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 June 30, 2020

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: 001-38594

Tilray, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**82-4310622** **(I.R.S. Employer Identification No.)**

1100 Maughan Road
Nanaimo, BC, Canada, V9X IJ2
(Address of principal executive offices)
(Zip Code)
Registrant's telephone number, including area code: (844) 845-7291

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class 2 Common Stock, $0.0001 par value per share	TLRY	The Nasdaq Global Select Market

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 August 10, 2020, the registrant had 15,751,745 shares of Class 1 Common Stock, $0.0001 par value per share, and 111,425,828 shares of Class 2 Common Stock, $0.0001 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

TILRAY, INC.
Condensed Consolidated Balance Sheets
(in thousands of United States dollars, except for share and par value data, unaudited)

	June 30, 2020	December 31, 2019
Assets		
Current assets		
Cash and cash equivalents	$ 137,211	$ 96,791
Accounts receivable, net of allowance for credit losses of $889 and provision for sales returns of $1,302 (December 31, 2019 - $615 and $1,400, respectively)	26,614	36,202
Inventory	93,089	87,861
Prepayments and other current assets	26,217	38,173
Assets held for sale	6,664	—
Total current assets	289,795	259,027
Property and equipment, net	176,080	184,217
Operating lease, right-of-use assets	17,921	17,514
Intangible assets, net	179,773	228,828
Goodwill	156,371	163,251
Equity method investments	8,743	11,448
Other investments	22,545	24,184
Other assets	4,500	7,861
Total assets	$ 855,728	$ 896,330
Liabilities		
Current liabilities		
Accounts payable	22,203	39,125
Accrued expenses and other current liabilities	34,532	50,829
Accrued lease obligations	3,383	2,473
Warrant liability	103,549	—
Total current liabilities	163,667	92,427
Accrued lease obligations	28,522	29,407
Deferred tax liability	46,866	53,363
Convertible notes, net of issuance costs	435,454	430,210
Senior Facility, net of transaction costs	44,638	—
Other liabilities	5,094	5,652
Total liabilities	$ 724,241	$ 611,059
Commitments and contingencies (refer to Note 18)		
Stockholders' equity		
Class 1 common stock ($0.0001 par value, 250,000,000 shares authorized; 15,751,745 and 16,666,665 shares issued and outstanding, respectively)	2	2
Class 2 common stock ($0.0001 par value; 500,000,000 shares authorized; 110,179,667 and 86,114,560 shares issued and outstanding, respectively)	11	9
Additional paid-in capital	856,083	705,671
Accumulated other comprehensive income	231	9,719
Accumulated deficit	(724,840)	(430,130)
Total stockholders' equity	131,487	285,271
Total liabilities and stockholders' equity	$ 855,728	$ 896,330

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

TILRAY, INC.
Condensed Consolidated Statements of Net Loss and Comprehensive Loss
(in thousands of United States dollars, except for share and per share data, unaudited)

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
Revenue	$ 50,414	$ 45,904	$ 102,516	$ 68,942
Cost of sales				
Product costs	37,204	33,430	74,392	50,759
Inventory valuation adjustments	18,629	201	22,673	525
Gross (loss) profit	(5,419)	12,273	5,451	17,658
General and administrative expenses	14,444	16,562	32,220	29,496
Sales and marketing expenses	12,833	14,366	30,709	22,187
Research and development expenses	652	1,528	1,910	2,576
Stock-based compensation expenses	7,647	7,923	15,324	13,659
Depreciation and amortization expenses	3,337	2,392	6,928	4,257
Impairment of assets	28,371	—	58,210	—
Acquisition-related expenses, net	1,790	2,464	4,145	6,888
Loss from equity method investments	1,327	—	3,075	—
Operating loss	(75,820)	(32,962)	(147,070)	(61,405)
Foreign exchange (gain) loss, net	(13,326)	(1,611)	14,743	(1,432)
Change in fair value of warrant liability	11,210	—	83,188	—
Interest expenses, net	10,564	8,581	19,710	17,325
Finance income from ABG	—	(212)	—	(347)
Other expense (income), net	333	(1,224)	4,983	(5,069)
Loss before income taxes	(84,601)	(38,496)	(269,694)	(71,882)
Deferred income tax recoveries	(2,875)	(2,642)	(4,147)	(6,419)
Current income tax expenses (benefit)	(39)	447	262	207
Net loss	$ (81,687)	$ (36,301)	$ (265,809)	$ (65,670)
Net loss per share - basic and diluted	(0.65)	(0.37)	(2.30)	(0.68)
Weighted average shares used in computation of net loss per share - basic and diluted	124,763,445	97,231,839	115,593,533	96,037,142
Net loss	$ (81,687)	$ (36,301)	$ (265,809)	$ (65,670)
Foreign currency translation gain (loss), net	7,184	2,924	(9,449)	2,449
Unrealized gain (loss) on available-for-sale debt securities	35	50	(39)	69
Other comprehensive income (loss)	7,219	2,974	(9,488)	2,518
Comprehensive loss	$ (74,468)	$ (33,327)	$ (275,297)	$ (63,152)

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

TILRAY, INC.
Condensed Consolidated Statements of Stockholders' Equity
(in thousands of United States dollars, except for share data, unaudited)

	Common stock		Additional paid-in capital	Accumulated other comprehensive (loss) income	Accumulated deficit	Total stockholders' equity (deficit)
	Number of shares	Amount				
Balance as of December 31, 2018	93,170,867	$ 10	$ 302,057	$ 3,763	$ (108,177)	$ 197,653
Cumulative effect adjustment from transition to ASU 2016-01	—	—	—	803	(803)	—
Cumulative effect adjustment from transition to ASC 842	—	—	—	—	19	19
Shares issued for Natura acquisition	180,332	—	15,100	—	—	15,100
Shares issued for Manitoba Harvest acquisition	1,209,946	—	96,844	—	—	96,844
Shares issued for ABG Profit Participation Agreement	1,680,214	—	125,097	—	—	125,097
ABG finance receivable, net of finance income of $2,700	—	—	(30,292)	—	—	(30,292)
Shares issued under stock-based compensation plans	545,000	—	931	—	—	931
Shares issued for employee compensation	11,868	—	649	—	—	649
Stock-based compensation expenses	—	—	5,736	—	—	5,736
Other comprehensive loss	—	—	—	(456)	—	(456)
Net loss	—	—	—	—	(29,369)	(29,369)
Balance as of March 31, 2019	96,798,227	$ 10	$ 516,122	$ 4,110	$ (138,330)	$ 381,912
Shares issued under stock-based compensation plans	530,943	—	3,483	—	—	3,483
Shares issued for investment acquisition	28,361	—	70	—	—	70
Stock-based compensation expenses	—	—	7,923	—	—	7,923
Other comprehensive income	—	—	—	2,974	—	2,974
Net loss	—	—	—	—	(36,301)	(36,301)
Balance at June 30, 2019	97,357,531	$ 10	$ 527,598	$ 7,084	$ (174,631)	$ 360,061
Balance at December 31, 2019	102,781,225	$ 11	$ 705,671	$ 9,719	$ (430,130)	$ 285,271
Proceeds from ABG Profit Participation Arrangement	—	—	1,353	—	—	1,353
Write-off of ABG finance receivable	—	—	28,900	—	(28,900)	—
Escrow shares released from downstream merger	(7,659)	—	(151)	—	—	(151)
Shares issued for common stock at-the-market, net of issuance costs	2,265,115	—	27,027	—	—	27,027
Shares issued for investments	6,934	—	—	—	—	—
Shares issued under stock-based compensation plans	597,868	—	1,079	—	—	1,079
Stock-based compensation expenses	—	—	7,677	—	—	7,677
Shares issued under registered offering, net of issuance costs	7,250,000	1	19,827	—	—	19,828
Shares issued for exercise of pre-funded warrants	11,750,000	1	49,053	—	—	49,054
Other comprehensive loss	—	—	—	(16,707)	—	(16,707)
Net loss	—	—	—	—	(184,123)	(184,123)
Balance at March 31, 2020	124,643,483	$ 13	$ 840,436	$ (6,988)	$ (643,153)	$ 190,308
Escrow shares released from downstream merger	(42,785)	—	(378)	—	—	(378)
Shares issued for common stock at-the-market, net of issuance costs	447,289	—	3,842	—	—	3,842
Shares issued under stock-based compensation plans	883,425	—	4,536	—	—	4,536
Stock-based compensation expenses	—	—	7,647	—	—	7,647
Other comprehensive income	—	—	—	7,219	—	7,219
Net loss	—	—	—	—	(81,687)	(81,687)
Balance at June 30, 2020	125,931,412	13	856,083	231	(724,840)	131,487

