in the near term. As such, management has determined that the Goodwill and remaining intangible assets associated with the Pure Ratio's RU are impaired. As such, the remaining goodwill of $13,400 and $3,348 in Trademarks were written off as of December 31, 2020.

8. LEASES

In February 2016, the FASB issued Accounting Standards Update No. 2016-02 "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to put most leases on the balance sheet but recognize expense on the income statement in a manner similar to current accounting. On January 1, 2019, the Company adopted the standard and all related amendments, using the optional transition method (modified retrospective approach) applied to leases at the adoption date. Under the modified retrospective approach, comparative periods have not been restated and continue to be reported under the accounting standards in effect for those periods. Additionally, an adjustment was recorded to retrained earnings to account for the initial adoption of the standard.

Amounts expressed in thousands of United States dollars unless otherwise stated

The Company elected the optional package of practical expedients to not reassess prior conclusions related to contracts containing leases, lease classification and initial direct costs. The Company also elected the practical expedient to not separate lease components from non-lease components for real estate leases. As a result of the adoption of ASU 2016-02, the Company recorded right-of-use ("ROU") assets of $5.580 and corresponding lease liabilities of $5,897 with the difference of $317 recorded in opening retained earnings.

Upon adoption of ASU 2016-02, ROU assets were adjusted for deferred rent and prepaid expenses as of January 1, 2019. Lease expense is recognized on a straight-line basis over the expected lease term. The Company's incremental borrowing rate is used in determining the present value of future payments at the commencement date of the lease, or for the adoption of ASU 2016-02, at January 1, 2019. Balances related to operating leases are included in ROU assets and noncurrent lease liabilities on the consolidated balance sheet.

All real estate leases are recorded on the balance sheet. Equipment and other non-real estate leases with an initial term of twelve months or less are not recorded on the balance sheet. Lease agreements for some locations provide for rent escalations and renewal options. Many leases include one or more options to renew the lease at the end of the initial term. The Company considered renewals in its ROU assets and operating lease liabilities. Certain real estate leases require payment for taxes, insurance and maintenance which are considered non-lease components. The Company accounts for real estate leases and the related fixed non-lease components together as a single component.

The Company determines if an arrangement is a lease at inception. The Company must consider whether the contract conveys the right to control the use of an identified asset. Certain arrangements require significant judgment to determine if an asset is specified in the contract and if the Company directs how and for what purpose the asset is used during the term of the contract.

For the three months ended March 31, 2021 and 2020 the Company recorded $4,872 and $2,204 in operating lease expense respectively.

(a) The Company as a Lessee

The following table summarizes the Company's operating leases:

	Classification - Consolidated Interim Balance Sheets	March 31, 2021	December 31, 2020
Assets			
Operating lease assets	Operating lease assets	$ 61,593	$ 62,466
Liabilities			
Current			
Operating	Current portion of operating lease liabilities	1,795	1,909
Non Current			
Operating	Operating lease liabilities	51,334	$ 51,545
Total lease liabilities		**$ 53,129**	**$ 53,454**

Maturities of lease liabilities for third-party operating leases as of March 31, 2021 were as follows:

	Third-Party Maturities of Lease Liability
2021	$ 6,510
2022	8,901
2023	9,103
2024	9,295
2025	9,449
Thereafter	126,454
Total minimum lease payments	$ 169,712

Amounts expressed in thousands of United States dollars unless otherwise stated

The Company has right-of-use assets and lease liabilities for leased real estate for dispensaries, cultivation facilities and office space. The incremental borrowing rate for the Company on January 1, 2020 through March 31, 2021 was between 10.25% and 17%.

