# MedMen

CSE: MMEN | OTC: MMNFF

# Corporate Presentation



## Disclaimer



#### IMPORTANT: YOU MUST READ THE FOLLOWING BEFORE CONTINUING

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This document contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "forward-looking information") with respect to the Company, including, but not limited to: information concerning the completion and timing of the completion of contemplated acquisitions, including the contemplated acquisitions of PharmaCann LLC, expectations regarding whether the contemplated acquisitions will be consummated, including whether conditions to the consummation of the proposed acquisitions will be consummated, including whether conditions to the consummation of the proposed acquisitions will be consummated, including whether conditions to the consummation of the proposed acquisitions will be consummated, including whether conditions to the consummation of the proposed acquisitions will be consummated, including whether conditions to the consummation of the proposed acquisitions, whe acquisitions, including the potential number and locations, including whether conditions to the consummation of the proposed acquisitions, including whether conditions to the company as a result of completing the contemplated acquisitions, expectations regarding whether the contemplated acquisitions, including as to respect to the proposed acquisitions, including the proposed acquisitions, including as a result of completing the contemplated acquisitions, acquis

Forward-looking information is not a guarantee of future performance and is 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 being completed on the current terms and current contemplated timeline; development costs remaining consistent with budgets; favorable equity and debt capital markets; the ability to raise sufficient capital to advance the business of the Company; favorable operating 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 products; the level of demand for cannabis products; and the availability of third party service providers and other inputs for the Company's operations. While the Company considers these 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, results or conditions to be materially different from those projected in the forward-looking information. 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.

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## Disclaimer



#### MARKET DATA AND INDUSTRY FORECASTS

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#### **CURRENCY**

All references to \$ or "dollar" in this presentation are references to USD, unless otherwise indicated

#### CANNABIS-RELATED ACTIVITIES ARE ILLEGAL UNDER U.S. FEDERAL LAWS

The U.S. Federal Controlled Substances Act classifies "marihuana" as a Schedule I drug. Accordingly, cannabis-related activities, including without limitation, the cultivation, manufacture, importation, possession, use or distribution of cannabis and cannabis products are illegal under U.S. federal law. Strict compliance with state and local laws with respect to cannabis will neither absolve the Company of liability under U.S. federal law, nor will it provide a defense to any federal prosecution which may be brought against the Company with respect to adultuse or recreational cannabis. Any such proceedings brought against the Company may adversely affect the Company's operations and financial performance.

#### NON-IFRS FINANCIAL AND PERFORMANCE MEASURES

In addition to providing financial measurements based on IFRS, the Company provides additional financial metrics that are not prepared in accordance with IFRS. Management uses non-IFRS financial measures, in addition to IFRS financial measures, to understand and compare operating results across accounting periods, for financial and operational decision-making, for planning and forecasting purposes and to evaluate the Company's financial performance. These non-IFRS financial measures are EBITDA, Adjusted EBITDA, Adjusted Net Loss, Working Capital, Four Wall Retail Gross Margin, Four Wall Retail Gross Margin Rate, Four Wall Retail EBITDA Margin Rate, and Annualized Per Square Foot Revenue.

Management believes that these non-IFRS financial measures reflect the Company's ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business, as they facilitate comparing financial results across accounting periods and to those of peer companies. Management also believes that these non-IFRS financial measures enable investors to evaluate the Company's operating results and future prospects in the same manner as management. These non-IFRS financial measures may also exclude expenses and gains that may be unusual in nature, infrequent or not reflective of the Company's ongoing operating results.

As there are no standardized methods of calculating these non-IFRS measures, the Company's methods may differ from those used by others, and accordingly, the use of these measures may not be directly comparable to similarly titled measures used by others. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

#### EBITDA, ADJUSTED EBITDA, ADJUSTED NET LOSS, WORKING CAPITAL, FOUR WALL RETAIL GROSS MARGIN, FOUR WALL RETAIL EBITDA MARGIN, AND ANNUALIZED PER SQUARE FOOT REVENUE

