



**The world's leading cannabis company**

**Investor Presentation**

CSE: CURA / OTCQX: CURLF



1

**Q1'21 Highlights**

2

**Strategy and Differentiation**

3

**Our Track Record**

4

**The Cannabis Industry  
Opportunity**





# Q1'21 Financial and Operating Highlights





# Q1'21 Financial and Operating Highlights

- **Record revenue of \$260 million**, a growth of 170% YoY, **above guidance** of \$250 million to \$255 million.
- Record adjusted **EBITDA of \$63 million, a growth of 213% YoY**, and equivalent to a margin of 24%.
- Raised **\$241 million** in a public offering and **\$50 million** from a tack-on to the existing secured credit facility.
- Closed the quarter with **102 retail locations** and **1,992 wholesale partner accounts**.
- **Launched Select Squeeze**, a THC-infused beverage enhancer, to date **the widest cannabis product launch in the nation**.
- **Retail revenue** grew by 14% sequentially, and **231% YoY**, representing 72% of total revenue.
- **Wholesale revenue** grew by 12% sequentially, and **254% YoY**, representing 28% of total revenue.

## Post First Quarter Highlights

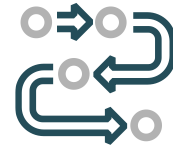
- Successfully **closed the acquisition of EMMAC**, and simultaneously established **Curaleaf International**, Europe's largest vertically integrated cannabis company, while securing \$80 million of capital from a **strategic investor** for the new European business subsidiary.
- Opened **four new stores** since March 31, 2021 in Illinois, Maine, and Pennsylvania, bringing total **retail locations to 106**.

1

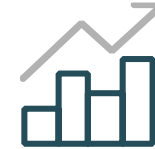
# Q1'21 Financial and Operating Highlights



Operating in  
**23** states



**30** processing  
facilities



**\$63 m**  
adj. EBITDA



**192 m**  
addressable  
population



**+2 m** sqft  
cultivation capacity



**213%**  
adj. EBITDA YoY  
growth



**102** retail  
locations



**\$260 m**  
revenue



**+\$10 b<sup>(1)</sup>**  
market cap



**1,992**  
wholesale  
partner accounts



**170%**  
YoY revenue  
growth



**\$315 m**  
liquidity

1. As of 5.10.21.



# Strategy and Differentiation



# Our Vision: To Become the World's Leading Cannabis Company



Our 4,800+ Team Members Are Driven by **Our Mission**



## Our Vision

To be the world's leading cannabis company through education, accessibility, and customer satisfaction with high-quality products backed by science



## Our Mission

To improve lives by providing clarity around cannabis and confidence around consumption



## Our Values

- Passionate Commitment
- Driven to Deliver
- Respect for All
- Commitment to Innovation
- One Curaleaf

# Branding as a Key Differentiating Factor

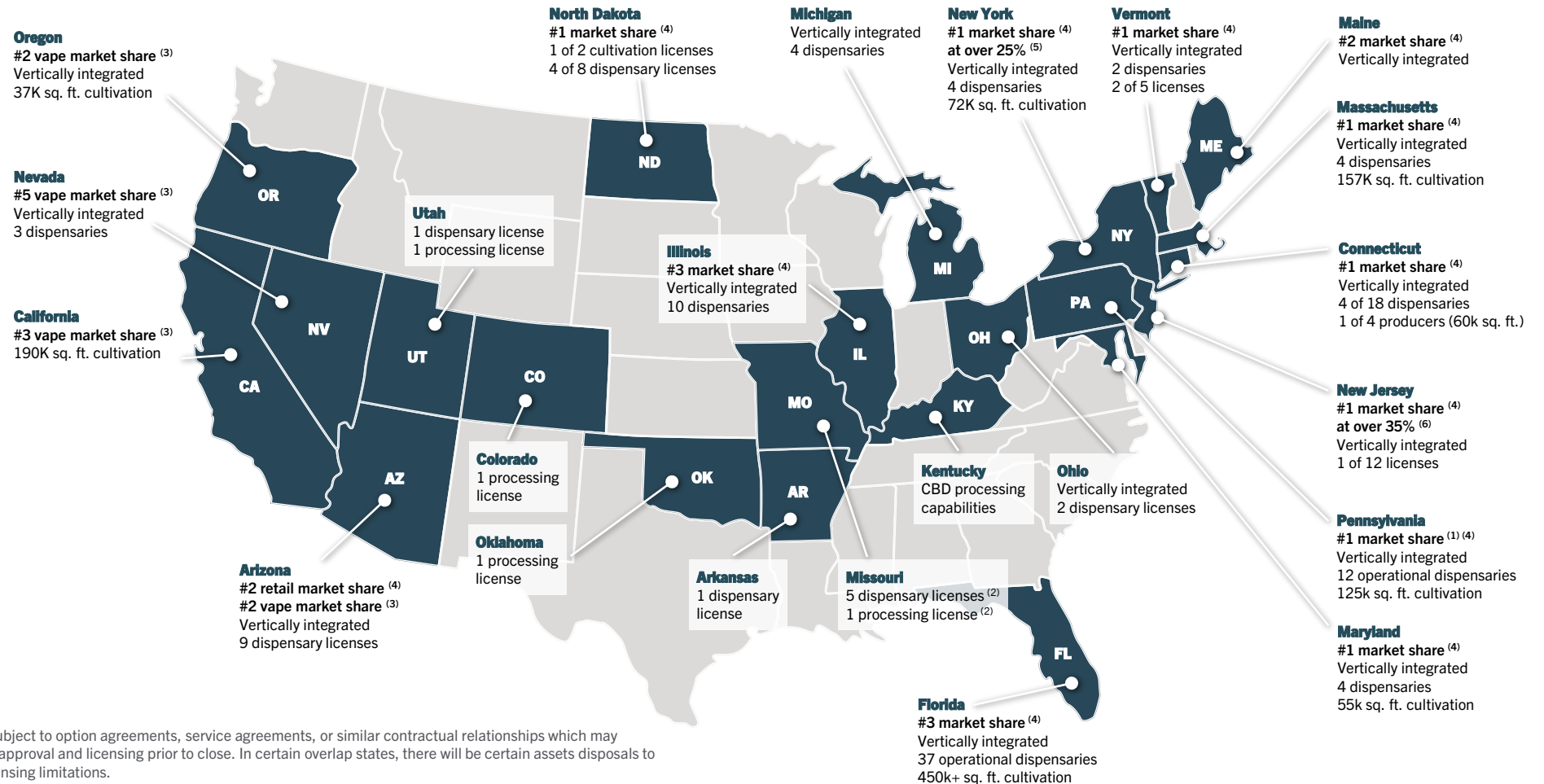
We have two of the most widely distributed brands in the country: **Curaleaf** for wellness products, and **Select** for adult-use