(b) The Company as a Lessor:

The Company is a landlord for a subleased building in Elma, Washington. The Company owned buildings in Olympia, Washington that were leased to a third party. On December 17, 2020, the Company sold the Olympia building and other assets as part of a sales lease back transaction and the lease where the Company is the landlord was cancelled. The Company applied ASC 842 to the new sublease and classified the new sublease as an operating lease. The lease receivable was sold to the purchaser of the assets as part of the sales lease back transaction. The following table summarizes changes in the Company's lease receivables:

	March 31, 2021	December 31, 2020
Balance, beginning of the year	**$ 11,045**	**$ 33,500**
Acquisitions	—	—
Sale of assets in sale leaseback	—	(22,508)
Interest	791	11,019
Lease payments received	(855)	(10,966)
Balance, end of the period	**$ 10,981**	**$ 11,045**
Less current portion	**(3,495)**	**(3,450)**
Long term lease receivables	**$ 7,486**	**$ 7,595**

Future minimum lease payments receivable (principal and interest) on the leases is as follows:

	As of March 31, 2021
2021	2,595
2022	3,630
2023	1,575
2024	—
2025	—
Thereafter	—
Total minimum lease payments	$ 7,800
Effect of discounting	(1,954)
Present value of minimum lease payments	$ 5,846
Present value of residual of leased property	$ 5,135
Total lease receivable	10,981
Current portion lease receivable	(3,495)
Long term lease receivable	**$ 7,486**

Amounts expressed in thousands of United States dollars unless otherwise stated

9. NOTES PAYABLE AND CONVERTIBLE NOTES

The Company's notes payable and convertible notes are as follows:

	Gotham Green Partners, LLC	LI Lending, LLC	Convertible Notes	Convertible Notes (Swap)	Other Loans	Total
Balance, December 31, 2019	**$ 35,607**	**$ 44,289**	**$ —**	**$ —**	**$ 8,093**	**$ 87,989**
Loans advanced, net	2,810	—	5,827	—	509	9,146
Equity exchanged	—	—	—	13,661	—	13,661
Equity component	(692)	—	(3,982)	—	(1,168)	(5,842)
Accretion income	(643)	—	—	—	—	(643)
Loan payments	(39,855)	(6,840)	—	—	(685)	(47,380)
Gain on extinguishment of debt	(1,218)	—	—	—	—	(1,218)
Converted to equity	—	—	(145)	(1,794)	—	(1,939)
Accrued interest	3,991	7,913	1,155	—	182	13,241
Balance, December 31, 2020	**$ —**	**$ 45,362**	**$ 2,855**	**$ 11,867**	**$ 6,931**	**$ 67,015**
Loans advanced, net	—	—	—	—	435	435
Equity component	—	—	—	—	—	—
Loan payments	—	(755)	—	—	—	(755)
Converted to equity	—	—	(5,851)	(401)	—	(6,252)
Accrued interest	—	1,097	2,996	—	484	4,577
Balance, March 31, 2021	**$ —**	**$ 45,704**	**$ —**	**$ 11,466**	**$ 7,850**	**$ 65,020**

	Gotham Green Partners, LLC	LI Lending, LLC	Convertible Notes	Convertible Notes (Swap)	Other Loans	Total
Balance, December 31, 2020	$ —	$ 45,362	$ 2,855	$ 11,867	$ 6,931	$ 67,015
Less current portion	—	—	—	—	(5,024)	(5,024)
Long term portion	—	45,362	2,855	11,867	1,907	61,991
Balance, March 31, 2021	**—**	**45,704**	**—**	**11,466**	**7,850**	**65,020**
Less current portion	—	—	—	—	(6,012)	(6,012)
Long term portion	$ —	$ 45,704	$ —	$ 11,466	$ 1,838	$ 59,008

Convertible Notes

On May 14, 2020, the Company issued $5,827 in convertible notes to existing investors in the Company. The notes pay interest of 5% per annum and have a maturity date of Feb 28, 2022. The notes can be converted into Class A Subordinate Voting Shares of the Company for $0.25 per share at any time at the option of the holder. The Company can require mandatory conversion at any time that the Company's stock price remains above $0.50 for 45 consecutive days. As of March 31, 2021, all of the notes were converted to stock of the Company.