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

TILRAY, INC.
Condensed Consolidated Statements of Cash Flows
(in thousands of United States dollars, unaudited)

	Six months ended June 30, 2020	Six months ended June 30, 2019
Operating activities		
Net loss	$ (265,809)	$ (65,670)
Adjusted for the following items:		
Inventory valuation adjustments	22,673	525
Depreciation and amortization expenses	8,886	5,764
Impairment of assets	58,210	—
Stock-based compensation expenses	15,324	13,659
Change in fair value of warrant liability	83,188	—
Loss from equity method investments	3,075	—
Loss (gain) from equity investments measured at fair value	767	(577)
Loss from sale of investment	65	—
Interest on debt securities	(406)	—
Deferred taxes	(4,147)	(6,419)
Amortization of discount on convertible notes	5,244	5,033
Amortization of transaction costs on Senior Facility	536	—
Foreign currency (gain) loss	14,743	(88)
Accretion related to obligations under finance leases	317	117
Issuance costs on registered offering recorded to net loss	3,953	—
Credit loss expenses	317	795
Provision for sales returns	(98)	—
Loss on disposal of property and equipment	436	112
Other non-cash items	231	141
Changes in non-cash working capital:		
Accounts receivable	9,144	(2,219)
Inventory	(20,892)	(38,729)
Prepayments and other current assets	6,200	(31,963)
Accounts payable	(16,478)	(160)
Accrued expenses and other current liabilities	(15,982)	9,452
Net cash used in operating activities	(90,503)	(110,227)
Investing activities		
Business combinations, net of cash acquired	—	(124,414)
Investment in ABG Profit Participation Arrangement	—	(33,333)
Interest receipts on debt securities	146	—
Investment in joint venture with AB InBev	(908)	(6,134)
Change in deposits and other assets	(3,324)	314
Purchases of short-term and other investments	—	(8,380)
Proceeds from the sale of other investments	437	—
Purchases of property and equipment	(27,492)	(26,263)
Proceeds from disposal of property and equipment	1,692	—
Purchases of intangible assets	—	(367)
Net cash used in investing activities	(29,449)	(198,577)
Financing activities		
Proceeds from at-the-market equity offering, net of costs	30,229	—
Proceeds from ABG Profit Participation Arrangement	1,353	1,667
Proceeds from issuance of registered offering, net of issuance costs	85,465	—
Payment of ABG finance liability	(1,000)	—
Proceeds from exercise of stock options	5,527	4,414
Payment of obligations under finance lease	(206)	(377)
Payment on the settlement of stock options	(946)	—
Proceeds from issuance of Senior Facility, net of transaction costs	46,395	—
Repayment of Senior Facility	(1,605)	—
Net cash provided by financing activities	165,212	5,704
Effect of foreign currency translation on cash and cash equivalents	(4,840)	396
Cash and cash equivalents		
Increase (decrease) in cash and cash equivalents	40,420	(302,704)
Cash and cash equivalents, beginning of period	96,791	487,255
Cash and cash equivalents, end of period	$ 137,211	$ 184,551

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

1. Summary of Significant Accounting Policies

Description of the business

Tilray, Inc. and its wholly owned subsidiaries (collectively “Tilray”, the “Company”, “we”, “our”, or “us”) is a global medical cannabis research, cultivation, processing and distribution organization, and is one of the leading suppliers of adult-use cannabis in Canada. The Company also markets and distributes food products from hemp seed, offering a broad range of natural and organic food products and ingredients that are sold through retailers and websites globally.

Basis of presentation and going concern

The accompanying unaudited condensed consolidated financial statements (the “financial statements”) reflect the accounts of the Company. The financial statements were prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) and pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”) for interim financial information. The information included in this Form 10-Q should be read in conjunction with the audited consolidated financial statements included in the Company’s annual report on Form 10-K for the year ended December 31, 2019 (the “Annual Financial Statements”). These financial statements reflect all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

For the three and six months ended June 30, 2020, the Company reported a consolidated net loss of $81,687 and $265,809 and a net loss of $36,301 and $65,670 for the three and six months ending June 30, 2019.

For the six months ended June 30, 2020, the Company had cash flows used in operating activities of $90,503 and cash flows used in operating activities of $110,227 for the six months ended June 30, 2019.

As at June 30, 2020 and December 31, 2019 the Company had working capital of $126,128 and $166,600, respectively.

Current management forecasts and related assumptions support the view that the Company can adequately manage the operational needs of the business with the current cash on hand for the next twelve months from the date of issuance of these financial statements.

On March 17, 2020, the company received net proceeds of $85,289 ($90,439 of gross proceeds) from its registered equity offering (refer to Note 14). In conjunction with the offering, 19,000,000 warrants were issued as part of the offering. All the warrants remain outstanding as of June 30, 2020. The warrants issued contain an anti-dilution provision that was approved by a vote of the Company’s stockholders at its Annual Meeting held on May 28, 2020. While the Company has the ability to issue securities under its at-the-market program, because warrants from the equity offering remain outstanding as of June 30, 2020, the Company may only issue up to $20,000 in aggregate gross proceeds under its at-the-market offering program at prices less than the exercise price of the warrants (currently $5.95 per share), and in no event more than $6,000 per quarter at prices below the exercise price of the warrants, without triggering the warrant’s anti-dilution price protection feature.

On February 28, 2020, the Company completed a debt financing under its Senior Facility with maximum aggregate principal amount of $59,600 and borrowed an aggregate principal amount of $49,700. The Senior Facility provided for an additional draw of $9,900. On June 5, 2020, as a result of COVID-19 related financial markets conditions that have affected the lender and not because of any material changes to the business of Tilray or its subsidiaries, the lender requested that Tilray withdraw its then outstanding request for the additional draw of $9,900 and entered into an amendment to its Senior Facility which provides for, among other things, interest-only payments for the remainder of its term with all outstanding principal payments due at February 28, 2022 (refer to Note 13).