# Enviably Coast-to-Coast Footprint

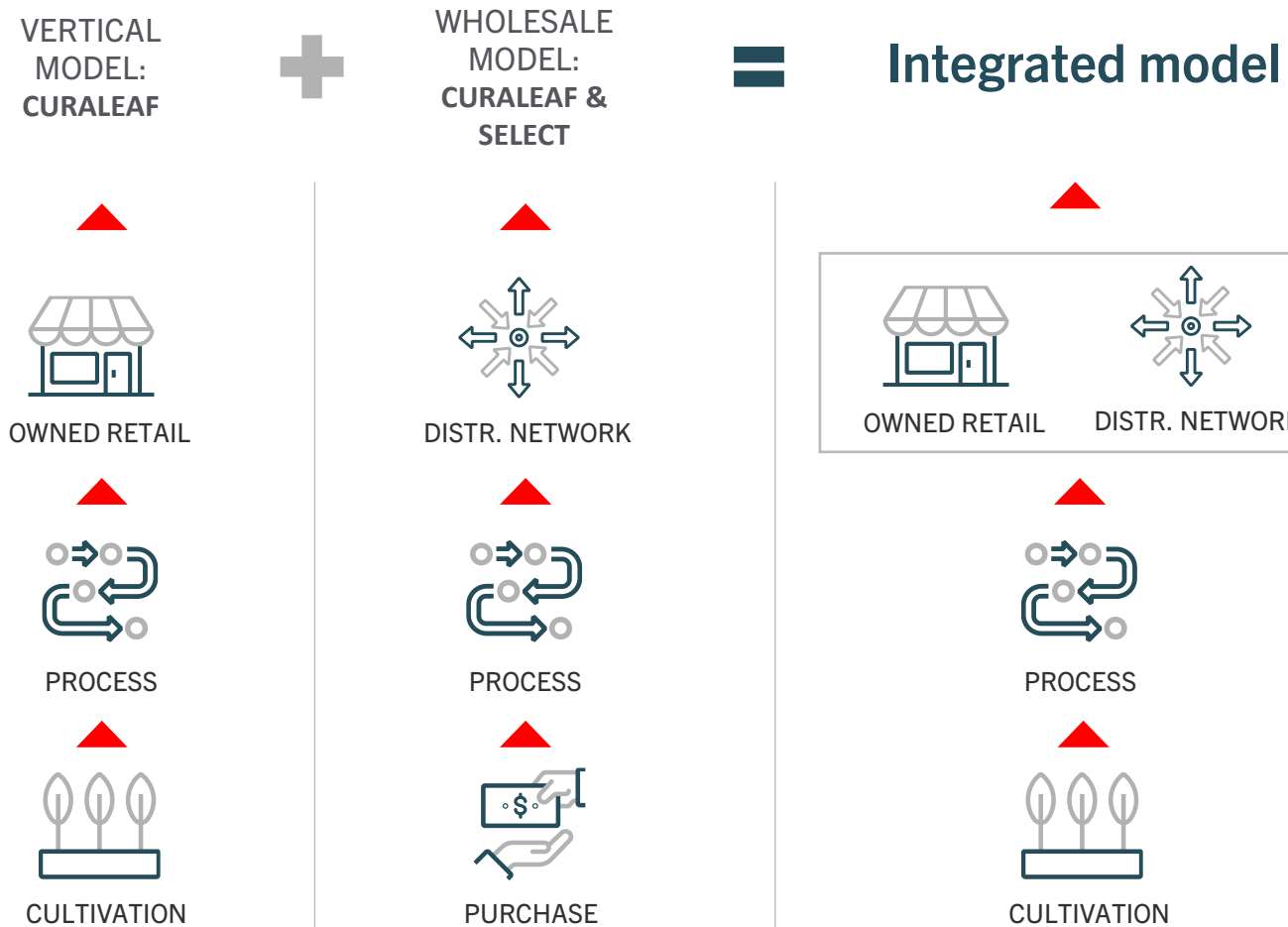
Unparalleled reach across the United States. Curaleaf has a presence in 23 states <sup>(1)</sup>



1. Certain entities are subject to option agreements, service agreements, or similar contractual relationships which may require state or local approval and licensing prior to close. In certain overlap states, there will be certain assets disposals to comply with local licensing limitations.
2. Missouri licenses held through relationships with local partner, and may be subject to option agreements, service agreements, or similar contractual relationships which may require state or local approval and licensing prior to close.
3. Select vape market share per BDS Analytics 1Q'21 data.
4. Market share is based on total number of licenses held by the company or its subsidiaries.
5. Per NY Dept. of Taxation and Finance monthly tax reports.
6. Per NJDOH 2018 Biennial Report.

