

Ascend Wellness Holdings

Q1 2024 Earnings Presentation

CSE: AAWH-U.CN; OTCQX: AAWH

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS



This presentation includes forward-looking information and statements (together, "forward-looking statements"), which may include, but are not limited to, the plans, intentions, expectations, estimates, and beliefs of Ascend Wellness Holdings, Inc. ("AWH", "Ascend" or the "Company"). Words such as "expects", "continue", "will", "anticipates" and "intends" or similar expressions are intended to identify forward-looking statements. Without limiting the generality of the preceding statement, all statements in this presentation relating to estimated and projected revenue, expectations regarding production capacity, anticipated capital expenditures, expansion, profit, product demand, margins, costs, cash flows, sources of capital, growth rates, potential acquisitions, closing dates for transactions, regulatory approvals, future facility openings, and future financial and operating results are forward-looking statements. We caution investors that any such forward-looking statements are based on the Company's current projections, run rates, or expectations about future events and financial trends, the receipt of all required regulatory approvals, and on certain assumptions and analysis made by the Company in light of the experience of the Company and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Forward-looking statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking statements herein. Such factors include, among other, the risks and uncertainties identified in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, and in the Company's other reports and filings with the applicable Canadian securities administrators on its profile on SEDAR+ at <https://www.sedarplus.ca/> and the United States Securities and Exchange Commission ("SEC") on its profile on EDGAR at www.sec.gov. Although the Company believes that any forward-looking statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such statements, there can be no assurance that any such forward-looking statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking statements. Any forward-looking statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws. No securities regulator nor the Canadian Securities Exchange has reviewed, approved or disapproved the content of this presentation.

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Certain information in this presentation, including industry information and estimates, is obtained from third-party sources, including public sources, and there can be no assurance as to the accuracy or completeness of such information. Although believed to be reliable, management of the Company has not independently verified any of the data from third-party sources unless otherwise stated.

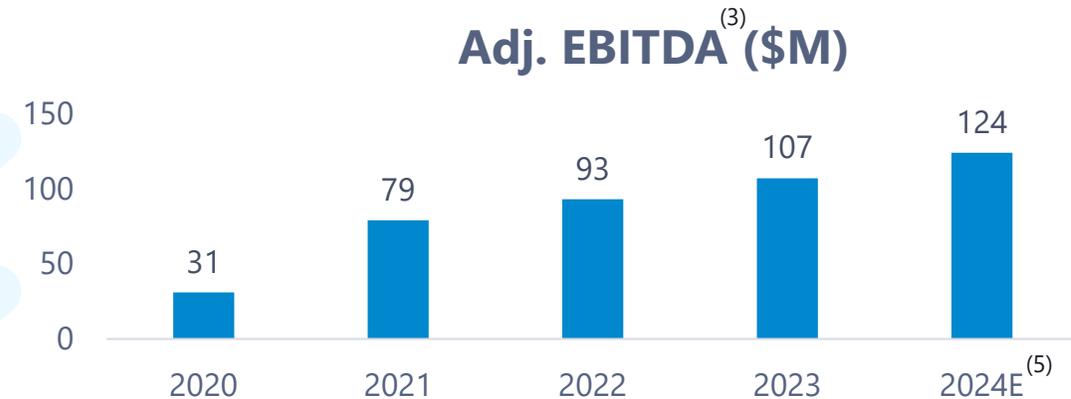
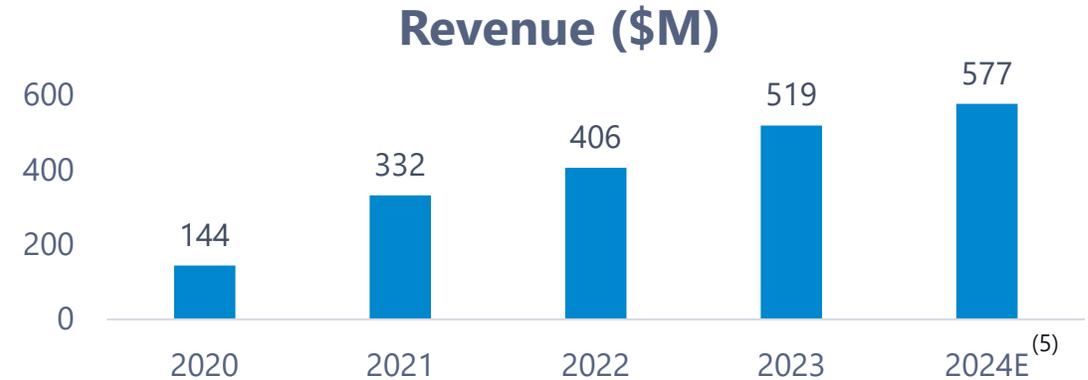


OVERVIEW

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

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

| | |
|---|---|
| Founded | 2018 |
| Headquarters | New York |
| Employees | ~2,400 |
| States of Operation | IL, MA, MD, MI, NJ, OH, PA |
| Dispensaries / Cultivation | 36 operating ⁽¹⁾ / 7 operating |
| EV⁽²⁾ | \$535.2M |
| Market Cap⁽²⁾ | \$297.6M |
| EV / 2024 Revenue Estimates⁽⁵⁾ | 0.9x |
| EV / 2024 Adj. EBITDA Estimates⁽⁵⁾ | 4.3x |
| Total Debt, net⁽⁴⁾ / Net Debt⁽⁴⁾ | \$310.5M / \$237.6M |



(1) Includes 2 stores which opened subsequent to end of Q4 (Monaca, PA and Cincinnati, OH).