As of June 30, 2020, the Company had cash and cash equivalents of $137,211. During the last six months management has implemented a series of cost reduction strategies including headcount reductions and the closure of certain facilities. Currently, management’s forecasts and related assumptions indicate that the Company will remain in compliance with all its debt covenants and, over the next twelve months from the date of issuance of these financial statements, will be able to satisfy all its contractual obligations such as payment of interest on the 5% convertible notes (refer to Note 12 and Note 18), interest-only payments on the Senior Facility (refer to Note 13 and Note 18), non-cancelable minimum purchase commitments for inventory (refer to Note 18), payment of the ABG finance liability (refer to Note 18), payment of the Company’s lease commitments (refer to Note 18) and payment of the Company’s Portugal construction commitments (refer to Note 18). Due to uncertainties the Company may face in raising additional equity financing in the future, which may be further impacted by the economic downturn and unprecedented conditions due to COVID-19, there remains uncertainty what impact this may have on management’s assumptions used to develop these forecasts. Accordingly, the Company has concluded it is probable that it can implement plans that would effectively mitigate the conditions and events that raise substantial doubt about the entity's ability to continue as a going concern for the next twelve months.

These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from uncertainty related to the Company's ability to successfully implement its initiatives. Any such adjustments could be material.

Changes in comparative presentation

The Company lost its emerging growth company status effective December 31, 2019 and therefore reported as a large accelerated filer in the Annual Financial Statements. As a result, the Company complies with new and revised accounting standards applicable to public companies. In the fourth quarter of 2019, the Company adopted the following accounting pronouncements issued by FASB: ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"); ASU 2016-02, Leases, codified as ASC 842 ("ASC 842"); ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU, codified as ASC 606 ("ASC 606"); and ASU 2018-07, Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting ("ASU 2018-07"), as described in the Annual Financial Statements, with an effective date of January 1, 2019. The comparative three and six months ended June 30, 2019 included in the financial statements reflects the new and revised accounting standards and therefore does not mirror the June 30, 2019 interim period condensed consolidated financial statements previously filed. The impact to the statements of net loss and comprehensive loss for the three and six months ended June 30, 2019 is as follows:

	Three months ended June 30, 2019		Six months ended June 30, 2019	
	Net loss	**Other comprehensive (loss) income**	**Net (loss) income**	**Other comprehensive (loss) income**
Unadjusted	$ (35,053)	$ 2,162	$ (65,354)	$ 3,095
Impact of adoption of accounting standards:				
ASU 2016-01	(812)	812	577	(577)
ASC 842	(98)	—	(125)	—
ASU 2018-07	(338)	—	(768)	—
ASC 606	—	—	—	—
Adjusted	$ (36,301)	$ 2,974	$ (65,670)	$ 2,518

The statement of net loss and comprehensive loss for the three and six months ended June 30, 2019 was reclassified to conform to the current period's presentation. In addition, unrelated to the impact of adoption of accounting standards, cost of sales, which was formerly presented as a single line item, is separated between product costs and inventory valuation adjustments. Loss on disposal of property and equipment, formerly presented in other expenses (income) is now presented in general and administrative expenses.

Assets held for sale

In May 2020, the Company announced its decision to close the High Park Gardens facility in response to its anticipated future product needs and the current economic climate. As a result, the Company has adopted an accounting policy for assets held for sale. Assets held for sale are accounted for in accordance with applicable accounting guidance provided in ASC Topic 360, Property, Plant and Equipment.

The Company classifies its assets as held for sale if, among other criteria, the carrying amount will be recovered principally through a sale transaction rather than continued use and a sale is considered probable and within one year. Assets classified as held for sale are measured at the lower of the carrying amount and fair value less costs to sell.

An impairment loss is recognized in impairment of assets through the statements of net loss and comprehensive loss for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the asset is recognized at the date of derecognition. Assets are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities classified as held for sale continue to be recognized.

The sale of assets that represents a strategic shift and will have a major effect on the Company's operations and financial results, are included in discontinued operations, and operating results are removed from income from continuing operations and reported as discontinued operations. The operating results for any such assets for any prior periods presented must also be reclassified as discontinued operations.

Assets classified as held for sale are combined and presented separately from the other assets in the balance sheets.

Allowance for credit losses

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This guidance was subsequently amended by ASU 2018-19, Codification Improvements, ASU 2019-04, Codification Improvements, ASU 2019-05, Targeted Transition Relief, ASU 2019-10, Effective Dates, and ASU 2019-11, Codification Improvements. These ASUs are referred to collectively as the new guidance on current expected credit loss (“CECL”). As a result of the adoption of the new CECL guidance on January 1, 2020, the Company has changed its accounting policy for the allowance for credit losses, as it relates to accounts receivable and available-for-sale debt securities. The adoption of the CECL guidance did not have a material impact on the consolidated financial statements at January 1, 2020.

Accounts receivable – The Company maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in its accounts receivable portfolio as of the reporting dates based on the projection of expected credit losses.

The Company applies the aging method to estimate the allowance for expected credit losses. The aging method is applied to accounts receivables at the business unit level to reflect shared risk characteristics, such as receivable type, customer type and geographical location. The aging method assigns accounts receivables to a level of delinquency and applies loss rates to each class based on historical loss experience. The Company also considers relevant qualitative and quantitative factors to assess whether historical loss experience should be adjusted to better reflect the risk characteristics of the current classes and the expected future loss. This assessment incorporates all available information relevant to considering the collectability of its current classes, including considering economic and business conditions, default trends, changes in its class composition, among other internal and external factors. The expected credit loss estimates are adjusted for current conditions and reasonable supportable forecasts.

As part of the Company’s analysis of expected credit losses, it may analyze contracts on an individual basis in situations where such accounts receivables exhibit unique risk characteristics and are not expected to experience similar losses to the rest of their class.

Available-for-sale debt securities – The Company assesses its available-for-sale debt securities for impairment at each measurement date. When the fair value is less than the amortized cost, the Company assesses whether it intends to sell the security. When it is assessed that the Company will sell the security or the Company will be required to sell before recovery, the difference between the fair value and amortized cost is recorded as an impairment of assets in the statements of net loss and comprehensive loss. When the Company does not intend to sell and it is not more likely than not that the Company will be required to sell before recovery, the Company assesses whether a portion of the unrealized loss is a result of a credit loss. The Company recognizes the portion related to credit loss as credit loss expenses in general and administrative expenses within the statements of net loss and comprehensive loss and the portion of unrealized loss related to factors other than credit losses in other comprehensive loss. The Company determines the best estimate of the present value of cash flows expected to be collected from the available-for-sale debt securities on an individual basis based on past events, current conditions and forecasts relevant to the individual securities.

Disclosure framework - fair value measurement

In August 2018, the FASB issued ASU 2018-13, Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820) (“ASU 2018-13”). ASU 2018-13 removes (a) the prior requirement to disclose the amount and reason for transfers between Level 1 and Level 2 of the fair value hierarchy contained in ASC Topic 820, (b) the policy for timing of transfers between levels, and (c) the valuation process used for Level 3 fair value measurements. ASU 2018-13 also adds, among other items, a requirement to disclose the range and weighted average of significant unobservable inputs used in Level 3 fair value measurements. The Company adopted ASU 2018-13 effective January 1, 2020 and such adoption did not have a material effect on its financial statements.