# Vertically Integrated and Widely Distributed Nationwide

23 cultivation sites, 30+ processing facilities, a retail network of 106 dispensaries, and close to 2,000 points of sale through our wholesale business



# Going International - Europe

With the acquisition of EMMAC, Curaleaf is the **first and only MSO** to have a meaningful presence in Europe

- Europe has a potential addressable market of \$229 b <sup>(1)</sup>
  - 748 million people
  - In 2020, the legal cannabis market was only \$758 m <sup>(2)</sup>
- Only five active licensed operators on the continent <sup>(3)</sup>
- Curaleaf International (formerly EMMAC) has:
  - Eight hectares of licensed cultivation (greenhouse and outdoor).
    - Ability to expand to 20 hectares
  - Import and distribution capabilities in the U.K., Germany, Italy, Switzerland, and Portugal
  - Two operating EU-GMP processing facilities and labs
  - Pharma grade capabilities to facilitate development of formulations and drugs
  - Pioneering research relationships with institutions across the continent



We believe that **first-mover advantage** is decisive to an expanding market share

1. Derived from \$100B USA estimate, (Cowen, Cannabis Catalyst Series Part 7 – Alcohol Implications, 10/22/2020 ), adjusted for population (\$100B USA market implies \$305.81 annual spend per capita, \$305.81 annual spend per capita x Europe population of 748M = \$229B

2. BDS Analytics, February 2021.

3. Curaleaf International management estimate.

# Research and Development as a Key Pillar

We are committed to the development of highly formulated products which are **backed by science**



- Two R&D facilities, one in Massachusetts – with 15 scientists – and one in Kentucky.
- 180 different products in experimental development.
- Collaborations with
  - the **Imperial College in London**
  - the **Institute of Cancer Research** in London
  - the **University of Insubria** in Italy
  - the **Fondazione Mondino** in Italy
- A partnership with **Boiron**, a major European pharmaceutical company.

# One of the Strongest Balance Sheets in the Industry

## Total Liquidity



RCF <sup>(1)</sup>	50
Cash	24
Capital Raise	241
<b>Total</b>	<b>315</b>

## Total Gross Debt



RCF <sup>(1)</sup>	50
Total Debt	290
<b>Total</b>	<b>340</b>

Figures in US\$, M

1. RCF stands for Revolving Credit Facility.

# Deeply Committed to our Communities



## Diversity, Equity, & Inclusion

- Goal of having 10% of hires in 2021 come from areas directly impacted by the War on Drugs
- Winner of the 2020 Diversity & Inclusion Champion of The Year Award by Minorities for Medical Marijuana



## Social Equity

- “420 by 2025” Curaleaf aims to do business with 420 new cannabis brands, ancillary suppliers, and advocacy organizations from underrepresented communities in the cannabis ecosystem



## Executive Roundtable Program

- Provide mentorship and support to license holders and applicants from the social equity community by pairing these protégés with members of our executive team



## Sustainability

- Conducting a comprehensive carbon footprint audit by the end of 2021, beginning the process of achieving our carbon footprint goal by 2025-2030, among other initiatives



## Strategic Social Partnerships

- Donated more than 10,000 meals and \$100,000 across 24 food banks and nonprofits as a part of our first Feed the Block program

# World Class Team of Executives



**Boris Jordan**

Executive Chairman  
of the Board

Co-Founder of Curaleaf.  
Investor in cannabis companies with  
extensive capital markets and operating  
experience.  
Founded Sputnik Group in 1999.



**Joseph Lusardi**

Executive Vice Chairman  
of the Board

Co-Founder of Curaleaf.  
Over 11 years developing and operating  
medicinal cannabis companies.  
Over 20 years of experience in finance and  
private equity.



**Joe Bayern**

CEO

Over 20 years of executive leadership  
experience in consumer-packaged  
goods companies.  
Previous experience with Snapple,  
Dr. Pepper, Cadbury, and VOSS.



**Neil Davidson**

COO

Accomplished finance professional  
with over 20 years of experience,  
including leading publicly-traded and  
private equity owned businesses.



**Michael Carlotti**

CFO

Over 25 years of experience in capital  
markets, M&A, investment banking, and  
corporate finance.  
Previously the CFO of a Nevada-based  
cannabis company and Treasurer of MGM  
Resorts International.



**Antonio Costanzo**

CEO of Curaleaf International

Co-founder of Nuuvera.  
Former senior executive at Uber and Bwin.  
Fluent in 4 languages, has developed an  
extensive political and business network  
across Europe.