(2) Includes 211.4M Class A Common Shares, 65k Class B shares, 18.7M of unvested Restricted Stock Units and/or Restricted Stock Awards, and 0.5M dilutive options that are in the money at quarter end. Dilution was calculated using the treasury stock method and a 3/31/24 share price of US\$1.29 on the CSE. There are also 4.6M warrants outstanding, none of which were in the money at quarter-end: 1.3M have an exercise price of \$4.00/sh; 3.1M have an exercise price of \$3.10/sh; and 0.2M have an exercise price of \$2.64/sh. A total of 3.8M options are outstanding at quarter-end, of which a total of 2.1M are exercisable.

(3) Please see appendix of this presentation for reconciliation of "non-GAAP" to "GAAP" measures. We have not presented a quantitative reconciliation of the forward-looking non-GAAP financial measure "Adjusted EBITDA" to its most directly comparable GAAP financial measure because it is impracticable to forecast certain items without unreasonable efforts due to the uncertainty and inherent difficulty of predicting the occurrence and financial impact of the periods in which such financial impact might be recognized.

(4) Total Debt, net is equal to Total Debt less unamortized deferred financing costs. Net Debt is equal to Total Debt, net less Cash & Equivalents.

(5) Based on consensus estimates as of 4/23/24. See discussion of forward-looking statements on slide 2.

EXPANDING FOOTPRINT

7 States

36 operating dispensaries

ILLINOIS

10 retail
3 partner retail planned¹
1 cultivation / processing

NEW JERSEY

3 retail
1 partner retail planned¹
1 cultivation / processing

MICHIGAN

8 retail
1 cultivation / processing

MASSACHUSETTS

3 retail
2 cultivation / processing

OHIO

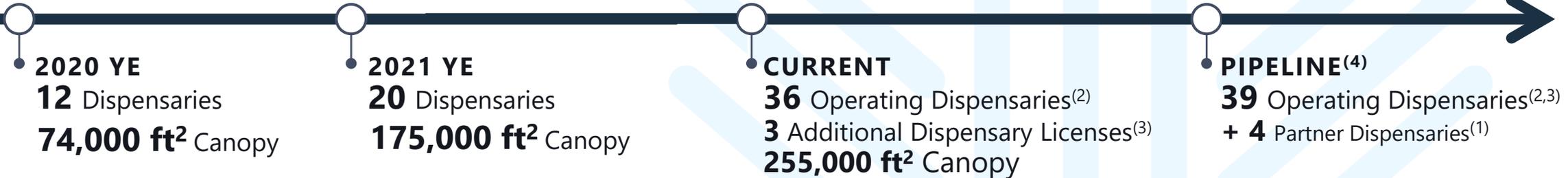
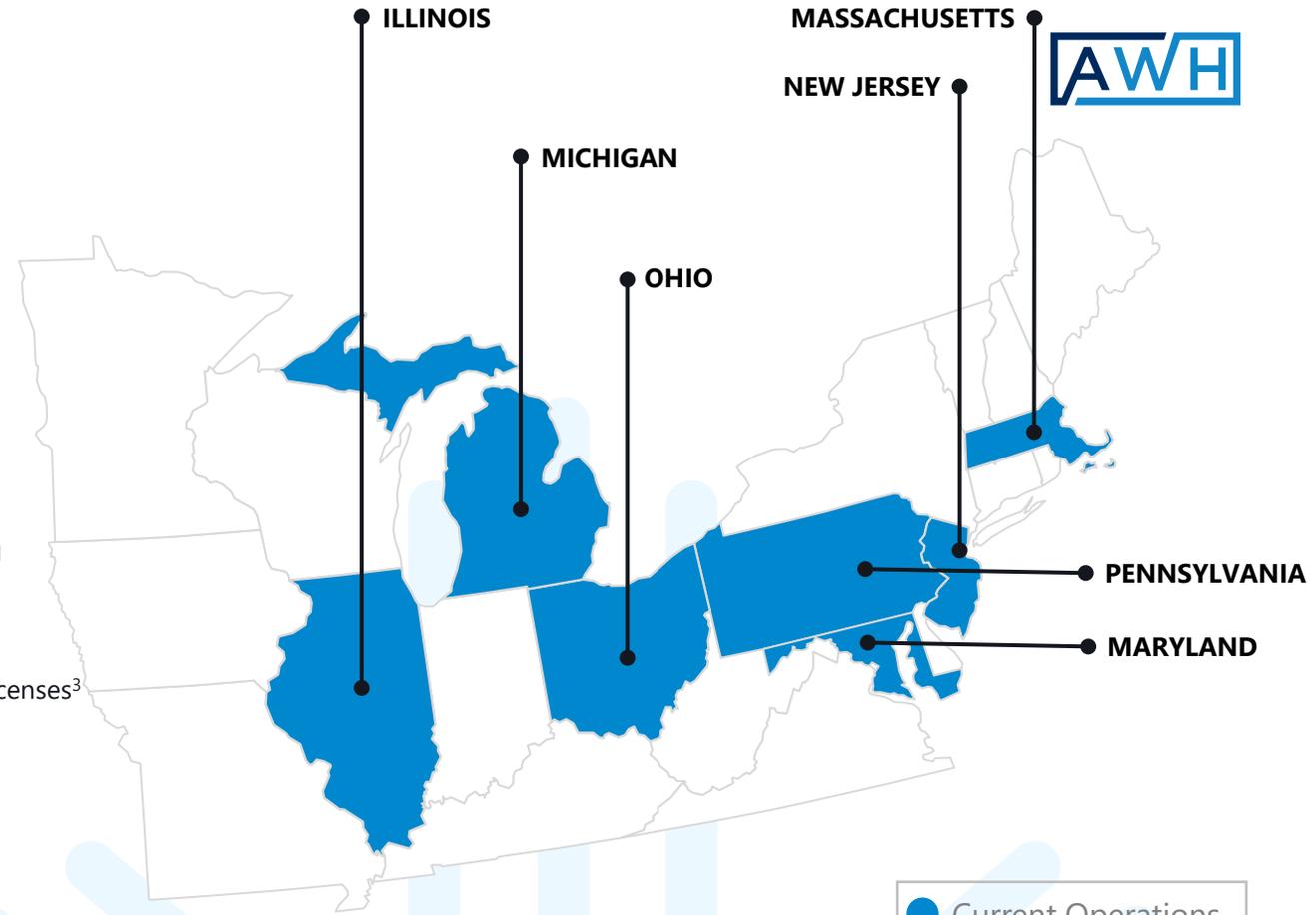
5 medical retail²
1 cultivation / processing