As part of issuing the convertible notes, the investors were given the right to exchange stock in the Company into separate convertible notes (swap notes). In total 29,775,670 shares with a value of $13,661 were exchanged for $13,661 in convertible notes. These notes were effective May 28, 2020, have a maturity date of May 28, 2025, and can be converted into Class A Subordinate Voting Shares of the Company for $0.46 per share at any time at the option of the holder. The notes pay no interest if the Company's annual revenue is greater than $15,000, and 3% annually otherwise. The Company can require mandatory conversion at any time that the Company's stock price remains above $0.92 for 45 consecutive days.

Gotham Green Partners LLC

Through the RTO, the Company assumed senior secured convertible notes issued to Gotham Green Partners LLC ("GGP"). The convertible loan has a fair value on acquisition of $39,881 which was determined as the present value of the loan and the fair value of the conversion feature. The fair value of the conversion feature was determined to be $4,874 based on theacquisition date intrinsic value of the option. Upon acquisition, the Company reclassified the fair value of the conversion feature to equity. The Company used an independent valuation company to value the notes using a 10.25% discount rate, which management determined was the rate for similar notes with no conversion feature or warrants. The notes were repaid in full in December 2020.

Amounts expressed in thousands of United States dollars unless otherwise stated

On January 29, 2020, the Company issued convertible secured promissory notes for a total of $3,000 to entities associated with GGP. These notes were due on July 29, 2020 and accrued interest at 15% per annum with no payments due until the maturity date. The notes were convertible at the option of the holder into the Company's stock for the equivalent of $0.64675 per share. The notes were issued with detachable stock warrants that gave the holders of the notes the option to purchase 2,230,080 shares of the Company's stock for $0.672625 per share. The notes were repaid in full in May 2020.

LI Lending LLC

On May 10, 2019, the Company entered into a loan agreement with LI Lending LLC, a related party, for $50,000. LI Lending LLC is related because an officer of the Company serves as a principal of LI Lending LLC. As of March 31, 2021, the Company had drawn $45,000 on the loan in two amounts, an initial $35,000 and a final $10,000, both bearing a 10.25% interest rate, with initial transaction costs of $806.

In April 2020, the loan was amended. In exchange for consent to allow the sale of the Pennsylvania and Maryland assets and the release of related collateral, the Company agreed to make prepayments of principal to LI Lending in the amount of $250 per month for an eight-month period beginning on May 1, 2020. The $2,000 prepayment was applied to the initial $35,000 amount decreasing the balance to $33,000. Additionally, the Company agreed to pay an increased interest rate of 12.25% on the final $10,000 of the loan until such time as this amount has been paid down with the initial $33,000 amount continuing to be subject to the original 10.25% interest rate.

In December 2020, the loan was amended to allow for the release of collateral for the sale lease back transactions with Innovative Industrial Properties, Inc. ("IIPR"). The amendment increased both interest rates by 2.5% on the loan amounts but allowed the payments resulting from the incremental interest to be deferred until January 1, 2022. The Company elected to defer payment, and the additional 2.5% interest is accrued each month and added to the balance of the loan. The Company is still required to make interest-only payments monthly of 10.25% on the initial $33,000 and 12.25% on the final $10,000 of the loan until January 1, 2022 when the interest rates of 12.75% for the initial $33,000 and 14.75% for the final $10,000 will take effect for the remaining term.

The loan matures on May 10, 2024. An exit fee of 20% of the principal balance will be due as principal is repaid. Monthly interest-only payments are required, and the Company has paid all interest due as of March 31, 2021.