EBITDA, Adjusted EBITDA, Adjusted Net Loss, Working Capital, Four Wall Retail Gross Margin Rate, Four Wall Retail EBITDA Margin Rate, and Annualized Per Square Foot Revenue are financial measures that are not defined under IFRS. We use these non-IFRS financial measures, and believe they enhance an investor's understanding of our financial and operating performance from period to period. EBITDA, Adjusted EBITDA, Adjusted net Loss and Working Capital exclude certain material non-cash items and certain other adjustments we believe are not reflective of our ongoing operations and our performance. Four Wall Retail Gross Margin is calculated as retail sales less the related cost of goods sold, while the Four Wall Retail Gross Margin Rate is the related gross margin divided by retail sales. Four Wall Retail EBITDA" Margin is the Four Wall Retail EBITDA Margin Rate is the related EBITDA margin divided by retail sales. Annualized Per Square Foot Revenue is the net revenue divided by the total retail square feet. In particular, we have and continue to make significant acquisitions and investments in cannabis properties and management resources to better position our organization to achieve our strategic growth objectives which have resulted in outflows of economic resources. Accordingly, we use these metrics to measure our core financial and operating performance for business planning purposes. In addition, we believe investors use both IFRS and mon-IFRS measures to assess management's past and future decisions associated with our priorities and our allocation of capital, as well as to analyze how our business operates in, or responds to, swings in economic cycles or to other events that impact the cannabis industry. However, these measures do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies in our industry. These financial measures are not intended to represent and should not be considered as alternatives to net income, operating income or an

These Non-IFRS measures have important limitations as analytical tools and should not be considered in isolation or as a substitute for any standardized measure under IFRS. For example, certain of these non-IFRS financial measures:

- exclude certain tax payments that may reduce cash available to us;
- do not reflect any cash capital expenditure requirements for the assets being depreciated and amortized that may have to be replaced in the future;
- do not reflect changes in, or cash requirements for, our working capital needs; and
- do not reflect the interest expense, or the cash requirements necessary to service interest or principal payments on our debt.

Other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.



# Mission

Provide an unparalleled experience that invites the world to discover the remarkable benefits of cannabis.

# Vision

We believe that a world where cannabis is legal and regulated is a safer, healthier and happier world.

## MedMen Snapshot



# MedMen is the most recognizable cannabis retailer in the U.S.

#### Footprint Overview <sup>1</sup>



86 retail store licenses 1



states

#### **Track Record of Execution**



\$37M

Q3 2019 revenue



22%

sequential revenue growth



8X

outperforms average California dispensary <sup>4</sup>



37 operating Stores 1



**2M** 

recreational transactions since 1/1/18



\$226M

pro-forma run-rate revenue <sup>2</sup>



\$7,000+

California
Sales / SF<sup>3</sup>



7%

California market share 4

Notes: Financial metrics based on most recent quarter ending 3/30/19

- (1) Company is licensed for 84 retail stores, including footprint to be acquired through announced PharmaCann transaction and other pending acquisitions in California and Michigan. Operating stores include locations to be acquired through pending acquisitions
- (2) Pro forma for unaudited revenue from retail stores to be acquired through pending acquisitions
- (3) MedMen figure based on system-wide fiscal Q3 2019 average sales for stores in California
- (4) Based on implied market share from California Department of Tax and Fee Administration and actual system-wide in California revenue for fiscal Q3 2019 (Source: http://www.cdtfa.ca.gov/news/19-02.htm)

## **Company Highlights**

# MedMen



#### **Focused on Branded Retail**

Building a national retailer for the modern cannabis consumer



#### Meaningful Share in Core Markets

Leading footprint in California, the prize of the cannabis industry



#### **Established Playbook for Growth**

Compelling roadmap to deliver profitable and long-term growth



#### **Accelerating Revenue Profile**

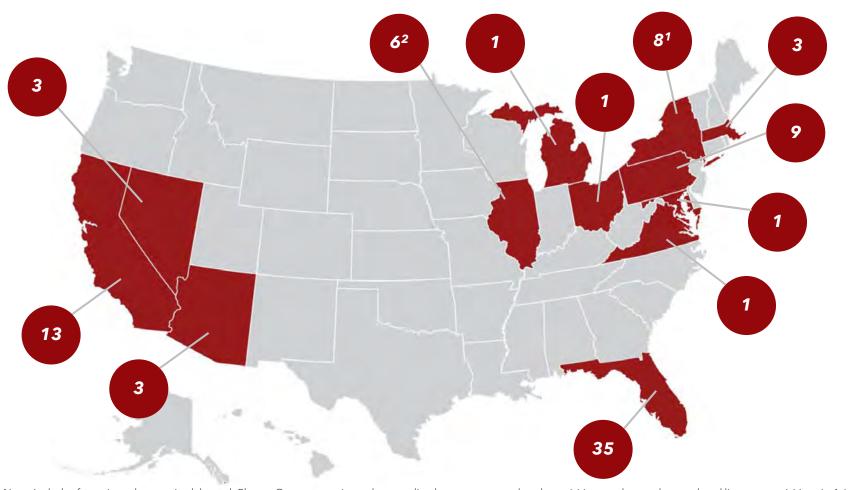
Strong financial trajectory supported by prudent capital allocation