PENNSYLVANIA

3 retail
3 planned medical retail licenses³
1 cultivation / processing

MARYLAND

4 retail



(1) Includes partnership transactions in Illinois and New Jersey, which are not yet closed and subject to regulatory approval.

(2) Includes pending acquisition of Ohio Patient Access LLC.

(3) License is owned by AWH, but the site is not yet operational and/or under construction. Includes 3 Pennsylvania dispensaries.

(4) See discussion of forward-looking statements on slide 2.

Note: Timeline illustrative; does not necessarily reflect scale. Canopy includes total canopy (vegetation, flower, and propagation).

KEY MARKET AND BUSINESS HIGHLIGHTS

Strong Q1 2024 Financial Results

- 25% Y/Y Revenue⁽¹⁾ growth
- 39% Y/Y Adjusted EBITDA⁽²⁾ growth, with 239 bps margin expansion
- Positive Cash from Operations for fifth consecutive quarter

Federal Catalysts on the Horizon

- Historic decision by DEA to agree with HHS recommendation
- DOJ lawsuit oral arguments on 5/22/24

Business Updates

- Pursuing partnership strategy to further expand retail footprint; this strategy combined with continued wholesale growth will help to offset increased competition in NJ and IL
- Ready for Adult-Use in Ohio; 5 stores ready for adult-use, which is expected to start by summer; actively pursuing 3 additional dispensaries

Refinancing Update

- Initiated Dutch Auction process to consider debt pay down
- Positive discussions in early process to refinance 2025 Term Loan



(1) Net revenue excludes revenue from intercompany sales.

(2) Please see appendix of this presentation for reconciliation of "non-GAAP" to "GAAP" measures.

FLAGSHIP LOCATIONS

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

- ✓ Prioritize high-traffic locations
- ✓ Significant parking
- ✓ Optimized retail footprint