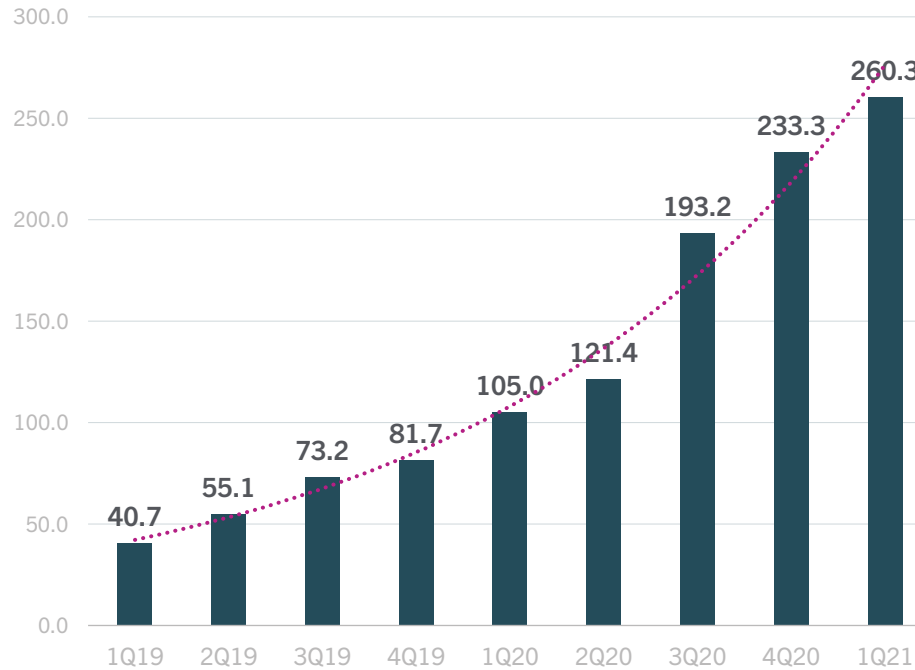
# Track Record





# Rapid Top Line Growth and Expanding Profitability

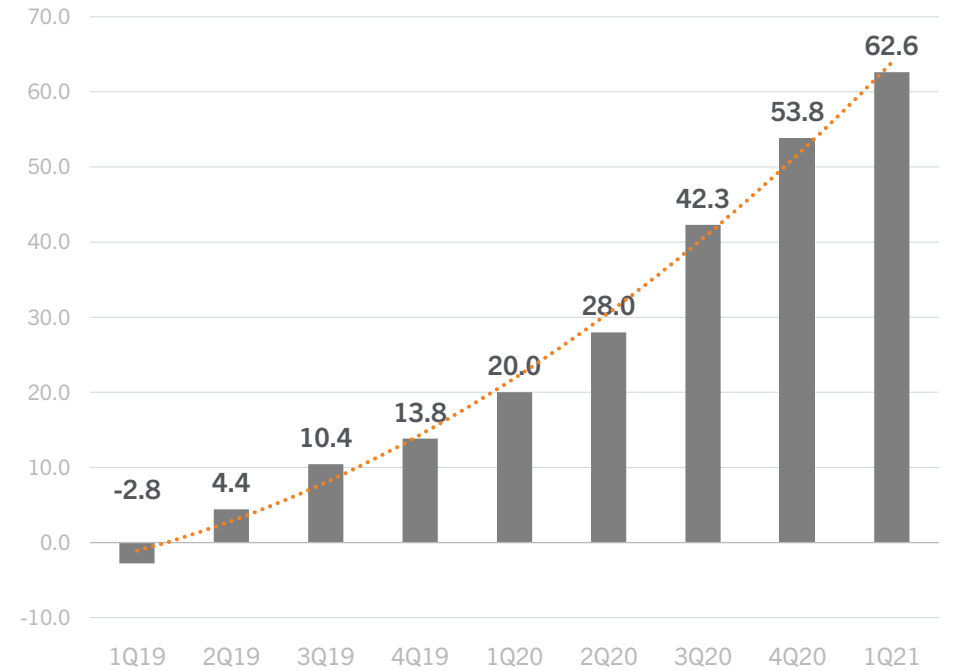
**Total Revenue**  
(US\$, M)



**170%**

1Q20-1Q21 GROWTH

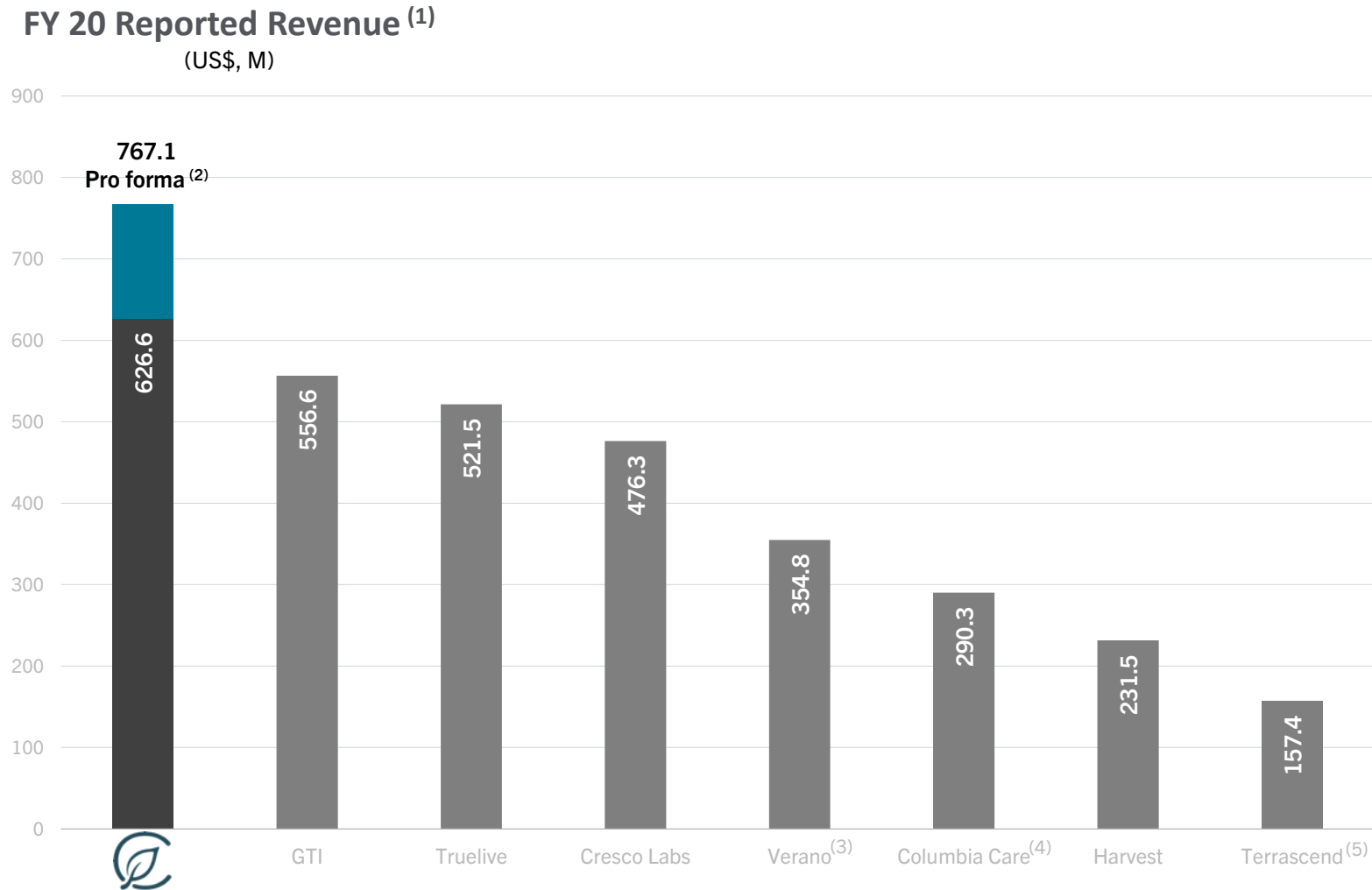
**AEBITDA**  
(US\$, M)