Warrants

In March 2020, the Company closed on a registered offering including Class 2 common stock, warrants and pre-funded warrants (refer to Note 14). Warrants are accounted for in accordance with applicable accounting guidance provided in ASC Topic 815, Derivatives and Hedging – Contracts in Entity's Own Equity (“ASC 815”), as either liabilities or as equity instruments depending on the specific terms of the warrant agreement. The Company's warrants are classified as liabilities and are recorded at fair value. The warrants are subject to remeasurement at each balance sheet date until settlement and any change in fair value is recognized as a component of change in fair value of warrant liability in the statements of net loss and comprehensive loss. Transaction costs allocated to warrants that are presented as a liability are expensed immediately within other expenses (income) in the statements of net loss and comprehensive loss.

Use of estimates and significant judgements

Allowance for credit losses – The Company’s projections of expected credit losses are inherently uncertain, and as a result the Company cannot predict with certainty the amount of such losses. Changes in economic conditions, the risk characteristics and composition of the portfolio, bankruptcy laws, and other factors could impact the actual and projected expected credit losses and the related allowance for credit losses. Actual losses may vary from current estimates. Due to potential COVID-19 disruptions in the marketplace it is possible the Company may experience unforeseen and greater credit losses than anticipated or experienced historically.

Warrant liability – The Company estimates the fair value of the warrant liability using a Monte Carlo pricing model. The Company is required to make assumptions and estimates in determining an appropriate risk-free interest rate, volatility, term, dividend yield and discount due to exercise restrictions and fair value of common stock.

Assets held for sale – The Company uses a third party real estate agent to assist management in its determination of the fair value of the assets held for sale. The Company estimates the fair value by reviewing market data from recent sales of similar properties and determining an implied sale price per acre of land and greenhouse space.

Net loss per share

Basic net loss per share is computed by dividing reported net loss by the weighted average number of common shares outstanding for the reported period. Diluted net loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock of the Company during the reporting period. Diluted net loss per share is computed by dividing net loss by the sum of the weighted average number of common shares and the number of potential dilutive common share equivalents outstanding during the period. Potential dilutive common share equivalents consist of the incremental common shares issuable upon the exercise of vested share options and the incremental shares issuable upon conversion of the convertible notes. Potential dilutive common share equivalents consist of warrants, stock options, restricted stock units (“RSUs”) and restricted stock awards.

In computing diluted earnings per share, common share equivalents are not considered in periods in which a net loss is reported, as the inclusion of the common share equivalents would be anti-dilutive. As of June 30, 2020, there were 18,784,267 common share equivalents with potential dilutive impact (June 30, 2019 – 8,228,573). Because the Company is in a net loss for all periods presented in these financial statements, there is no difference between the Company’s basic and diluted net loss per share for the periods presented.

New accounting pronouncements not yet adopted

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740) - Simplifying the Accounting for Income Taxes (“ASU 2019-12”), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. ASU 2019-12 is effective for the Company beginning January 1, 2021. The Company is currently evaluating the effect of adopting this ASU.

In January 2020, the FASB issued ASU 2020-01, Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815) (“ASU 2020-01”), which is intended to clarify the interaction of the accounting for equity securities under Topic 321 and investments accounted for under the equity method of accounting in Topic 323 and the accounting for certain forward contracts and purchased options accounted for under Topic 815. ASU 2020-01 is effective for the Company beginning January 1, 2021. The Company is currently evaluating the effect of adopting this ASU.

2. Assets held for sale

On May 26, 2020, the Company announced its decision to close its High Park Gardens facility, a wholly-owned subsidiary of the Company based in Leamington, Ontario in response to its anticipated future product needs and the current economic climate. The Company concluded that the assets attributable to High Park Gardens, which are expected to be sold to a third-party within twleve months, met the criteria for classification as assets held for sale as of June 30, 2020. The Company concluded that the closure of the High Park Gardens facility does not represent a strategic shift that would have a major impact on the Company’s business plan or its primary markets, and therefore, does not qualify as a discontinued operation.

As a result of the Company’s decision to close this facility, the Company recognized impairment charges related to the closure of this facility of $25,051 recorded to impairment of assets within the statements of net loss and comprehensive loss to adjust the fair value less costs to sell of the assets classified as held for sale. This included impairment charges of $13,616 relating to land and buildings (refer to Note 8), $10,239 relating to the write-down to nil of its cultivation license (refer to Note 10) and $1,196 relating to foreign currency translation adjustments.

The disposal group is included in the Company’s cannabis segment. The carrying amount of major classes of assets comprising the disposal group classified as held for sale are as follows:

		As of June 30, 2020
Assets classified as held for sale		
Land and buildings	$	6,664
Cultivation license		—
Total assets held for sale	$	6,664

The following table provides summary pretax (loss) income for the High Park Gardens facility, which are included in continuing operations for their respective periods:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Pre-tax (loss) income	$ (27,924)	$ 1,755	$ (27,693)	$ (515)

Pretax loss for the three and six months ended June 30, 2020 includes the impairment charges of $25,051.

3. ABG Profit Participation Arrangement

The Company entered into a Profit Participation Arrangement (“ABG Arrangement”) with ABG Intermediate Holdings 2, LLC (“ABG”) on January 14, 2019 as described in the Annual Financial Statements.

On January 24, 2020, the Company entered into (i) an Amended and Restated Profit Participation Agreement (the “A&R Profit Participation Agreement”) with ABG, which amended and restated in its entirety the Profit Participation Agreement, dated January 14, 2019, and (ii) the First Amendment to Payment Agreement with ABG (the “Payment Agreement Amendment”), which amends the Payment Agreement, dated January 14, 2019. The Company and ABG agreed that Tilray no longer has any obligation to pay the additional consideration with an aggregate value of $83,333 in cash or in shares of Class 2 common stock. In addition, the Company is not entitled to any guaranteed minimum participation rights and beginning January 1, 2020 through December 31, 2028, the Company agreed that it is not entitled to any participation rights until such participation rights with respect to each contract year exceeds $10,000, and in the event the participation rights are achieved, the Company is entitled to the full 49% participation rights.

As a result of entering into the A&R Profit Participation Agreement and the Payment Agreement Amendment, the Company derecognized the ABG finance receivable of $7,011 recorded to impairment of assets through the statements of net loss and comprehensive loss and $28,900 through accumulated deficit in January 2020.

The Company entered into a Trademark License Agreement with ABG on April 1, 2019 for the use of Prince trademark (“ABG Prince Agreement”). Under the ABG Prince Agreement, the Company pays a royalty on actual product sales in addition to a guaranteed minimum royalty payment (“GMR”) of $500 on April 1, 2019, October 1, 2019, January 1, 2020 and July 1, 2020, with subsequent quarterly payments of $375 commencing January 1, 2021 until the maturity date of December 31, 2025.

4. Inventory

Inventory is comprised of the following items:

	June 30, 2020	December 31, 2019
Raw materials	$ 10,691	$ 15,926
Work-in-process	70,339	53,973
Finished goods	12,059	17,962
Total	$ 93,089	$ 87,861

Inventory is written down for any obsolescence, spoilage and excess inventory or when the net realizable value of inventory is less than the carrying value. Inventory valuation adjustments included in cost of sales on the statements of net loss and comprehensive loss is comprised of the following:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Raw materials	$ 126	$ —	$ 211	$ —
Work-in-process	16,639	201	19,492	525
Finished goods	1,864	—	2,970	—
Total	$ 18,629	$ 201	$ 22,673	$ 525

For the three and six months ended June 30, 2020, cannabis products were written down by $15,062 and $18,309 (2019 – $162 and $486) and hemp products were written down by $3,567 and $4,364 (2019 – $0 and $39). During the three and six months ended June 30, 2020, included in inventory valuation adjustments in cost of sales is $4,934 relating to a loss on advance payment on future purchases of inventory to secure supply (refer to Note 5 and Note 26). Also included in inventory valuation adjustments in cost of sales for the three months ended June 30, 2020 is $1,800 relating to the destruction of unharvested flower as a result of the closure of the High Park Gardens facility and that will not be included in the sale of the land and building (refer to Note 2).