Other

Outstanding as of March 31, 2021 were other payables totaling $7,850 which include notes issued as part of the acquisition of Healthy Pharms Inc. and Arkansas entities as follows:

Subsidiary	**Terms**	**March 31, 2021**	**December 31, 2020**
Healthy Pharms Inc.	Unsecured convertible note at $0.50 per share, due November 18, 2021 at 12% per annum	$ 2,160	$ 1,652
Healthy Pharms Inc.	Unsecured promissory note, due June 18, 2021 at 12% per annum	2,905	2,823
Arkansas Entities	Unsecured promissory note, monthly interest payments at 14% per annum	1,730	1,730
Equipment Loans	Secured by equipment, monthly payments beginning in 2021 at 15% per annum	883	512
Other	Various	172	214
Total Notes Payable and Convertible Notes		$ 7,850	$ 6,931

Amounts expressed in thousands of United States dollars unless otherwise stated

Future minimum payments on the notes payable and convertible debt is as follows:

	March 31, 2021
2021	$ 6,012
2022	1,730
2023	—
2024	51,600
2025	11,466
Thereafter	—
Total minimum payments	70,808
Effect of discounting	(5,788)
Present value of minimum payments	65,020
Current portion	(6,012)
Long term portion	$ 59,008

10. SHARE CAPITAL AND EQUITY

The Company has authorized an unlimited number of Class A Subordinate Voting Shares ("SVS"), and Class C Multiple Voting Shares ("MVS"), all with no par value. All share classes are included within share capital in the consolidated statements of shareholder's equity on an as converted basis. Each share class is entitled to notice of and to attend at any meeting of the shareholders, except a meeting of which only holders of another particular class of shares will have the right to vote. All share classes are entitled to receive dividends as, and when declared by the Company, on an as-converted basis, and no dividends will be declared by the Company on any individual class unless the Company simultaneously declares or pays dividends on all share classes. No subdivision or consolidation of any share class shall be made without simultaneously subdividing or consolidating all share classes in the same manner.

Class A Subordinate Voting Shares

Holders of Class A Subordinate Voting Shares are entitled to one vote in respect of each SVS.

Class C Multiple Voting Shares

Holders of Class C Multiple Voting Shares are entitled to 800 votes in respect of each MVS. MVS will not be convertible into SVS until prior to the later of the date (i) the aggregate number of SVS and MVS held by the Initial Holders (being the MVS holders on their initial issuance) on are reduced to a number which is less than 50% of the aggregate number of SVS and MVS held by the Initial Holders on the date of completion of the RTO with Cannex, and (ii) 3 years following the date of the Business Combination with Cannex.

Series	Shares outstanding as of March 31, 2021	As converted to SVS Shares
Class A – Subordinate Voting Shares	566,186,697	566,186,697
Class C – Multiple Voting Shares	1,276,208	1,276,208
	567,462,905	567,462,905

On November 23, 2020, the Company closed a bought deal prospectus offering of 24,644,500 Units at a price of C$ 0.70 per Unit. Each Unit is comprised of one SVS of the Company and one-half of a SVS purchase warrant. Each whole warrant entitles the holder to purchase one SVS for a period of two years from the date of issuance at an exercise price of C$ 0.90 per subordinate voting share. Net proceeds from this transaction were $11,557 net of share issuance costs of $690.

Because of the Canadian dollar denominated exercise price, these warrants do not qualify to be classified within equity and are therefore classified as derivative liabilities at fair value through profit or loss "FVTPL". On November 23, 2020, the warrants were valued using the Black Scholes option pricing model at $4,229 using the following assumptions: Share Price: C$0.94; Exercise Price: C$0.90; Expected Life: 2 years; Annualized Volatility: 87.73%; Dividend yield: 0%; Discount Rate: 0.16%; C$ Exchange Rate: 1.31.

Amounts expressed in thousands of United States dollars unless otherwise stated

On March 31, 2020, the warrants were revalued using the Black Scholes option pricing model, using the following assumptions: Share Price: C$1.46; Expected Life: 1.65 years, Annualized Volatility: 93.53%; Dividend yield: 0%; Discount Rate: 0.16%; C$ Exchange Rate: 1.26. The increase in the value of the derivative liability of $2,532 is reflected in the statement of comprehensive loss as a $2,532 loss on the change in fair value of the derivative liability for the three months ended March 31, 2021.