## **Increasing Market Share in Core States**



#### MedMen is focused on deepening presence in core markets





~50% U.S. Population Addressable <sup>2</sup>

#### Licensed for:

12 States

86 **Retail Stores** 

**Factories** 

Note: Includes footprint to be acquired through PharmaCann transaction, other pending but not yet completed acquisitions and recently completed license acquisitions in Arizona, Illinois and California. There are 35 stores currently operational (1) Through PharmaCann transaction, subject to requisite regulatory approvals, MedMen will have ownership in two Registered Organizations in the state of New York, one owned by MedMen and one by PharmaCann as a subsidiary of

MedMen, with each Registered Organization permitted to operate four retail stores

<sup>(2)</sup> Illinois has a cap of 5 dispensary licenses per owner/controlling person. PharmaCann plans to sell one of its 5 licenses on or before the closing of the acquisition to ensure the combined company remains compliant with the state cap

## MedMen Strategy

## MedMen

**Objective** 

1

#### **Build MedMen Brand Through Flagship Retail Stores**

- Capitalize on first mover advantages by opening stores in top markets
- Build brand awareness and customer acquisition through marketing



Objective

2

#### **Expand Retail Footprint and Create Omnichannel Experience**

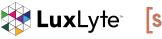
- Continue to deepen market share in core consumer markets across the U.S.
- Leverage data and insights to launch delivery, loyalty and targeted CPG brands



Objective **3** 

#### **Drive Profitability Through Investments in Supply Chain**

- Scale manufacturing to increase share of higher-margin private label brands
- Leverage national scale to maximize operating leverage and control supply chain







## Building MedMen Brand Through Flagship Retail

# MedMen

MedMen's retail portfolio includes the most iconic cannabis retail stores in the U.S.















## The Evolution of the Cannabis Industry

# MedMen

MedMen believes the cannabis industry will resemble the market dynamics in natural foods with retailers controlling the supply chain and holding the leverage

| Metric                                | Cannabis  | Natural Foods | Alcohol |
|---------------------------------------|-----------|---------------|---------|
| Industry Leaders by Revenue           | Retailers | Retailers     | Brands  |
| Three-Tier Distribution System        | No        | No            | Yes     |
| CPG Fragmentation                     | High      | High          | Low     |
| Retail Fragmentation                  | Low       | Low           | High    |
| e-Commerce Penetration % <sup>1</sup> | TBD       | 3%            | 4%      |
| Private Label Threat                  | High      | High          | Low     |



Note: Metric evaluations based on internal assessment



Focused on Branded Retail



# Warren Buffet discussing power dynamics between CPG companies and retailers:

"I was wrong in a couple ways on Kraft Heinz. I think we talked around election time about the packaged goods brands losing some ground against the retailers"

"We made a mistake in terms of trying to push hard against certain of the retailers and finding out that we weren't as strong as we thought we were."

"House brands, private label, is getting stronger...and it's going to keep getting bigger...
try to think of the billion dollar brands that have been created in food and they're private label"