5. Prepayments and Other Current Assets

Prepayments and other current assets are comprised of the following items:

	June 30, 2020	December 31, 2019
Deposits	$ 14,707	$ 25,490
Taxes receivable	6,442	6,165
Prepayments	5,068	5,847
ABG finance receivable - current	—	671
Total	$ 26,217	$ 38,173

Deposits include advance payments on future purchases of inventory to secure supply. During the three and six months ended June 30, 2020, the Company reached agreement with certain suppliers to terminate supply agreements. As a result, deposits have been written down by $4,934 in the Cannabis segment, recorded in inventory valuation adjustments in the statements of net loss and comprehensive loss (refer to Note 4 and Note 26).

6. Investments

Other investments

Long-term investments are comprised of the following items:

	June 30, 2020	December 31, 2019
Equity investments at fair value	$ 2,666	$ 4,183
Equity investments under measurement alternative	14,556	14,954
Debt securities classified under available-for-sale method	5,323	5,047
Total other investments	$ 22,545	$ 24,184

Unrealized gains and losses recognized in other expense (income) during the three and six months ended June 30, 2020 on equity investments still held at June 30, 2020 are a gain of $767 and a loss of $767 (2019 – gain of $1,396 and loss of $577). There were no impairments or adjustments to equity investments under the measurement alternative for the three and six months ended June 30, 2020 and June 30, 2019.

The Company's debt securities accounted for under the available-for-sale method consists of convertible debt instruments with contractual maturities in 2022. Total unrealized loss of $341 in accumulated other comprehensive income at June 30, 2020 (December 31, 2019 - $302) relates to the long-term available-for-sale debt securities. The Company's allowance for credit losses on debt securities classified as available-for-sale is $0 at June 30, 2020 (December 31, 2019 – $0) and no related credit loss expenses were recorded during the three and six months ended June 30, 2020 (2019 – $0 and $0).

Equity method investments

Equity method investments are comprised of the Company's joint venture with Anheuser-Busch InBev ("AB InBev") in Plain Vanilla Research Limited Partnership ("Fluent") and the Company's joint venture with Cannfections Group Inc. ("Cannfections"). As of June 30, 2020, there are no changes to the status of the Company's assessment of its joint ventures.

During the six months ended June 30, 2020, the Company contributed $908 to Fluent (2019 - $6,134). The Company provides production support services to Fluent on a cost recovery basis. For the six months ended June 30, 2020, total fees charged were $1,972 (2019 - $0). Total amounts included in accounts payable is $441 at June 30, 2020 (December 31, 2019 – accounts receivable of $388). At June 30, 2020, the maximum exposure to loss is limited to the Company's equity investment in Fluent.

During the six months ended June 30, 2020, the Company made no capital contributions to Cannfections (2019 - $0). At June 30, 2020, the maximum exposure to loss is limited to the Company's equity investment in Cannfections.

The Company's ownership interests in its equity method investments as of June 30, 2020 and December 31, 2019 and gain (loss) from equity method investments for the six months ended June 30, 2020 were as follows:

	Approximate ownership %	Carrying value June 30, 2020	(Loss) gain from equity method investments for the six months ended June 30, 2020
Investment in Fluent	50%	$ 5,166	$ (3,188)
Investment in Cannfections	50%	3,577	113
Total equity method investments		$ 8,743	$ (3,075)

	Approximate ownership %	Carrying value December 31, 2019	Gain (loss) from equity method investments for the six months ended June 30, 2019
Investment in Fluent	50%	$ 7,836	$ —
Investment in Cannfections	50%	3,612	—
Total equity method investments		$ 11,448	$ —

Summary financial information for the Company's equity method investments on an aggregate basis is as follows:

	June 30, 2020	December 31, 2019
Current assets	$ 10,314	$ 13,942
Noncurrent assets	$ 5,003	$ 4,987
Current liabilities	$ 3,109	$ 1,561
Noncurrent liabilities	$ —	$ —

	Six months ended June 30, 2020	Six months ended June 30, 2019
Revenue	$ 2,921	$ —
Gross profit	$ 1,239	$ —
Net loss	$ (6,149)	$ —

7. Allowance for Credit Losses

Accounts receivable

The Company maintains an allowance for credit losses at an amount sufficient to absorb losses inherent in the existing accounts receivable portfolio as of the reporting dates based on the estimate of expected net credit losses. The following table provides activity in the allowance for credit losses for the six months ended June 30, 2020:

Allowance for credit losses, January 1, 2020	$ 615
Provision for expected credit losses (1)	317
Write-offs charged against allowance	(22)
Recoveries of amounts previously written off	—
Foreign currency translation adjustment	(21)
Allowance for credit losses, June 30, 2020	$ 889
Accounts receivable balance before allowance for credit losses and provision for sales returns, June 30, 2020	$ 28,805

(1) The provision for expected credit losses is recorded in general and administrative expenses.

Available-for-sale debt securities

The Company holds investments in two available-for-sale debt securities, one of which is in an unrealized loss position. The unrealized loss relates to an investment in the convertible debentures of a recreational cannabis company. This investment is deemed not to have a credit loss. The unrealized loss primarily reflects an extended period of general volatility in the cannabis industry, as well as the more recent volatility in the overall economy due to COVID-19. The Company expects to recover the entire amortized cost basis of the security. The Company does not intend to sell the investment and it is not more likely than not that the Company will be required to sell the investment before recovery of its amortized cost basis. The following table provides the fair value and unrealized loss of the investment at June 30, 2020 and December 31, 2019:

	June 30, 2020	December 31, 2019
Fair value	$ 810	$ 945
Unrealized loss	$ 341	$ 302

8. Property and Equipment, Net

Property and equipment, net consists of the following:

	June 30, 2020	December 31, 2019
Land	$ 6,287	$ 6,417
Buildings and leasehold improvements	105,253	109,172
Laboratory and manufacturing equipment	33,176	31,173
Office and computer equipment	1,868	2,659
Right-of-use assets under finance lease	14,133	14,753
Construction-in-process, not yet available for use	36,323	37,160
	197,040	201,334
Less: accumulated depreciation	(20,960)	(17,117)
Total	$ 176,080	$ 184,217

In connection with the Company's closure of its High Park Gardens facility, the Company determined that the fair value of the land and buildings at the High Park Gardens facility (Level 2) was below its carrying value. The decline in fair value of the land and buildings at the High Park Gardens facility is primarily due to recent sales of similar properties resulting in a lower implied sale price per acre of land and greenhouse space. As a result, the Company incurred non-cash impairment charges of $13,616 presented in impairment of assets in the statements of net loss and comprehensive loss (refer to Note 2).

Refer to Note 18 for contractual commitments related to construction-in-process.