11. WARRANTS

As of March 31, 2021, there were share purchase warrants outstanding to purchase up to 40,350,629 SVS shares:

Series	Number of warrants	Weighted average exercise price
Balance, December 31, 2020	42,772,992	$ 0.90
Issued	—	—
Exercised	(2,422,363)	0.65
Balance, March 31, 2021	40,350,629	$ 0.92

As of March 31, 2021, the Company has the following warrants outstanding and exercisable.

Warrants Outstanding	Exercise Price	Expiry Date
7,000,000	$ 1.00	November 21, 2021
4,511,278	$ 1.33	November 21, 2021
2,010,050	$ 1.99	November 21, 2021
10,861,850	$ C0.90	November 23, 2022
476,449	$ C0.70	November 23, 2022
12,135,922	$ 0.82	December 17, 2022
2,230,080	$ 0.67	January 29, 2023
625,000	$ C0.80	October 6, 2024
500,000	$ C0.80	October 6, 2025
40,350,629		

12. SHARE-BASED COMPENSATION

The Company grants stock options under the Amended and Restated Stock Option Plan. Under the terms of the plans, the maximum number of stock options which maybe granted are a total of ten percent of the number of shares outstanding assuming conversion of all shares to SVS. The exercise price for stock options issued under the plans will be set by the compensation committee of the board of directors but will not be less than 100% of the fair market value of the Company's shares on the grant date. Stock options have a maximum term of 10 years from the date of grant. Stock options vest at the discretion of the Board.

Amounts expressed in thousands of United States dollars unless otherwise stated

As of March 31, 2021, the Company had the following options outstanding and exercisable on an as-converted basis:

Grant Date	Strike Price in C$	Options Outstanding	Exercisable Options	Life Remaining (years)
July 31, 2019	1.00	7,983,332	7,983,332	1.70
July 31, 2019	1.00	1,166,667	1,166,667	2.52
July 31, 2019	1.50	516,666	344,444	3.20
July 31, 2019	1.50	800,000	333,334	3.22
July 31, 2019	0.10	6,245,840	6,245,840	3.46
August 22, 2019	0.80	5,900,484	2,922,737	3.40
August 22, 2019	1.00	6,150,000	1,881,450	3.40
November 1, 2019	0.80	1,200,000	400,000	3.59
November 6, 2019	0.80	15,040	5,013	3.61
February 3, 2020	0.80	425,000	158,333	3.85
June 8, 2020	0.80	25,000	—	3.85
July 31, 2020	0.80	1,500,000	933,344	4.34
September 15, 2020	0.86	8,265,920	3,832,960	4.46
October 2, 2020	0.77	3,000,000	—	4.51
November 24, 2020	0.94	1,775,000	1,331,250	4.65
December 2, 2020	1.11	2,900,000	—	4.68
December 21, 2020	1.06	1,200,000	—	4.73
March 18, 2021	1.63	6,850,000	—	4.97
		55,918,949	27,538,704	3.72

Stock option activity is summarized as follows:

	Number of Options	Weighted Average Price CAD$	Weighted Average Years
Balance December 31, 2019	40,028,465	0.86	4.12
Granted	19,190,960	0.90	—
Exercised	—	—	—
Forfeited	(8,792,360)	1.04	—
Balance December 31, 2020	50,427,065	0.84	3.72
Granted	6,850,000	1.63	4.97
Exercised	(1,358,116)	0.93	4.97
Balance March 31, 2021	55,918,949	0.93	3.71

During the three months ended March 31, 2021 and 2020, the Company recognized share-based compensation of $2,396 and $1,227, respectively.

In determining the amount of equity-based compensation during the year, the Company used the Black-Scholes option pricing model to establish fair value of options granted during the year with the following key assumption:

	March 18, 2021
Risk-Free Interest Rate	0.16%
Expected Life of Options (years)	5.00
Expected Annualized Volatility	93.53%
Expected Dividend Yield	nil

Amounts expressed in thousands of United States dollars unless otherwise stated

13. RELATED PARTIES

Related party transactions
An officer and director of the Company, and a director of the Company serve as principals of LI Lending LLC, which extended the Company a real estate improvement/development loan of $50,000 of which $45,704 was outstanding as of March 31, 2021.