RETAIL UPDATE

Continued progress despite traditional Q1 seasonality

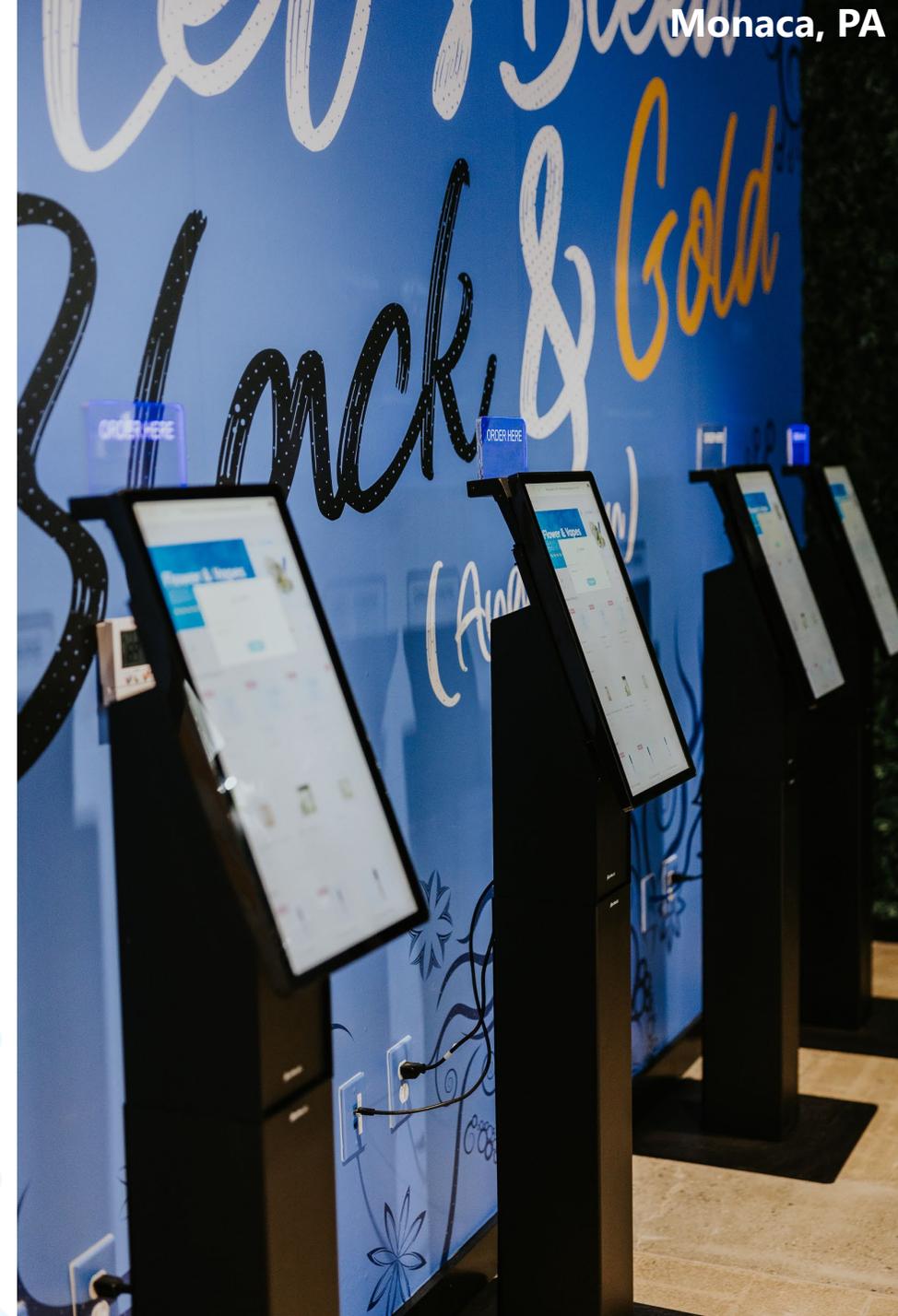
2

STORES OPENED SINCE
THE END OF 4Q23

51%

OF RETAIL SALES FROM
AWH PRODUCED
PRODUCT

- Retail revenue in line with expectations, up **15% Y/Y** and down **2% Q/Q** to **\$95.2M**
- Retail revenue contributes **67%** of total net revenue
- Loyalty program continues to grow; **89%** of retail transactions now loyalty members
- **7** dispensaries in the pipeline, including **4** partner stores



STRENGTHENING IN-HOUSE PRODUCT BENCH

Completing the good-better-best spectrum; continue to complement with partner brands

#1 in MA¹

#3 in IL¹
#3 in NJ¹



| Grab n' Go, Ready to Rip | The easy way up | The smoke you smoke when you wanna great smoke | Putting you in the zone to get sh*t done | Only the finest cannabis products | Curated fire phenos |
|--------------------------|--------------------------|--|--|--|---------------------------------|
| IL, MA, NJ, OH, PA | IL, MA, MI, NJ, OH, PA | IL, MA, MI, NJ, OH, PA | IL, MA | IL, MI, NJ, PA | IL, MA |
| \$\$\$\$\$ | \$\$\$\$\$ | \$\$\$\$\$ | \$\$\$\$\$ | \$\$\$\$\$ | \$\$\$\$\$ |
| Flower, Pre-rolls | Flower, Pre-rolls, Vapes | Flower, Pre-rolls, Concentrates, Vapes and Gummies | THC-V products | Premium flower, Pre-rolls, Concentrates, Vapes | Super-premium flower, Pre-rolls |