9. Goodwill

The following table shows the change in carrying amount of goodwill:

	Hemp	Cannabis	Total
Balance as of December 31, 2019	$ 133,314	$ 29,937	$ 163,251
Foreign currency translation adjustment	(5,623)	(1,257)	(6,880)
Balance as of June 30, 2020	$ 127,691	$ 28,680	$ 156,371

Goodwill is tested for impairment annually, or more frequently when events or circumstances indicate that impairment may have occurred. At the end of the first quarter of 2020, the Company determined the hemp reporting unit, representing $127,691 of the $156,371 total goodwill, was at risk of having a carrying value exceeding the fair value. As a result, a quantitative test was performed to determine if impairment exists. In performing the Company's impairment analysis, the fair value of the hemp reporting unit was determined primarily by discounting estimated future cash flows, which were determined based on revenue and expense growth assumptions ranging from 9% to 38%, at a weighted average cost of capital (discount rate) ranging from 10% to 12%. The discounted future cash flow model also made the key assumption that Cannabidiol ("CBD") revenue will commence to build in the third quarter of 2021. The fair value of the hemp reporting unit was determined to exceed the carrying value by $76,998, or 26%, and no impairment was recorded.

A relatively small change in the underlying assumptions, including a 1% change in the weighted average cost of capital, continued lack of clarity from the Food and Drug Administration regarding approval of CBD or the financial performance of the reporting unit in future years may cause a change in the results of the impairment assessment in future periods and, as such, could result in an impairment of goodwill.

10. Intangible Assets

Intangible assets are comprised of the following items:

	June 30, 2020				December 31, 2019			
	Cost	Accumulated Amortization	Impairment	Net	Cost	Accumulated Amortization	Impairment	Net
Definite-lived intangible assets:								
Patent	$ 669	$ 131	$ 538	$ —	$ 716	$ 99	$ —	$ 617
Customer relationships	130,240	10,932	—	119,308	135,953	7,132	—	128,821
Developed technology	6,777	903	—	5,874	7,074	590	—	6,484
Websites	5,098	3,666	63	1,369	5,157	3,331	—	1,826
Trademarks and licenses	9,038	1,283	7,651	104	9,135	925	—	8,210
Total	151,822	16,915	8,252	126,655	158,035	12,077	—	145,958
Indefinite-lived intangible assets:								
Cultivation license	10,239	—	10,239	—	10,689	—	—	10,689
Alef license	—	—	—	—	4,086	—	4,086	—
Trademarks	53,118	—	—	53,118	55,416	—	—	55,416
Rights under ABG Profit Participation Arrangement	16,765	—	16,765	—	119,366	—	102,601	16,765
Total	80,122	—	27,004	53,118	189,557	—	106,687	82,870
Total intangible assets	231,944	16,915	35,256	179,773	$ 347,592	$ 12,077	$ 106,687	$ 228,828

As of June 30, 2020, there are no intangible assets not yet available for use (December 31, 2019 – none). There were no significant additions to intangible assets during the six months ended June 30, 2020.

In connection with the Company’s closure of its High Park Gardens facility, the Company determined that the fair value of the indefinite-lived cultivation license was below carrying value. As a result, the Company incurred non-cash impairment charges of $10,239, representing the full net book value of the cultivation license, presented in impairment of assets in the statements of net loss and comprehensive loss (refer to Note 2).

In connection with the decreased demand projections of CBD products in the United States resulting in a reduced estimate of future cash flows, during the first quarter of 2020 the Company determined that the fair value of indefinite-lived rights under the ABG Profit Participation Arrangement and definite-lived trademarks under the Trademark and License Agreement with ABG for the use of the Prince trademark (“ABG Prince Agreement”) were below the carrying value. As a result, the Company incurred non-cash impairment charges of $16,765 and $6,063 representing the full net book values of the intangible assets relating to the ABG Profit Participation Agreement and ABG Prince Agreement respectively, presented in impairment of assets in the statements of net loss and comprehensive loss (refer to Note 3). In June 2020, the Company completed the separation from Smith & Sinclair, and recognized additional non-cash impairment charges of $3,320 presented in impairment of assets in the statement of net loss and comprehensive loss, of which $2,126 related to other CBD trademarks and patents.

Amortization expenses for intangibles was $2,981 and $4,838 for the three and six months ended June 30, 2020 (2019 – $2,044 and $3,602). Expected future amortization expenses for intangible assets as at June 30, 2020 are as follows:

Year ending December 31,	Amortization
2020 (remaining six months)	$ 4,935
2021	9,557
2022	9,124
2023	8,898
2024	8,897
Thereafter	85,244
Total	$ 126,655

11. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities are comprised of the following items:

	June 30, 2020	December 31, 2019
Other accrued expenses and current liabilities	$ 15,640	$ 17,032
Accrued payroll and employment related withholding taxes	10,490	24,765
Accrued interest on convertible notes	5,938	5,938
ABG finance liability - current	1,250	1,500
Accrued legal and professional fees	800	1,174
Accrued interest on Senior Facility	414	—
Contingent consideration for acquisitions	—	420
Total accrued expenses and other current liabilities	$ 34,532	$ 50,829

During the six months ended June 30, 2020, the Company reduced its employee headcount in portions of its global organization to meet the needs of the current industry environment. During the three and six months ended June 30, 2020, the Company incurred $1,475 and $3,337, respectively (2019 – $0 and $0), in severance costs, of which $1,414 and $2,995 is included in salaries within general and administrative expenses and $61 and $342 is included in cost of sales. During the three and six months ended June 30, 2020, severance costs of $768 and $2,193 are allocated to the cannabis reportable segment and $707 and $1,144 are allocated to the hemp reportable segment. Management continues to evaluate its cost structure and may take further actions in the future and incur additional related costs. The following table shows the reconciliation of the severance costs included within the accrued payroll and employment related withholding taxes balance above, relating to scheduled benefit payments which were communicated to employees prior to June 30, 2020:

Opening Balance as of March 31, 2020	$ 338
Additional charges	1,475
Less payments made to employees	(970)
Closing Balance as of June 30, 2020	$ 843

12. Convertible Notes

The Company has convertible senior notes with a face value of $475,000.

As of June 30, 2020, the convertible notes are not yet convertible and the Company is in compliance with all covenants.

The following table sets forth the net carrying amount of the convertible notes:

	June 30, 2020	December 31, 2019
5.00% Convertible Notes	$ 475,000	$ 475,000
Unamortized discount	(30,191)	(34,219)
Unamortized transaction costs	(9,355)	(10,571)
Net carrying amount	$ 435,454	$ 430,210

The following table sets forth total interest expense recognized related to the convertible notes:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Contractual coupon interest	$ 5,938	$ 5,938	$ 11,875	$ 11,875
Amortization of discount	2,019	2,032	3,998	3,821
Amortization of transaction costs	629	633	1,246	1,212
Total	$ 8,586	$ 8,603	$ 17,119	$ 16,908

13. Senior Facility

On February 28, 2020, High Park Holdings Ltd., a wholly owned subsidiary of the Company (the “Borrower”) entered into a credit agreement, denominated in Canadian dollars (“C$”), for a senior secured credit facility in a maximum aggregate principal amount of $59,600 (C$79,800) (the “Senior Facility”). An aggregate principal amount equal to $49,700 (C$66,500) was drawn on February 28, 2020 (the “Closing Date Draw”) and the Company submitted an irrevocable 30 day notice on May 4, 2020 to draw an additional $9,900 (C$13,300) (the “Additional Draw”).