An officer of the Company holds an interest in an online marketing company serving the online CBD market which provides online marketing services for Pure Ratios. Pure Ratios paid $313 (2020 - $1,237) for the three months ended March 31, 2021 to this vendor for management fees, pass through marketing costs and customer service.

During 2020, the Company considered 7Point Holdings LLC ("7 Point") a related party due to a common executive. However, as a result of his departure, 7Point was no longer considered a related party as of December 31, 2020.

7Point and the Company are parties to a commercial sublease expiring May 31, 2023 with one five-year renewal option. For the three months ended March 31, 2020 the Company recognized $755 from interest revenue on lease receivable for this lease.

14. CONTINGENCIES

(a) Cannabis Industry

Cannabis is still considered a Schedule 1 substance under the Controlled Substance Act. As such, there is an inherent risk related to the federal government's position on cannabis; additionally, the risk exists, due to the Company's business in cannabis, that third party service providers could suspend or withdraw services and as well as the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the U.S.; however, the Company has deemed it not reasonable to estimate a potential liability related to the possible enforcement of laws against the medical cannabis industry.

(b) Contingent consideration payable

As part of the acquisition of Om of Medicine, LLC the Company is subject to contingent consideration payable to the original vendors. The fair value of the contingent consideration, which is based on specific revenue levels achieved over a 2-3-year-period, is as follows:

		Om of Medicine
Balance, December 31, 2020	$	5,496
Additions		—
Accretion		124
Reclass settled contingency to accrued liabilities		(2,408)
Balance, March 31, 2021	**$**	**3,212**

The contingent consideration payable is measured at fair value based on unobservable inputs and is considered a Level 3 financial instrument. The determination of the fair value of these liabilities is primarily driven by the Company's expectations of the respective subsidiaries achieving certain milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

OM of Medicine: The contingent consideration payable is determined as the amount in excess of gross sales of $3,400 (for fiscal 2020 and 2021) and $3,500 (2022) to a maximum payable of $6,000. Prior to March 31, 2021, the Company settled the fiscal 2020 portion of the contingent consideration and reclassed $2,408 to accrued liabilities.

(c) Legal Matters

From time to time, the Company may be involved in certain disputes arising in the ordinary course of business. Such disputes, taken in the aggregate, are not expected to have a material adverse effecton the Company. Except as disclosed under the heading "Legal Proceedings" below as of March 31, 2021, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers, or affiliates is an adverse party or has a material interest adverse to the Company's interest.

15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts receivable, other receivables, notes receivable, accounts payable and accrued expenses, contingent consideration payable, notes payable, and derivative liabilities. The carrying values of these financial instruments approximate their fair values as of March 31, 2021 and December 31, 2020.

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The three levels of hierarchy are:

Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 inputs for the asset or liability that are not based on observable market data(unobservable inputs).

The fair value of the Company's cash, accounts receivable, other receivables, accounts payable and accrued expenses approximate the carrying value due to their short-term nature. The Company's notes receivable, convertible notes payable, and notes payable approximate fair value due to the instruments bearing market rate of interest.

There were no transfers between fair value levels during the three months ended March 31, 2021 and the year ending December 31, 2020.

(a) Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instruments related risks. The Board mitigates these risks by assessing, monitoring, and approving the Company's risk management processes.

(b) Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, lease receivables, other receivables, and notes receivable. The Company's maximum credit risk exposure is equivalent to the carrying value of these instruments.

The risk exposure is limited to the carrying amounts at the statement of financial position date. The risk to cash deposits is mitigated by holding these instruments with regulated financial institutions. Lease receivables, notes receivables and other receivables credit risk arises from the possibility that principal and interest due may become uncollectible. The Company mitigates this risk by managing and monitoring the underlying business relationships.

The Company maintains cash with federally insured financial institutions. As of March 31, 2021 and December 31, 2020, the Company exceeded federally insured limits by approximately $9,000 and $5,000 respectively. The Company has historically not experienced any losses in such accounts. As of March 31, 2021, the Company held approximately $1,500 in Canadian bank accounts that are denominated in C$.