(1) According to BDSA

WHOLESALE UPDATE

Brand portfolio jumps another spot in brand rankings

3rd

MOVED UP +1 TO 3rd
LARGEST BRAND⁽¹⁾
HOUSE IN IL, MA, NJ

40%

INCREASE IN 3rd PARTY
WHOLESALE DOORS Y/Y

- Gross wholesale revenue up **35% Y/Y** and **4% Q/Q** to **\$79.0M**
- Net wholesale revenue up **50% Y/Y** and **10% Q/Q** to **\$47.2M**
- Kitchen operational and initial flower rooms planted in Amesbury, MA cultivation; gummies on shelves in MA
- Secured two long-term cultivation and manufacturing supply agreements in Maryland

(1) According to BDSA



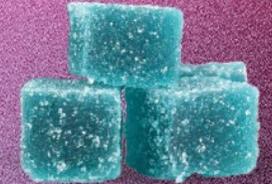
INTRODUCING NEW

EFFECT-BASED SOFT CHEWS



**BOOSTING
GREEN APPLE**

THC:THCV 1:1



**RESTORING
BLUE RASPBERRY**

THC:CBD 1:1



**DREAMING
GRAPE**

THC:CBN 2:1



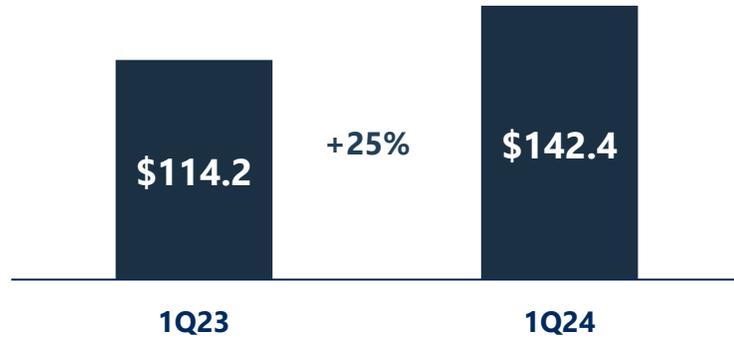
**BALANCING
BLOOD ORANGE**

CBG:THC 2:1

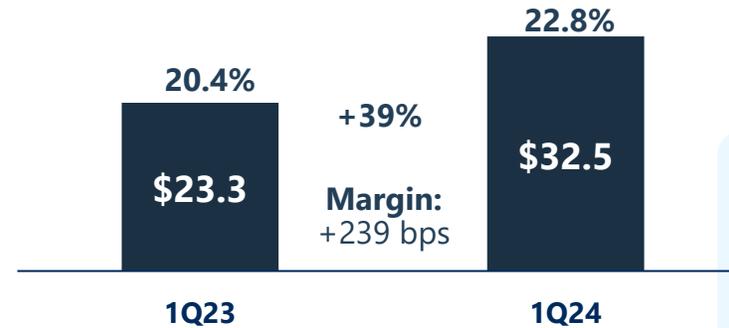
Q1 FINANCIAL HIGHLIGHTS

Y/Y: Q1'23 VS. Q1'24

Net Revenue¹ US\$ Millions



Adj. EBITDA / Margin² US\$ Millions



Y/Y

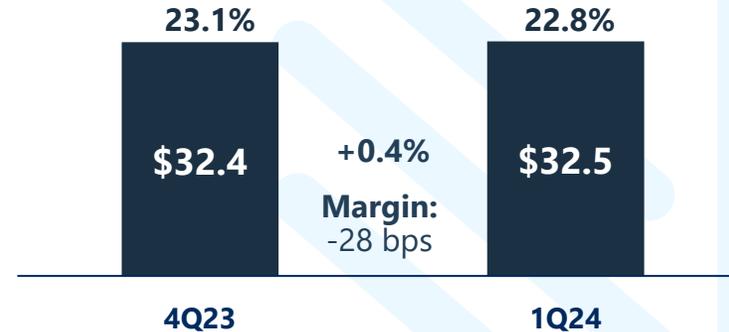
- Revenue growth driven by 8 store openings, acquisition of 4 stores in MD, and gross wholesale growth in 6 markets.
- Adj. EBITDA dollars up driven by contributions from NJ cultivation, MD retail, MA cultivation and retail, and PA retail.

Q/Q: Q4'23 VS. Q1'24

Net Revenue¹ US\$ Millions



Adj. EBITDA / Margin² US\$ Millions



Q/Q

- Revenue increases driven by growth in gross wholesale in IL, NJ, PA and OH; partially offset by retail declines in NJ, MA, IL, and MI.
- Adj. EBITDA dollars up primarily driven by contributions from NJ and IL cultivation, and MA retail.