On June 5, 2020, as a result of COVID-19 related financial markets conditions that have affected the lender of the Senior Facility, and not because of any material changes to the business of Tilray or its subsidiaries, the lender requested that Tilray withdraw its outstanding request for the Additional Draw of $9,900 (C$13,300) under the Senior Facility. In exchange for the Company's accommodation of the lender's request to withdraw its funding request, the lender agreed to enter into the First Amendment of the Senior Facility (the "Amendment"). The Amendment provides for interest-only payments for the remainder of its term with all outstanding principal payments due at February 28, 2022. This will result in an aggregate balance of $47,355 (C$64,283) due at February 28, 2022. Additionally, and at such time as the lender's business may allow, the lender may make the additional proceeds of $9,900 (C$13,300) available, at its sole discretion.

Concurrently, with the Amendment, the lender also approved the Company's ability to sell the High Park Gardens facility, which is classified as assets held for sale (refer to Note 2), if and when Tilray so desires. As part of any sale of the High Park Gardens facility, the lender has agreed that the Company may retain 60% of any sales proceeds (net of all expenses, fees and taxes), and that the lender will receive 40% of all sales proceeds (net of all expenses, fees and taxes). All sales proceeds to the lender will be applied as a repayment of principal on the Senior Facility without any prepayment penalties or fees. The sale of the High Park Gardens facility is expected to be completed within the next twelve months. The Amendment did not meet the accounting criteria for debt extinguishment.

The Senior Facility bears interest on the outstanding principal balance at an annual rate equal to the Canadian prime rate plus 8.05%, calculated based on the daily outstanding balance of the Senior Facility calculated and compounded monthly in arrears and with no deemed reinvestment of monthly payments. Interest is due monthly throughout the term. The Company has the option to voluntarily prepay, without penalty, the outstanding amounts, in full or in part, at any time starting 6 months from the closing date subsequent to providing 75 days' notice.

Transaction costs incurred on the Closing Date Draw were $3,306 (C$4,425). There were no fees incurred associated with the Amendment. Transaction costs are deferred and amortized as a component of interest expense over the estimated term using the effective interest rate method. On June 29, 2020, the lender notified the Company that it had exercised its unilateral right to syndicate $19,153 (C$26,000) of the Company's Senior Facility in the aggregate principal amount of $59,600 (C$79,800). The Senior Facility's terms otherwise remain unchanged.

The Senior Facility has first priority claims on all North American assets of the Company and contains certain affirmative and negative covenants. The operational covenant includes a minimum unrestricted cash threshold of $29,466 (C$40,000) in order for the Company to make additional capital expenditures and investments. The Senior Facility is collateralized against all real and personal property owned, leased and operated by the Company in North America, and any and all other property of the Company now existing and acquired in North America after the closing date. As of June 30, 2020, the Company was in compliance with all covenants set forth under the Senior Facility.

The following table sets forth the net carrying amount of the Senior Facility:

		June 30, 2020
Senior Facility	$	47,355
Unamortized transaction costs		(2,717)
Net carrying amount	$	44,638
Less: current portion of Senior Facility		—
Total noncurrent portion of Senior Facility	$	44,638

The following table sets forth total interest expense recognized related to the Senior Facility:

		Three months ended June 30, 2020		Six months ended June 30, 2020
Contractual interest at Canadian prime plus 8.05%	$	1,229	$	1,710
Amortization of transaction costs		405		536
Total	$	1,634	$	2,246

14. Registered Offering and Warrants

On March 17, 2020 the Company closed a registered offering of 7,250,000 shares of the Company's Class 2 common stock for $4.76 per share with an equal number of accompanying warrants and 11,750,000 pre-funded warrants for $4.7599 (the "pre-funded warrants") with an equal number of accompanying warrants. The pre-funded warrants have an exercise price per share of Class 2 common stock of $0.0001 and are exercisable at any time after their original issuance and expire on the fifth anniversary date of issuance. The 19,000,000 total accompanying warrants (the "warrants") allow the holders to purchase an aggregate of 19,000,000 shares of the Company's Class 2 common stock. The warrants have an exercise price per share of Class 2 common stock of $5.95 and are exercisable at any time after the first trading day following the six-month anniversary of the issuance and will expire on the fifth anniversary date from the date they become exercisable.

The total gross proceeds of the registered offering was $90,439, of which $21,025 was allocated to the Class 2 common stock at the offering close and $69,414 was allocated to the warrant liability. Issuance costs incurred on the registered offering was $5,150, of which $3,953 was recorded to other expenses (income) in the statements of net loss and comprehensive loss and $1,197 was allocated to the Class 2 common stock and recorded net against the allocated gross proceeds in additional paid-in-capital.

The warrants contain anti-dilution price protection features, which adjust the exercise price of the warrants if the Company subsequently issues Class 2 common stock at a price lower than the exercise price of the warrants. In the event additional warrants or convertible debt are issued with a lower and/or variable exercise price, the exercise price of the warrants will be adjusted accordingly. There were no triggering events during the three and six months ended June 30, 2020. The Company received stockholder approval of the anti-dilution price protection feature at the Company's Annual Meeting on May 28, 2020.

The Company's pre-funded warrants and warrants are classified as liabilities as they are to be settled in registered shares, and the registration statement is required to be active, unless such shares may be subject to an applicable exemption from registration requirements. The holders, at their sole discretion, may elect to effect a cashless exercise, and be issued exempt securities in accordance with Section 3(a)(9) of the 1933 Act. In the event the Company does not maintain an effective registration statement, the Company may be required to pay a daily cash penalty equal to 1% of the number of shares of Class 2 common stock due to be issued multiplied by any trading price of the Class 2 common stock between the exercise date and the share delivery date, as selected by the holder. Alternatively, the Company may deliver registered Class 2 common stock purchased by the Company in the open market. The Company may also be required to pay cash if it does not have sufficient authorized shares to deliver to the holders upon exercise.

Pre-funded warrants and warrants outstanding at June 30, 2020, and related activity for the six months ended June 30, 2020 is as follows (reflects the number of shares of Class 2 common stock as if the warrants were converted to Class 2 common stock):

Description	Classification	Exercise price	Expiration date	Balance December 31, 2019	Issued	Exercised	Balance June 30, 2020
Pre-Funded Warrants	Liability	$ 0.0001	March 17, 2025	—	11,750,000	(11,750,000)	—
Warrants	Liability	$ 5.95	March 17, 2025	—	19,000,000	—	19,000,000
			Total	—	30,750,000	(11,750,000)	19,000,000

The Company estimated the fair value of the Warrant liability at June 30, 2020 at $5.44 per warrant using the Monte Carlo pricing model (Level 3) with the following weighted-average assumptions:

Risk-free interest rate	0.32%
Expected volatility	110%
Expected term	5.2 years
Expected dividend yield	0%
Strike price	$ 5.95
Fair value of common stock	$ 7.11
Discount due to exercise restrictions	11.6%

Expected volatility is based on the historical volatility of the Company's common stock since its initial public offering in 2018.

15. Stockholders' Equity

Common and preferred stock

The Company's certificate of incorporation authorized the Company to issue the following classes of shares with the following par value and voting rights as of June 30, 2020. The liquidation and dividend rights are identical among Class 1 common stock and Class 2 common stock, and all classes of common stock share equally in the Company's earnings and losses.