February 2019 CNBC Interview on Kraft Heinz

## The Value of Cannabis Retail

MedMen

- 1 Cannabis Regulations Favor Retailers
- 2 Retailers Control the Supply Chain

- 3 Retail Experience and Consumer Touchpoint
- 4 Real-Time Data and Insights

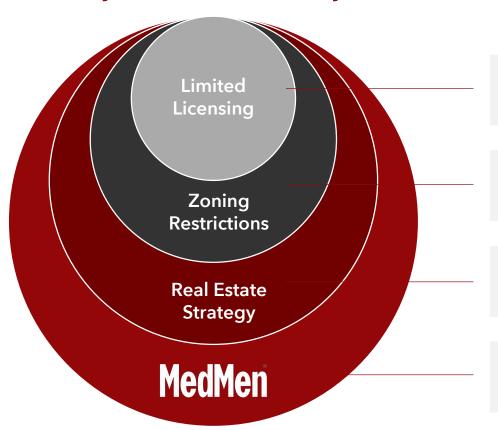


## Cannabis Regulations Favor Retailers



#### Regulations in core markets provide significant first mover advantages for cannabis retailers

#### Layers of Defensibility



Regulated oligopolies with limited

Strict zoning restrictions for cannabis retailers limits viable storefront locations

First-mover advantage to secure limited prime real estate

retail licenses in target markets

As regulations ease, MedMen will have head start to build consumer loyalty

Los Angeles Case Study

**Population:** 10 Million 1

**Annual Tourists:** 40 Million<sup>2</sup>

**Retail Licenses:** 182<sup>3</sup>

**Sensitive Uses:** 

700 feet <sup>4</sup>

from other dispensaries, schools, parks, libraries

**Example:** 

MedMen Beverly Hills

Transactions since 1/1/18: 2 million

Represents population for Los Angeles County Annual tourist figure based on estimate from Los Angeles Times (January 2018)

<sup>(3)</sup> Los Angeles Office of Finance as of May 2019 (Source: https://finance.lacity.org/legal-cannabis-retailers)



## Retailers Control the Supply Chain

# MedMen

# Cannabis retailers are unrestricted in their ability to control the supply chain and relationship with the customer



#### **No Loyalty to Product Brands**

Millions of consumers shopping cannabis for the first time have limited affinity to specific products and rely on retail staff for purchases



#### **Loyalty to Trusted Retailers**

Across all consumer verticals, consumer loyalty to trusted national retailers with local product selection has put pressure on national CPG brands



#### **Margin Protection**

As wholesale prices decline, retailers have ability to exert pressure on supplier pricing while holding retail pricing steady



#### **Growing Share of Private Label**

Consumer indifference towards product brands has led to the significant growth of private label brands











## Retail Experience and Consumer Touchpoint

# MedMen

#### MedMen serves as the trusted gateway to millions of first-time cannabis consumers







**15+** Product Categories



1,000+ SKUs across California



175 Vendors



3,000

Target Square Footage



**Technology-Enabled** iPads, mobile check-out

Open Layout

**Inviting Space** 

**Visual Collateral** 

Customer Conversion Rate 1:

MedMen

73%

Average Retailer 23%

Satisfaction with Store Experience <sup>2</sup>:



2 Staff Friendliness 3 Store Environment

<sup>(1)</sup> MedMen data based on November and December across all retail stores. Data for average retailer: http://www.comqi.com/sales\_conversion\_rates\_more\_for\_physical\_stores/



## Real-Time Data and Insights

# MedMen



2 million

**Transactions** Since 1/1/18

Customer **Demographics** 

60%+ Returning Customers Abbot Kinney Store Customer Origin:

CA - 65%

NY - 5%

FL - 4%

TX - 3%

Retail Merchandising

> Real Estate Strategy

**Targeted** Advertising Identifying Leading Brands

**Product** Development

> Loyalty Program



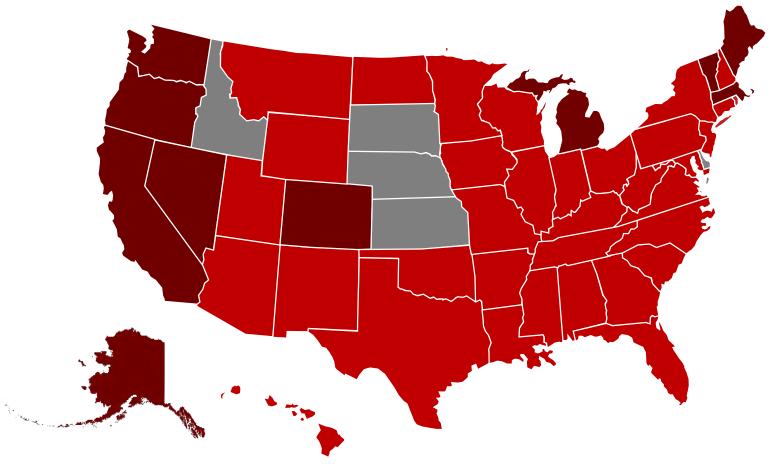
Meaningful
Share in Core
Markets



## The U.S. is the Largest Cannabis Market in the World



## \$80 Billion U.S. Market <sup>1</sup>



# \$10 Billion Canadian Market <sup>2</sup>



Recreational & Medical Use Legalized

Medical / CBD Use Legalized

Note: Regulatory map based on National Conference of State Legislatures

- (1) Cowen Group estimate for 2030 (January 2019)
- (2) Eight Capital estimate for 2024 (May 2018)

## 86% of Potential U.S. Cannabis Market is Unpenetrated











Beer **\$100B+** 

25% Penetration

Wine & Spirits \$100B+

20% Penetration

Coffee \$50B+

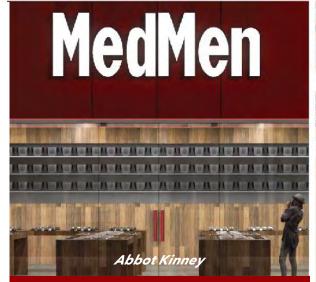
50% Penetration

Cannabis \$80B

14% Penetration

## **Increasing Market Share Through Expansion of Footprint**





California
15 stores



Nevada 3 stores

# Licensed for 86 retail stores across 12 states



New York 8 stores <sup>1</sup>



Florida 35 stores

Illinois

6 stores <sup>2</sup>

Massachusetts
3 stores

Arizona

3 stores

Pennsylvania

9 stores

Michigan

1 store

Maryland

1 store

Ohio

1 store

Virginia 1 store

Note: Includes stores to be acquired through pending transactions that have not yet closed. There are currently 37 operating stores.

<sup>(1)</sup> Through PharmaCann transaction, subject to requisite regulatory approvals, MedMen will have ownership in two Registered Organizations in the state of New York, one owned by MedMen and one by PharmaCann as a subsidiary of MedMen, with each Registered Organization permitted to operate four retail stores

<sup>(2)</sup> Illinois has a cap of 5 dispensary licenses per owner/controlling person. PharmaCann plans to sell one of its 5 licenses on or before the closing of the acquisition to ensure the combined company remains compliant with the state cap

## California is the Ultimate Prize of the Industry





## California Drives Growth and Brand Positioning in Retail



California, and in particular Los Angeles, is a springboard for national expansion and market leadership for retailers across consumer industries

|                    | U.S. Store<br>Count | California<br>Store Count | California % of<br>Total Stores | State with<br>Largest Footprint | City with<br>Largest Footprint |
|--------------------|---------------------|---------------------------|---------------------------------|---------------------------------|--------------------------------|
| WHÔLE FOODS MARKET | 499                 | 88                        | 18%                             | California                      | Los Angeles                    |
| SEPHORA            | 398                 | 77                        | 19%                             | California                      | Los Angeles                    |
| lululemon          | 300                 | 50                        | 17%                             | California                      | Los Angeles                    |
| NORDSTROM          | 119                 | 33                        | 28%                             | California                      | Los Angeles                    |
| MedMen             | 35                  | 13                        | 37%                             | California                      | Los Angeles                    |

## Leading the New Normal of Cannabis Culture

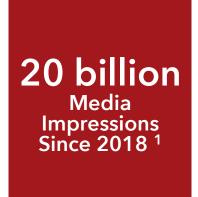
# MedMen

**Brand** 

Los Angeles<sup>2</sup>

Through its California presence, MedMen has created the leading cannabis brand in the U.S.