As of March 31, 2021, the maximum credit exposure related to the carrying amounts of accounts receivable, notes receivable and lease receivables was $11,858.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure. The Company's approach to managing liquidity is to raise sufficient capital to settle obligations and liabilities when due.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's secured convertible notes with GGP (Note 9) had variable interest rates and were paid in full in December 2020.

(e) Foreign Exchange Risk

The Company is exposed to exchange rate fluctuations between United States and Canadian dollars. The Company's share price is denominated in Canadian dollars. If the Canadian dollar declines against the United States dollar, the United States dollar amounts available to fund the Company through the exercise of stock options or warrants will be less. The Company also has bank accounts with balances in Canadian dollars. The value of these bank balances if converted to U.S. dollars will fluctuate. While the Company maintains a head office in Canada where it incurs expenses primarily denominated in Canadian dollars, such expenses are a small portion of overall expenses incurred by the Company. The Company does not have a practice of trading derivatives and does not engage in "natural hedging" for funds held in Canada.

(f) Other Price Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices. The Company is subject to risk of prices to its products due to competitive or regulatory pressures.

16. SEGMENT INFORMATION

Operating segments are components of the Company that combine similar business activities, with activities grouped to facilitate the evaluation of business units and allocation of resources by the Company's board and management. As of March 31, 2021, the Company had two reportable segments:

- THC Cannabis – Production and cultivation of THC cannabis, manufacturing, and distribution of cannabis products to own dispensaries and third-party retail customers, ancillary services supporting wholesale operations, and retail sales direct to end consumers
- CBD Wellness – Pure Ratios which encompasses the production and sale of CBD products to third-party customers

All revenues are derived from customers domiciled in the United States and all assets are located in the United States.

Amounts expressed in thousands of United States dollars unless otherwise stated

	March 31, 2021	March 31, 2020
Net Revenues		
THC Cannabis	$ 22,148	$ 10,862
CBD Wellness	822	1,790
Corporate	—	—
Total Net Revenues	**$ 22,970**	**$ 12,652**
Depreciation and Amortization		
THC Cannabis	$ 756	$ 890
CBD Wellness	16	21
Corporate	2	2
Total Depreciation and Amortization	**$ 774**	**$ 913**

	March 31, 2021	**December 31, 2020**
Assets		
THC Cannabis	$ 203,222	$ 186,899
CBD Wellness	2,879	2,198
Corporate	2,821	15,659
Total Assets	**$ 208,922**	**$ 204,756**

Goodwill assigned to the THC Cannabis segment as of March 31, 2021 and December 31, 2020 was $23,155. Intangible assets, net assigned to the THC Cannabis segment as of March 31, 2021 and December 31, 2020 was $28,207 and $28,790, respectively.

Goodwill and Intangible Assets assigned to the CBD Wellness segment as of March 31, 2021 and December 31, 2020 were $nil.

Amounts expressed in thousands of United States dollars unless otherwise stated

17. SUPPLEMENTARY CASH FLOW INFORMATION

Changes in non-cash working capital:

Changes in operating assets and liabilities	March 31, 2021	March 31, 2020
Accounts receivable	$ 100	$ (31)
Deposits	(460)	1,377
Inventory	(934)	(2,731)
Prepaid expenses	(830)	318
Accounts payable	1,393	696
Taxes payable	1,806	960
	$ 1,075	$ 589

- Cash paid for interest in for three months ended March 31, 2021 and 2020 was $818 and $1,813, respectively.
- Cash paid for income taxes for the three months ended March 31, 2021 and 2020 was $224 and $nil, respectively.