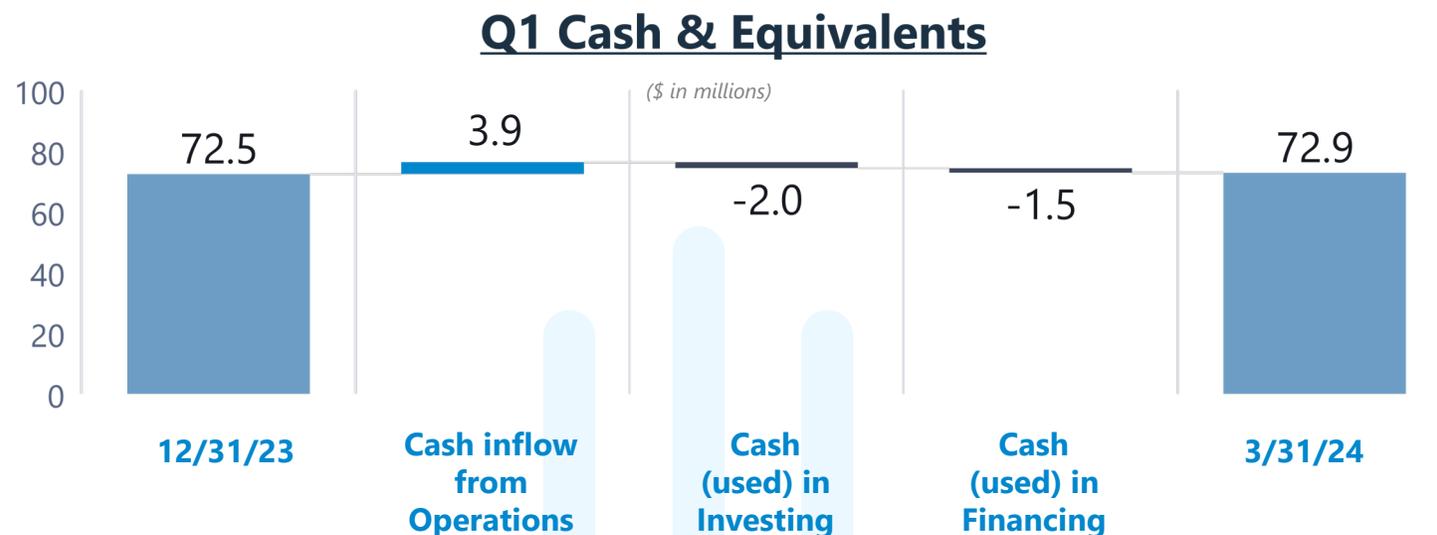
(1) Net revenue excludes revenue from intercompany sales.

(2) Please see appendix of this presentation for reconciliation of "non-GAAP" to "GAAP" measures.

Q1 2024 BALANCE SHEET AND CASH FLOW



| | 3/31/24 |
|---|----------|
| (in millions) | |
| Cash & Equivalents | \$72.9M |
| Fully Diluted Shares Outstanding Basic & Diluted⁽¹⁾ | 230.7M |
| Total Debt, net⁽²⁾ | \$310.5M |
| Net Debt⁽³⁾ | \$237.6M |
| Enterprise Value⁽⁴⁾ | \$535.2M |



- Fifth consecutive quarter of generating cash from operations. \$3.9M cash generated, driven by profits and partially offset by a working capital use.
- \$2.0M cash used for investing, driven by \$7M capital expenditures used to support dispensary builds and cultivation improvements, as well as the purchase of cultivation facility in Massachusetts, partially offset by cash inflow for selling the debt of a Maryland asset.
- \$1.5M cash used for financing related to debt service and taxes withheld for equity-based compensation plans.

(1) Includes 211.4M Class A Common Shares, 65k Class B shares, 18.7M of unvested Restricted Stock Units and/or Restricted Stock Awards, and 0.5M dilutive options that are in the money at quarter end. Dilution was calculated using the treasury stock method and a 3/31/24 share price of US\$1.29 on the CSE. There are also 4.6M warrants outstanding, none of which were in the money at quarter-end: 1.3M have an exercise price of \$4.00/sh; 3.1M have an exercise price of \$3.10/sh; and 0.2M have an exercise price of \$2.64/sh. A total of 3.8M options are outstanding at quarter-end, of which a total of 2.1M are exercisable.

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

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

(4) Market cap equals \$297.6M or 230.7 million FDSO times 3/31/24 share price of US\$1.29 on the CSE. Enterprise value is calculated by adding net debt of \$237.6M to this market value.

Note: waterfall may not foot due to rounding.

LOOKING AHEAD⁽¹⁾

Positioned to execute on key initiatives and deliver a strong 2024

| Metric | Guidance |
|-------------------------------------|-----------------|
| Revenue ⁽²⁾ | \$580M - \$595M |
| Adjusted EBITDA ⁽³⁾ | \$125M - \$130M |
| Cash from Operations ⁽⁴⁾ | \$55M - \$65M |
| Capital expenditures | \$35M - \$40M |

Expect to deliver double digit top and bottom-line growth and continued cash generation in 2024

(1) See discussion of forward-looking statements on slide 2.

(2) Revenue net of intercompany sales.