**213%**

1Q20-1Q21 GROWTH

# Largest U.S. Cannabis Company by Revenue



1. Source: Company filings on SEDAR. 2. Pro forma for all 2020 acquisitions, <http://ir.curaleaf.com/2021-03-09-Curaleaf-Reports-Record-Fourth-Quarter-and-Fiscal-Year-End-2020-Financial-and-Operational-Results>. 3. Pro forma the completion of the business combination of Verano Holdings, LLC, Majesta Minerals Inc, Alternative Medical Enterprises, LLC, Plants of Ruskin, LLC, RVC 360, LLC, and affiliated companies (collectively, "AltMed"). 4. Pro forma, including a full quarter contribution of Project Cannabis. 5. Converted from CAD using the conversion rate of 0.79338 from 3.31.20.

# Financial Discipline

Selected P&L Items	FY18	FY19	FY20	1Q20	2Q20	3Q20	4Q20	1Q21
<b>Managed Revenue</b>	<b>\$88</b>	<b>\$251</b>	<b>\$653</b>	<b>\$105</b>	<b>\$121</b>	<b>\$193</b>	<b>\$233</b>	<b>\$260</b>
Management Fee Income	20	47	40	19	18	2	1	0
Revenue from Managed Entities, net of MSA fees	11	30	26	9	4	11	3	0
Retail & Wholesale Revenue	58	174	586	77	100	180	229	260
Cost of Goods Sold	31	102	311	44	57	91	120	132
<b>Gross Profit on Retail &amp; Wholesale Rev.</b>	<b>\$26</b>	<b>\$71</b>	<b>\$275</b>	<b>\$33</b>	<b>\$43</b>	<b>\$90</b>	<b>\$110</b>	<b>\$128</b>
AEBITDA	FY18	FY19	FY20	1Q20	2Q20	3Q20	4Q20	1Q21
<b>Net Loss</b>	<b>-\$62</b>	<b>-\$70</b>	<b>-\$61</b>	<b>-\$15</b>	<b>-\$2</b>	<b>-\$9</b>	<b>-\$35</b>	<b>-\$17</b>
Interest Expense, Net	3	15	63	10	10	17	25	21
Income Tax Recovery (Expense)	6	24	83	13	14	19	38	31
Depreciation and Amortization	9	37	88	15	18	27	29	30
Share-Based Compensation	2	17	31	5	5	5	16	5
Other (Income) Expense	25	3	-21	-3	0	-11	-7	0
Change in Fair Value to Biological Assets	0	-23	-75	-16	-21	-24	-15	-12
One Time Charges	8	23	36	11	4	18	3	6
<b>AEBITDA</b>	<b>-\$10</b>	<b>\$26</b>	<b>\$144</b>	<b>\$20</b>	<b>\$28</b>	<b>\$42</b>	<b>\$54</b>	<b>\$63</b>
Selected Balance Sheet Items	FY18	FY19	FY20	1Q20	2Q20	3Q20	4Q20	1Q21
Cash	\$267	\$42	\$74	\$176	\$123	\$85	\$74	\$315
Total Assets	570	737	2,387	1,297	1,333	2,333	2,387	2,681
Total Liabilities	134	334	1,010	630	655	947	1,010	1,075