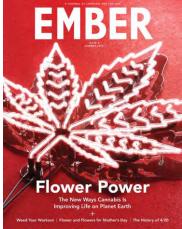


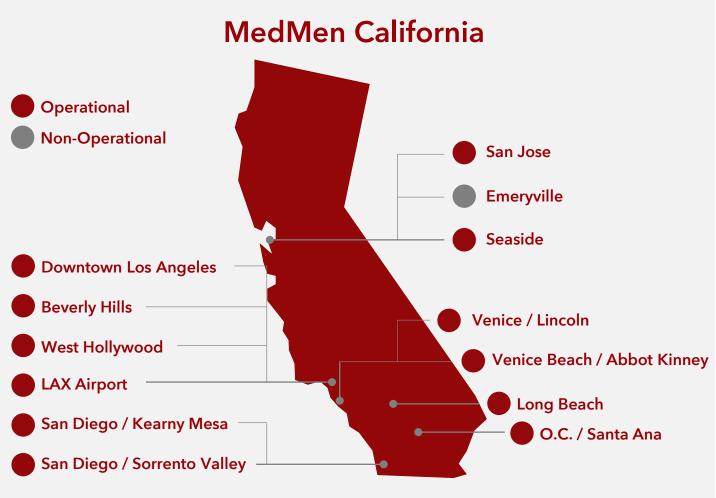


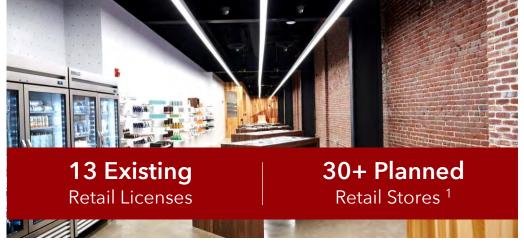


Figure based on total media impressions during 2018 and YTD 2019 Defined as a measure of the number of people who express knowledge of a brand when prompted. Based on MedMen November 2018 / January 2019 brand survey of past 12-months cannabis users (n=1770)

## MedMen Has the Most Valuable Footprint in California

# MedMen





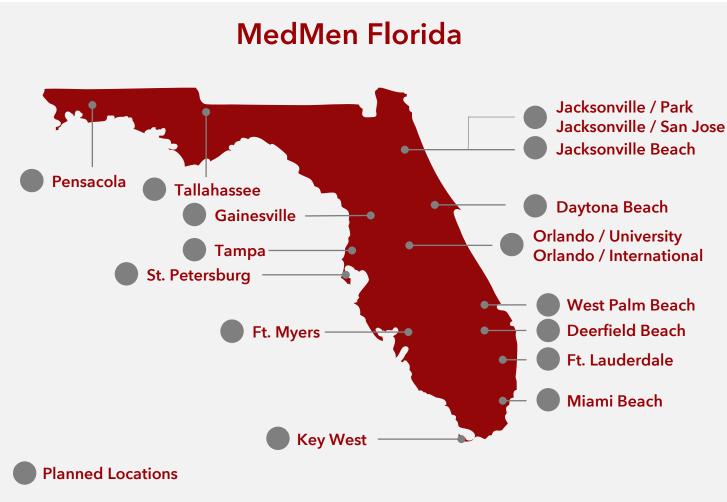


Note: Includes licenses to be acquired through pending acquisitions

<sup>(1)</sup> Based on internal targets for California footprint over the next three years

## Replicating the California Strategy in Florida









Established
Playbook for
Growth



## **Compelling Long-Term Growth Strategy**





### **Retail Door Expansion**

Operationalize licenses and expand retail footprint in core markets



## **Achieve Long-Term Profitability**

Increase vertical-integration and achieve corporate operating leverage



#### **Enhance Four-Wall Economics**

Drive EBITDA margin expansion through retail optimization and economies of scale



#### **Embrace Data**

Leverage data to build omni-channel retail experience and increase customer retention