(3) See appendix of this presentation for reconciliation of "non-GAAP" to "GAAP" measures.

(4) Cash from Operations assumes we pay in-period estimates of non-280e portion of Federal taxes throughout 2024.

SOLID INVESTMENT THESIS



Bullish on the investment thesis and prospects for the Company

STRONG BALANCE SHEET

- Completed first full year of positive Cash from Operations (CFO) and Positive Free Cash Flow (FCF)
- Expect to generate positive CFO and FCF for 2024 FY⁽¹⁾
- Plan to complete refinancing prior to when term loan becomes current

BUSINESS UPSIDE

- Continued upside in existing business; 2 of 7 markets operating as medical today
- Ability to continue leveraging core infrastructure as assets and adult use markets are 'turned on'

DISCIPLINED CAPITAL ALLOCATION

- Track record of disciplined capital allocation and successful execution of accretive M&A
- Primarily deploying capital in high ROI, limited license markets

REGULATORY CATALYSTS

- DEA historic agreement with HHS
- Multiple legislative pathways remain in play

VALUATION OPPORTUNITY

- Trade at a meaningful discount to peer group
- Peer group trades at discount relative to CPG, Alcohol, Retail, and other industries

(1) See appendix of this presentation for reconciliation of "non-GAAP" to "GAAP" measures.

Let's

APPENDIX

Ascend

UPSIDE IN TODAY'S PORTFOLIO¹

Significant upside from assets "turning on", markets flipping to adult-use, and addition of partner stores



Cincinnati, OH
Dispensary



Monaca, PA
Dispensary



Cranberry, PA
Dispensary



Whitehall, PA
Dispensary



NJ Partner
Dispensary



IL Partner
Dispensary 1



Wharton, NJ
Dispensary
Re-Location



6th PA
Dispensary



IL Partner
Dispensary 2



IL Partner
Dispensary 3

OH Adult-Use
Commence²

PA Adult-Use
Commence³



(1) See discussion of forward-looking statements on slide 2.

(2) OH has legalized adult-use. The state is still in process of creating the rules & regulations. It is commonly believed that adult-use sales will commence in OH by Q3.

(3) PA has not yet legalized adult-use. The Company anticipates adult-use to commence in 2025.

GAAP RECONCILIATIONS



| | Q1 2022 | Q2 2022 | Q3 2022 | Q4 2022 | FY2022 | Q1 2023 | Q2 2023 | Q3 2023 | Q4 2023 | FY 2023 | Q1 2024 |
|--|------------------|------------------|------------------|------------------|-------------------|------------------|------------------|------------------|------------------|-------------------|------------------|
| Adjusted Gross Profit | | | | | | | | | | | |
| Gross Profit | \$ 23,447 | \$ 32,968 | \$ 36,636 | \$ 41,512 | \$ 134,563 | \$ 35,704 | \$ 28,319 | \$ 43,556 | \$ 47,541 | \$ 155,120 | \$ 52,037 |
| <i>Gross Margin</i> | 27.6% | 33.8% | 32.9% | 37.0% | 33.1% | 31.3% | 23.0% | 30.8% | 33.9% | 29.9% | 36.5% |
| Depreciation and amortization included in cost of goods sold | 2,943 | 3,953 | 4,722 | 3,742 | 15,360 | 6,327 | 8,503 | 7,435 | 7,184 | 29,449 | 7,662 |
| Equity-based compensation included in cost of goods sold | 3,995 | 3,167 | 2,629 | 1,836 | 11,627 | 50 | 1,931 | 2,476 | 2,054 | 6,511 | 2,211 |
| Start-up costs included in cost of goods sold ⁽¹⁾ | 3,923 | 4,248 | 2,610 | 2,263 | 13,044 | 1,570 | - | - | - | 1,570 | - |
| Non-cash inventory adjustments ⁽²⁾ | 2,204 | 112 | 4,049 | 4,113 | 10,478 | 3,942 | 6,172 | 2,938 | 3,298 | 16,350 | 474 |
| Adjusted Gross Profit | \$ 36,513 | \$ 44,448 | \$ 50,646 | \$ 53,466 | \$ 185,072 | \$ 47,593 | \$ 44,925 | \$ 56,405 | \$ 60,077 | \$ 209,000 | \$ 62,384 |
| Adjusted Gross Margin | 42.9% | 45.6% | 45.5% | 47.7% | 45.6% | 41.7% | 36.5% | 39.9% | 42.9% | 40.3% | 43.8% |