Figures in US\$, M

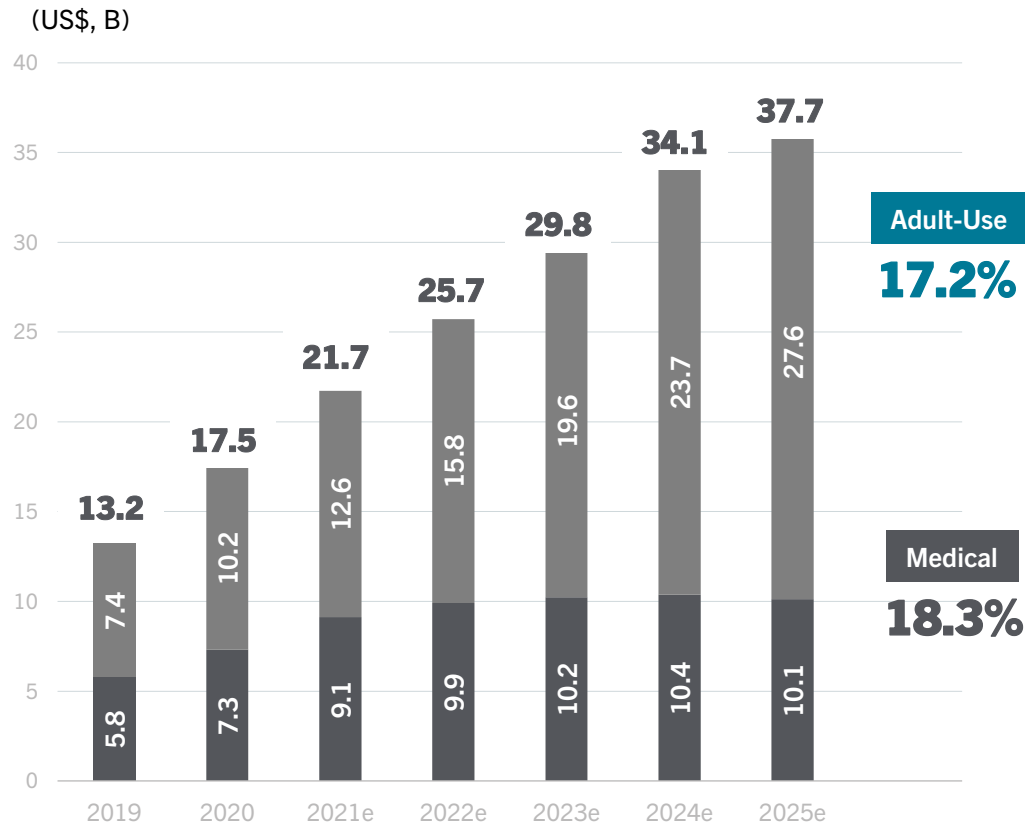


# The Cannabis Industry Opportunity

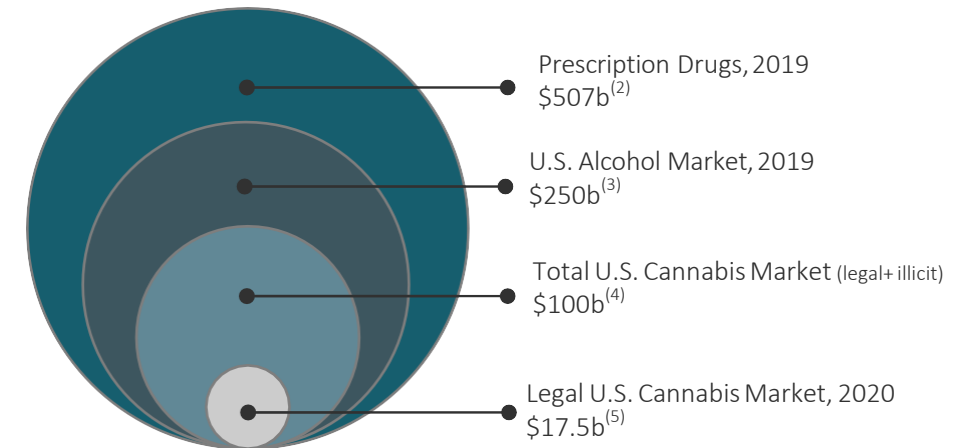


# The Legal Market is Projected to Reach \$22b in 2021 <sup>(1)</sup>

Expected to grow at a CAGR of 19%, to reach nearly \$38b by 2025 <sup>(1)</sup>



## Addressable Markets



1. BDS Analytics, 3.15.21

2. IQVIA Institute for Human Data Science, Global Use of Medicines, January 2019.

3. Statista, <https://www.statista.com/statistics/207936/us-total-alcoholic-beverages-sales-since-1990/>.

4. Cowen, Cannabis Catalyst Series Part 7 – Alcohol Implications, 10/22/2020.

5. BDS Analytics, February 2021.

# Recent Favorable Legislative Changes

Support for cannabis legalization is one of the fastest-evolving issues in the U.S.

- **39 states, DC, Guam, and PR** have already legalized medical cannabis.
- 18 states have also legalized cannabis for adult-use.

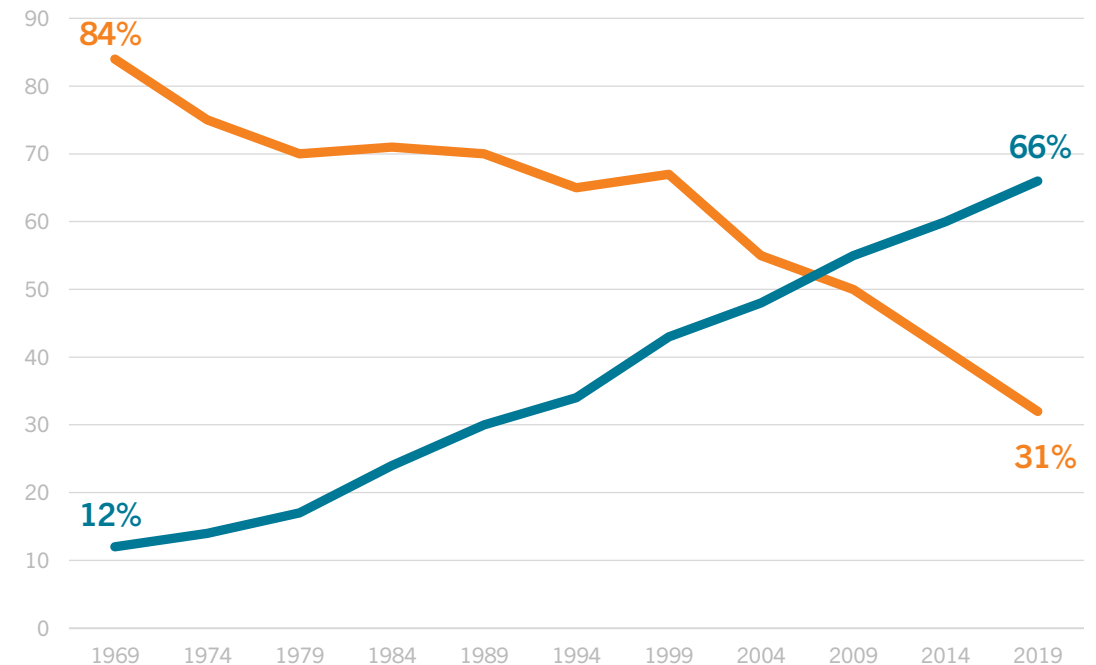
- .....
- **On Election Day '20**, AZ, MT, NJ, and SD legalized adult-use cannabis, and MS and SD legalized medical cannabis.
  - **In 2021**, NM, NY, and VA legalized adult-use cannabis.