## **Grow Retail Footprint in Core Markets**

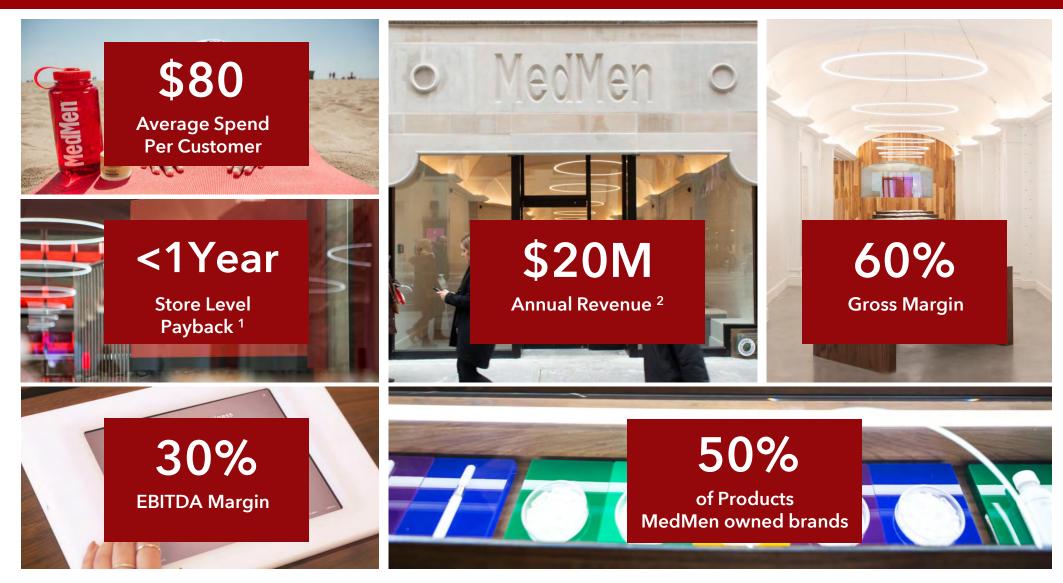






## Target Four-Wall Economics

# MedMen



<sup>(1)</sup> Store-level payback defined as time required to pay back initial store buildout costs through store-level cash flows

<sup>(2)</sup> Represents steady-state revenue estimate for a store located within a recreational market

## Driving Profitability Through Investments in Supply Chain





#### Share of Owned Brands vs. Third-Party Brands <sup>3</sup>



Target gross margin for owned-brands

There is no specific time frame for when the Company is able to achieve a 50/50 mix

Based on approximate gross margin for third-party brands during Q3 2019

## **Owned-Brand Strategy**

# MedMen

MedMen will leverage its premier shelf-space across major cities to build national house brands

[statemade]

MedMen







## Partnering with Best-in-Class Local Manufacturers

# MedMen







#### **Partnerships Create Significant Economic Value:**

Strategic investments

Wholesale discounts

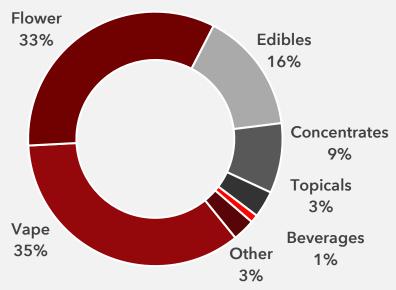
**S** Exclusive products

**S** Equity for shelf-space

Co-manufacturing rights

Subsidized promotions

#### In-Store Product Mix 1:



## **Building Technology-Enabled Retail**

# MedMen

#### **Enhancing the Retail Experience**



**In-Store Pickup** 



Merchandising

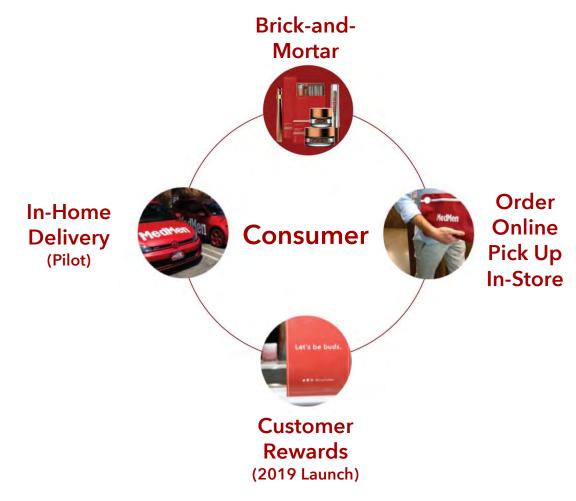


**Mobile POS** 



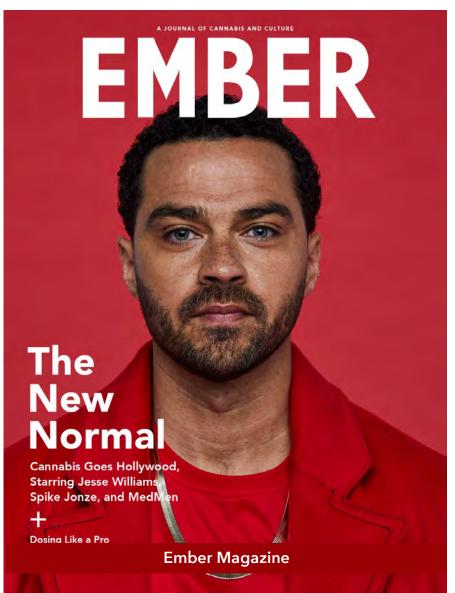
**Gift Cards** 

#### **Omnichannel Strategy**



## Leveraging Data for Digital and Lifestyle

# MedMen









## **Investing in Our Employees**

# MedMen



1,000+

Total Employees 650+

Sales Associates Unionized

Partnership with UFCW (CA and NY)