| | Q1 2022 | Q2 2022 | Q3 2022 | Q4 2022 | FY2022 | Q1 2023 | Q2 2023 | Q3 2023 | Q4 2023 | FY 2023 | Q1 2024 |
|---|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|-------------------|------------------|
| Adjusted EBITDA | | | | | | | | | | | |
| Net Income / (Loss) | \$ (27,815) | \$ (21,172) | \$ (16,862) | \$ (15,050) | \$ (80,899) | \$ (18,472) | \$ 841 | \$ (11,240) | \$ (19,343) | \$ (48,214) | \$ (18,163) |
| Income tax expense | 7,107 | 11,472 | 11,178 | 11,936 | 41,693 | 10,017 | 4,737 | 6,726 | 11,974 | 33,454 | 12,510 |
| Other, net | (103) | (151) | (273) | (229) | (756) | (265) | (24,044) | (902) | (632) | (25,843) | (310) |
| Interest expense | 6,031 | 9,246 | 8,434 | 8,725 | 32,436 | 8,975 | 10,481 | 8,963 | 8,565 | 36,984 | 8,538 |
| Depreciation and amortization | 5,675 | 7,010 | 7,994 | 8,776 | 29,455 | 13,719 | 15,543 | 14,930 | 14,791 | 58,983 | 16,380 |
| Non-cash inventory adjustments ⁽²⁾ | 2,204 | 112 | 4,049 | 4,113 | 10,478 | 3,942 | 6,172 | 2,938 | 3,298 | 16,350 | 474 |
| Equity-based compensation | 6,499 | 7,055 | 6,382 | 3,059 | 22,995 | 3,005 | 4,129 | 5,610 | 5,600 | 18,344 | 8,680 |
| Start-up costs ⁽³⁾ | 4,760 | 5,364 | 6,563 | 6,669 | 23,356 | 2,036 | 278 | 504 | 579 | 3,397 | 494 |
| Transaction-related and other non-recurring expenses ⁽⁴⁾ | 6,194 | 2,027 | 601 | 297 | 9,119 | 793 | 2,971 | 1,996 | 7,519 | 13,279 | 3,883 |
| (Gain) / loss on sale of assets | 818 | (72) | (296) | (105) | 345 | (442) | 216 | - | - | (226) | (11) |
| Litigation settlement | 5,000 | | | | 5,000 | - | - | - | - | - | - |
| Adjusted EBITDA | \$ 16,370 | \$ 20,891 | \$ 27,770 | \$ 28,191 | \$ 93,222 | \$ 23,308 | \$ 21,324 | \$ 29,525 | \$ 32,351 | \$ 106,508 | \$ 32,475 |
| Adjusted EBITDA Margin | 19.2% | 21.4% | 25.0% | 25.1% | 23.0% | 20.4% | 17.3% | 20.9% | 23.1% | 20.5% | 22.8% |

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

(2) Consists of write-offs of expired products, obsolete packaging, and net realizable value adjustments related to certain inventory items.

(3) One-time costs associated with acquiring real estate, obtaining licenses and permits, and other costs incurred before commencement of operations at certain locations, as well as incremental expenses associated with the expansion of activities at our cultivation facilities that are not yet operating at scale, including excess overhead expenses resulting from delays in regulatory approvals at certain cultivation facilities. Also includes other one-time expenses related to certain reserves, as well as fair value adjustments related to earn-outs, as applicable.

(4) Legal and professional fees associated with litigation matters, potential acquisitions, and other regulatory matters and other non-recurring expenses.

USE OF NON-GAAP FINANCIAL METRICS AND ADDITIONAL INFORMATION



Financial results are reported in accordance with U.S. generally accepted accounting principles (“GAAP”) and all currency is in U.S. dollars. This presentation includes certain non-GAAP financial measures, as defined by the SEC, including Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Adjusted EBITDA Margin. We present these non-GAAP financial measures because we believe they assist investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are included in this appendix. We have not presented a quantitative reconciliation of the forward-looking non-GAAP financial measures to their most directly comparable GAAP financial measures because it is impracticable to forecast certain items without unreasonable efforts due to the uncertainty and inherent difficulty of predicting the occurrence and financial impact of and the periods in which such items may be recognized.

We define “Adjusted Gross Profit” as gross profit excluding non-cash inventory costs, which include depreciation and amortization included in cost of goods sold, equity-based compensation included in cost of goods sold, start-up costs included in cost of goods sold, and other non-cash inventory adjustments. We define “Adjusted Gross Margin” as Adjusted Gross Profit as a percentage of net revenue. We define “Adjusted EBITDA Margin” as Adjusted EBITDA as a percentage of net revenue. Management calculates Adjusted EBITDA as the reported net loss, adjusted to exclude: income tax expense, other (income) expense, interest expense, depreciation and amortization, depreciation and amortization included in cost of goods sold, non-cash inventory adjustments, equity-based compensation, equity-based compensation included in cost of goods sold, start-up costs, start-up costs included in cost of goods sold, transaction-related and other non-recurring expenses, and gain or loss on sale of assets. Accordingly, management believes that Adjusted EBITDA provides meaningful and useful financial information, as this measure demonstrates the operating performance of the business.

Investors should be cautioned that Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA and Adjusted EBITDA Margin should not be construed as alternatives for, or superior to, earnings, cash flow from operating activities or other measures of financial results determined in accordance with GAAP and may not be comparable to similar non-GAAP measures presented by other companies.



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