- .....
- **Legalization of adult-use** in NJ and NY is putting pressure on neighboring states, such as PA, CT, and MD to legalize.

## Support for Full Legalization

1969-2019

● **YES, legal** ● **NO, illegal**



Source: Gallup Opinion Poll on Support for Legalization

# Our Strategic Priorities

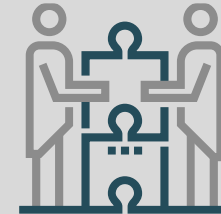
1

Extending our U.S. leadership by continuing to build out our national platform and winning brands



2

Building the foundation and infrastructure to rapidly capitalize upon potential federal legalization



3

Taking this strategy to the rest of the world as the global leader in cannabis



*“There’s never been a better time to be in  
cannabis, and there’s no better place to be  
than Curaleaf.”*

*Joe Bayern, CEO*



## Cautionary Note Regarding Forward-Looking Statements and Future-Oriented Financial Information

This presentation contains “forward-looking information” and “forward-looking statements” within the meaning of the Canadian securities laws and the United States Private Securities Litigation Reform Act of 1995 (“forward-looking statements”), including regarding the acquisition of GR Companies, Inc. (“Grassroots”) described herein (the “Acquisition”). Forward-looking statements also include, but are not limited to, statements regarding Curaleaf’s business objectives, expected growth, results of operations, performance and financial results, and statements with respect to the anticipated benefits of the Acquisition and Curaleaf’s ability to successfully integrate Grassroots’ business, which include, without limitation, cost saving synergies, future revenues, economic performance, economies of scale, accretive to adjusted net earnings per share, accretive to free cash flow per share, management strategy and growth prospect following the Acquisition. The pro forma information set forth in this presentation should not be considered as a prediction of what the actual financial position or other results of operation of the Corporation would have necessarily been had the Acquisition been completed as at, or for the periods stated. Forward-looking statements typically use the conditional, as well as words such as prospect, believe, estimate, forecast, synergies, project, expect, anticipate, plan, may, will, should, could and would, or the negative of these terms, variations thereof or similar terminology as they relate to Curaleaf, Grassroots or the combined entity following the Acquisition. Forward-looking statements also include any other statements that do not refer to historical facts.

These forward-looking statements are used to assist readers in obtaining a better understanding of Curaleaf's business, current objectives, strategic priorities, expectations and plans, including following the Acquisition, and may not be appropriate for other purposes. By their very nature, forward-looking statements are based on assumptions and involve inherent risks and uncertainties, both general and specific in nature. It is therefore possible that the forecasts, projections and other forward-looking statements will not be achieved or will prove to be inaccurate. Although Curaleaf believes that the expectations, opinions, projections and comments reflected in these forward-looking statements are reasonable and appropriate, it can give no assurance that such statements will prove to be correct. The assumptions generally used by Curaleaf in making forward-looking statements are included in Curaleaf's Management's Discussion and Analysis (the "Annual MD&A") for the financial quarter ended March 31, 2021 available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Curaleaf makes the following material assumptions, without limitation: availability of capital resources, performance of operating facilities, strength of market conditions, customer demand and satisfaction of customary closing conditions with respect to certain Grassroots locations subject to option agreements, service agreements or similar contractual relationships which may require state or local approval and licensing prior to close. If these assumptions are inaccurate, Curaleaf's or the combined entity's actual results could differ materially from those expressed or implied in such forward-looking statements.

Curaleaf cautions readers against placing undue reliance on forward-looking statements when making decisions, as the actual results could differ considerably from the opinions, plans, projections, objectives, expectations, forecasts, estimates and intentions expressed in such forward-looking statements due to various risk factors. These risk factors include, but are not limited to: the possible failure to realize anticipated benefits of the Acquisition or to achieve the full amount of anticipated cost saving synergies, increased indebtedness, transitional risks, Acquisition integration related risks, loss of certain key personnel of Grassroots, potential undisclosed costs or liabilities associated with the Acquisition, the information provided by Grassroots not being accurate or complete, changes in interest rates, inflation levels, general economic conditions, legislative and regulatory developments, changes in competition and general business risks including risks related to the COVID-19 pandemic.

Curaleaf further cautions that the foregoing list of factors is not exhaustive. For more information on the risks, uncertainties and assumptions that would cause Curaleaf's actual results to differ from current expectations, please also refer to the main risks, uncertainties and factors described in the Annual MD&A and in the Annual Information Form of Curaleaf for the fiscal year ended December 31, 2020, which have been updated in the Management's Discussion and Analysis for Curaleaf's first quarter ended March 31, 2021, as well as to other public filings available under Curaleaf's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The forward-looking statements contained in this presentation are expressly qualified in their entirety by the foregoing cautionary statements. The forward-looking statements contained herein reflect Curaleaf's expectations and beliefs as at the date hereof, and are subject to change after this date. Curaleaf does not undertake to update any forward-looking statements, whether oral or written, made by it or on its behalf, except to the extent required by applicable Canadian securities legislation or regulation. All subsequent forward-looking statements made by Curaleaf or any of its directors, officers or employees or any persons authorized to be acting on their behalf, whether written or oral, are expressly qualified in their entirety by the foregoing cautionary statements.