18. INCOME TAXES

The following table summarizes the Company's income tax expense and effective tax rates for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31,	
	2021	2020
Net loss before income taxes	$ (8,431)	$ (6,859)
Income tax expense	$ (2,653)	$ (923)
Effective tax rate	-31.47%	-13.46%

The Company has computed its provision for income taxes under the discrete method which treats the year-to-date period as if it were the annual period and determines the income tax expense or benefit on that basis. The discrete method is applied when application of the estimated annual effective tax rate is impractical because it is not possible to reliably estimate the annual effective tax rate. The Company believes the use of this discrete method is more appropriate than the annual effective tax rate method due to the early growth stage of the business. At this time, there is a high degree of uncertainty in estimating the Company's annual pre-tax income and significant non-deductible expenses so the Company cannot reliably estimate the annual effective tax rate.

Internal Revenue Code ("IRC") Section 280E denies, at the U.S. federal level, deductions, and credits attributable to a trade or business trafficking in controlled substances. Because the Company is subject to IRC Section 280E, the Company has computed its U.S. tax based on gross receipts less cost of goods sold. The tax provisions for the years ended March 31, 2021 and 2020, have been prepared based on the assumption that cost of goods sold is a valid expense for income tax purposes.

The effective tax rate for the three months ended March 31, 2021 varies widely from the three months ended March 31, 2020, primarily due to the increase in non-deductible expenses as a proportion of total expenses in the current year. The Company incurs expenses that are not deductible due to IRC Section 280E limitations which results in significant income tax expense.

The federal statute of limitation remains open for the 2017 tax year to the present. The state income tax returns generally remain open for the 2016 tax year through the present. Net operating losses arising prior to these years are also open to examination if and when utilized.

Amounts expressed in thousands of United States dollars unless otherwise stated

19. DISPOSALS AND DISCONTINUED OPERATIONS

On January 21, 2020, the Company sold two management companies that controlled two Arkansas cannabis licenses to a third party for \$2,000. A gain of \$2,000 is included in net income from discontinued operations in the Consolidated Statements of Operations and Comprehensive Loss. The entities sold had no operation through the sale date.

On March 20, 2020, the Company completed the divestiture of PHX Interactive LLC and Greens Goddess Inc. through a sale to a third party for \$6,000 in cash. The Company paid a \$348 fee to a lender in exchange for allowing the Company to sell the dispensary. This fee is recorded as a disposal cost and is netted with gains as part of net income from discontinued operations in the Consolidated Statements of Operations and Comprehensive Loss. Revenue and expenses, gains or losses relating to the discontinuation of these operations have been eliminated from the profit or loss from the Company's continuing operations and are shown as part net income from discontinued operations in the condensed consolidated interim statements of operations and comprehensive loss.

Between April 1, 2020 and September 30, 2020, the Company completed the sale of dispensaries in Pennsylvania, Maryland, and Arkansas, and of management companies that control three additional dispensaries in Maryland. Revenue and expenses from these operations have been eliminated from the loss from the Company's continuing operations for the three months ended March 31, 2020 and are shown as part of net income from discontinued operations in the condensed consolidated interim statements of operations and comprehensive loss.

The entities that were sold during the three months ended March 31, 2021 and 2020 were part of the THC Cannabis segment (Note 16). Below is a summary of the net income or loss from discontinued operations that is shown as a single line item for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
REVENUE	$ —	$ 4,998
Cost of goods sold	—	(3,316)
Gross profit	—	1,682
OPERATING EXPENSES		
Selling and marketing expenses	—	1,736
Depreciation and amortization	—	353
Gain on sale of subsidiary	—	(1,652)
Total operating (income) expenses	—	437
Income from Operations	—	1,245
Income tax expense	—	(373)
Net Income After Income Tax Expense	$ —	$ 872

Cash flows generated by the discontinued operations are reported as a single line item in each section of the condensed consolidated interim statements of cash flows and are summarized as follows:

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Net Cash Used in Operating Activities	$ —	$ 203
Net Cash Used in Investing Activities	—	632
Net Cash Provided by Financing Activities	—	—
Cash Flows From Discontinued Operations	$ —	$ 835

20. SUBSEQUENT EVENTS

No significant or material events have occurred since March 31, 2021.