100%

of Employees Receive Stock Options (Including Part-Time) 100%

of Employees Eligible for Health Benefits (Including Part-Time) 10 Hours

Monthly Training



Accelerating
Financial
Profile



## **Financial Performance**



#### SYSTEMWIDE REVENUE GROWTH 1

#### \$56.3 (\$US in millions) \$49.6 19.8 \$39.4 19.6 17.9 22% 36.6 39% 29.9 21.5 Q1 FY19 **Q2 FY19 Q3 FY19** ■ Pending Acquisitions Actual

#### Q3 2019 CALIFORNIA HIGHLIGHTS (\$US)

\$24.9M

**RETAIL REVENUE** 

10

**RETAIL LOCATIONS** 

57%

**RETAIL GROSS MARGIN** 

22%

**RETAIL EBITDA MARGIN** 

## M&A Update



| M&A Transactions            |                       |            |               |  |
|-----------------------------|-----------------------|------------|---------------|--|
| Asset                       | License Type          | State      | Deal Status   |  |
| Emeryville                  | Retail                | California | Closed Q2 '19 |  |
| Cannacopia                  | Retail                | Nevada     | Closed Q2 '19 |  |
| Monarch Wellness            | Vertically-integrated | Arizona    | Closed Q2 '19 |  |
| Seven Point                 | Retail                | Illinois   | Closed Q3 '19 |  |
| Buddy's                     | Vertically-integrated | California | Closed Q3 '19 |  |
| Level Up                    | Vertically-integrated | Arizona    | Closed Q3 '19 |  |
| Sorrento Valley (San Diego) | Retail                | California | Closed Q3 '19 |  |
| MedMen Santa Ana            | Retail                | California | Closed Q3 '19 |  |
| Sugarleaf                   | Retail                | California | Closed Q3 '19 |  |
| Long Beach                  | Retail                | California | Pending       |  |
| Vallejo                     | Retail                | California | Pending       |  |
| PharmaCann                  | Vertically-integrated | National   | Pending       |  |
| Green Planet                | Retail                | Michigan   | Pending       |  |

## Capital Markets Overview (CSE: MMEN; OTCQX: MMNFF)



| Revenue (USD) - Q3 2019              |          |  |  |
|--------------------------------------|----------|--|--|
| Revenue (millions)                   | \$36.6   |  |  |
| Q-o-Q Growth                         | 22%      |  |  |
|                                      |          |  |  |
| Balance Sheet (USD) - March 30, 2019 | <b>,</b> |  |  |
| Cash <sup>1</sup>                    | \$23.7   |  |  |
| Total Assets                         | \$552.1  |  |  |
| Total Debt <sup>2</sup>              | \$105.6  |  |  |
| Total Other Liabilities              | \$187.0  |  |  |
|                                      |          |  |  |

| Shares Outstanding <sup>3</sup>                                 |             |
|---|-------------|
| MedMen Enterprises Inc.<br>Class B Subordinate Voting Shares    | 168,303,665 |
| MM Can USA, Inc.<br>Redeemable Shares <sup>4</sup>              | 319,226,687 |
| MM Enterprises USA, LLC<br>Redeemable Units <sup>4</sup>        | 966,565     |
| Total Shares Outstanding  | 488,496,917 |
| Total Shares Outstanding (Pro Forma for PharmaCann Transaction) | 663,178,790 |

<sup>(1)</sup> Includes cash, cash equivalents, restricted cash, and receivables from related party

<sup>(2)</sup> Includes notes payable and payables to related party

<sup>(3)</sup> As of 5/28/19

<sup>(4)</sup> Each redeemable share or unit is redeemable for one MedMen Enterprises Inc. Class B Subordinate Voting Share