Financial outlook information contained in this presentation about prospective results of operations, financial position or cash flows is based on assumptions about future events, including economic conditions and proposed courses of action, and based on management's assessment of the relevant information available as of the date of this presentation. Readers are cautioned that such financial outlook information contained in this presentation should not be used for the purposes other than for which it is disclosed herein or therein, as the case may be.

## **Cannabis-Related Practices or Activities are Illegal Under U.S. Federal Laws**

Curaleaf derives 100% of its revenues from doing business in the cannabis industry in the U.S.. The concepts of “medical cannabis” and “adult-use cannabis” do not exist under U.S. federal law. The U.S. Federal Controlled Substances Act classifies “marihuana” as a Schedule I drug. Accordingly, cannabis-related practices or activities, including without limitation, the manufacture, sale, importation, possession, use or distribution of cannabis and its derivatives are illegal under U.S. federal law and the enforcement of the relevant laws poses a significant risk. These laws and their enforcement are in flux and vary dramatically from jurisdiction to jurisdiction. The enforcement of these laws and its effect on the Company and its business, employees, directors and shareholders are uncertain, and accordingly, involve considerable risk.

Strict compliance with state 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 proceeding which may be brought against the Company. Any such proceedings brought against

the Company may adversely affect the Company’s operations and financial performance. See “Risk Factors –Cannabis is a Controlled Substance under the United States Federal Controlled Substances Act” in the Annual MD&A. See also “Regulatory Environment:

Issuers With United States Cannabis-Related Assets” and “The States We Operate In, Their Legal Framework and How It Affects Our Business” in the Annual MD&A.

## **Cautionary Note to United States and Canadian Investors**

This presentation is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities of Curaleaf in any jurisdiction.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY, INCLUDING THE MERITS AND RISKS INVOLVED. THE COMPANY’S SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN PROVINCIAL SECURITIES REGULATOR PASSED ON THE ACCURACY OR ADEQUACY OF THIS PRESENTATION.

ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

## **Cautionary Note to European Investors**

European laws, regulations and their enforcement, particularly those pertaining to anti-money laundering, relating to making and/or holding investments in cannabis-related practices or activities are in flux and vary dramatically from jurisdiction to jurisdiction. The enforcement of these laws –some of which carry criminal liability – and their effect on shareholders are uncertain and involve considerable risk. Accordingly, all potential investors located in Europe (including without limitation, the United Kingdom) should take their own, independent legal advice based on their own circumstances prior to making any investment into the Company (whether directly or indirectly or acting on an agency or principal basis).

No Company securities shall or will be admitted to trading on a regulated market situated or operating in the European Economic Area or be advertised, offered, sold, transferred or delivered to the public in the European Economic Area. If any Company securities shall only be advertised, offered, sold, transferred or delivered to persons by making use of the exemption from the obligation to publish a securities prospectus with regard to the type of offer pursuant to Article 3(2) of the Prospectus Directive 2003/71/EG and amendments thereto, including the 2010 Prospectus Directive Amending Directive 2012/73/EU, implemented in the Member State of the European Economic Area that has implemented the Prospectus Directive, including any relevant implementing measure in each Relevant Member State (the “Prospectus Directive”). The representatives of the Company do not intend to target the European Economic Area market with regard to a public offering or an offering other than permitted by Article 3(2) of the Prospectus Directive.

## Non-IFRS Financial Measures

In this presentation, Curaleaf refers to certain non-IFRS financial measures such as Pro Forma Revenue (“PF Revenue”), Managed Revenue, Gross Profit on Cannabis Sales and Adjusted EBITDA (“AEBITDA”). These measures do not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other issuers. They should not be considered in isolation as a substitute for measures of performance prepared in accordance with IFRS and are not necessarily indicative of operating costs presented under IFRS. Curaleaf defines Managed Revenue as total revenue plus revenue from entities for which the Company has a management contract but does not consolidate the financial results based on IFRS 10 – Consolidated Financial Statements.

Curaleaf defines PF Revenue as Managed Revenue plus revenue from operations of pending and closed acquisitions as if such acquisitions occurred on the first day of the year or quarter presented, as applicable. In this presentation, PF Revenue includes revenue from the closed acquisition of Grassroots as if it occurred on July 1, 2020 and is based on information provided by the target company. Curaleaf defines Gross Profit on Cannabis Sales as retail and wholesale revenues less cost of goods sold.

AEBITDA is defined by Curaleaf as earnings before interest, taxes, depreciation and amortization less share-based compensation expense and one-time charges related to acquisition and financing related costs. Curaleaf considers these measures to be an important indicator of the financial strength and performance of its business.

## Currency

All financial information is in U.S. dollars, unless otherwise indicated.

## Third Party Information

Certain of the forward-looking statements and other information contained herein concerning the cannabis industry, its medical, adult-use and hemp-based CBD markets, and the general expectations of the Company concerning the industry and the Company’s business and operations are based on estimates prepared by the Company using data from publicly available governmental sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise and the Company has not independently verified any of the data from third-party sources referred to in this presentation, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying assumptions relied upon by such sources. To the extent such information obtained from third party sources, there is a risk that the assumptions made and conclusions drawn by the Company based on such representations are not accurate, and the cannabis industry involves risks and uncertainties that are subject to change based on various factors. The Company does not make any representation or warranty, express or implied as to, and no reliance should be placed on, the fairness, completeness, correctness or accuracy of such information.

## Taxation

Prospective investors should be aware that the purchase of securities of the Company or any entity related thereto may have tax consequences both in Canada and internationally. The Company assumes no responsibility for the tax consequences of any investment. Each prospective investor is strongly encouraged to consult its own tax advisor concerning any purchase of securities of the Company or any entity related thereto and the holding and disposition of any such securities. This presentation does not address the tax consequences of the purchase, ownership or disposition of any such securities.