	Par Value	Authorized	Voting Rights
Class 1 common stock	$ 0.0001	250,000,000	10 votes for each share
Class 2 common stock	$ 0.0001	500,000,000	1 vote for each share
Preferred stock	$ 0.0001	10,000,000	N/A

On March 17, 2020 the Company closed the registered offering, issuing 7,250,000 shares of the Company's Class 2 common stock along with pre-funded warrants and warrants (refer to Note 14). During the period from the close of the registered offering and March 31, 2020, all pre-funded warrants were exercised at a price per share of $0.0001 and the Company issued 11,750,000 shares of Class 2 common stock (refer to Note 14).

During the six months ended June 30, 2020, the Company issued 2,712,404 shares of Class 2 common stock for gross proceeds of $30,846 under the at-the-market equity offering. Transaction costs of $617 were recorded net against the allocated gross proceeds in additional paid-in-capital. The warrants' anti-dilution price protection features allow, for the period the warrants are outstanding, the Company to only issue up to $20,000 in aggregate gross proceeds under the Company's at-the-market offering program at prices less than the exercise price of the warrants, and in no event more than $6,000 per quarter, at prices below the exercise price of the warrants, without triggering the warrant's anti-dilution price protection features.

The Company's future ability to pay cash dividends on Class 2 common stock is limited by the terms of the Senior Facility and cannot be paid without the consent of the lender.

16. Stock-based Compensation

Original Stock Option Plan

Certain employees of the Company participated in the equity-based compensation plan of Privateer Holdings, Inc. (the "Original Plan") under the terms and valuation method detailed in the Company's annual financial statements. For the three and six months ended June 30, 2020, the total stock-based compensation expense associated with the Original Plan was $134 and $296 (2019 – $158 and $268). As of June 30, 2020, the total remaining unrecognized stock-based compensation expense related to non-vested stock options under the Original Plan amounted to $513 which will be recognized over the weighted-average remaining requisite service period of approximately 0.7 years.

Stock option activity under the Original Plan is as follows:

	Stock options	Weighted-average exercise price	Weighted-average remaining contractual term (years)	Aggregate intrinsic value
Balance December 31, 2019	3,014,004	$ 3.04	5.8	$ 44,108
Exercised	(510,101)	1.04		
Forfeited	(51,307)	4.40		
Cancelled	(52,253)	3.33		
Balance June 30, 2020	2,400,343	$ 3.39	4.1	$ 34,141
Vested and expected to vest, June 30, 2020	2,390,920	$ 3.37	4.1	$ 34,036
Vested and exercisable, June 30, 2020	2,260,984	$ 3.21	3.9	$ 32,483

No stock options were granted under the Original Plan during the six months ended June 30, 2020 and June 30, 2019. The total fair value of stock options vested as of June 30, 2020 was $140 (December 31, 2019 – $2,789).

New Stock Option and Restricted Stock Unit Plan

The Company adopted the 2018 Equity Incentive Plan (the "2018 EIP") as amended and approved by stockholders in May 2018 under the terms and valuation methods detailed in the Annual Financial Statements. The number of shares of Class 2 common stock reserved for issuance under the 2018 EIP automatically increases on January 1 of each calendar year, for a period of not more than ten years, starting on January 1, 2019 and ending on and including January 1, 2027, in an amount equal to 4% of the total number of shares of the Company's common stock outstanding on December 31 of the prior calendar year, or a lesser number of shares determined by the Company's Board of Directors. The shares reserved include only the outstanding shares related to stock options and RSUs and excludes stock options outstanding under the Original Plan. The number of shares reserved for issuance under the 2018 EIP is 17,037,421, effective as of January 1, 2020 (December 31, 2019 – 12,926,172). For the three and six months ended June 30, 2020, total stock-based compensation expense associated with the 2018 EIP was $7,513 and $15,028 (2019 - $7,765 and $13,391). As of June 30, 2020, the total remaining unrecognized stock-based compensation expense related to non-vested stock options and restricted stock units ("RSUs") under the 2018 EIP amounted to $50,684 which will be recognized over the weighted average remaining requisite service period of approximately 1.99 years.

Stock option and RSU activity under the 2018 EIP are as follows:

Time-based stock option activity

	Stock options		Weighted-average exercise price	Weighted-average remaining contractual term (years)		Aggregate intrinsic value
Balance December 31, 2019	5,307,130	$	14.04	8.4	$	44,297
Granted	—		—			
Exercised	(286,948)		7.76			
Forfeited	(191,957)		14.52			
Cancelled	(25,161)		36.04			
Balance June 30, 2020	4,803,064	$	14.28	7.7	$	—
Vested and expected to vest, June 30, 2020	4,701,478	$	14.14	7.6	$	—
Vested and exercisable, June 30, 2020	3,116,993	$	12.19	7.6	$	—

During the six months ended June 30, 2020, no time-based stock options were granted under the 2018 EIP (2019 – 10,000). The weighted-average fair values of stock options granted during the six months ended June 30, 2020 was $0 per share (2019 – $28.88). The total fair value of stock options vested as of June 30, 2020 was $28,454 (December 31, 2019 – $16,708).

Performance-based stock option activity

	Stock options		Weighted-average exercise price	Weighted-average remaining contractual term (years)		Aggregate intrinsic value
Balance December 31, 2019	520,000	$	7.76	8.4	$	4,872
Granted	—		—			—
Exercised	(320,000)		7.76			
Forfeited	—		—			—
Cancelled	—		—			—
Balance June 30, 2020	200,000	$	7.76	7.9	$	—
Vested and expected to vest, June 30, 2020	200,000	$	7.76	7.9	$	—
Vested and exercisable, June 30, 2020	200,000	$	7.76	7.9	$	—

No performance-based stock options were granted under the 2018 EIP during the six months ended June 30, 2020 and June 30, 2019. The total fair value of stock options vested as of June 30, 2020 was $0 (December 31, 2019– $1,246).

Time-based RSU activity

	Time-based RSUs		Weighted-average grant-date fair value per share
Non-vested December 31, 2019	1,423,392	$	42.05
Granted	1,823,000		8.86
Vested	(287,919)		50.82
Forfeited	(453,950)		35.98
Non-vested June 30, 2020	2,504,523	$	17.98

During the six months ended June 30, 2020, 1,823,000 (2019 – 756,825) time-based RSUs were granted. During the six months ended June 30, 2020, 287,919 (2019 – 35,000) time-based RSUs vested.

Performance-based RSUs activity

	Performance-based RSUs		Weighted-average grant-date fair value per share
Non-vested December 31, 2019	265,625	$	7.76
Vested	(106,250)		7.76
Non-vested June 30, 2020	159,375	$	7.76

No performance-based RSUs were granted during the six months ended June 30, 2020 (2019 – none). During the six months ended June 30, 2020, 106,250 (2019 – 478,125) performance-based RSUs vested.

17. Accumulated Other Comprehensive Income (Loss) (“AOCI”)

The components of AOCI, net of tax, were as follows:

	Foreign Currency Translation Adjustments	Unrealized (loss) gain on available-for-sale debt securities	Total
Balance as at December 31, 2019	$ 10,021	$ (302)	$ 9,719
Other comprehensive loss:			
Change in foreign currency translation	(16,633)	—	(16,633)
Change in unrealized (losses)/ gains on available-for-sale debt securities	—	(74)	(74)
Balance as at March 31, 2020	$ (6,612)	$ (376)	$ (6,988)
Other comprehensive loss:			
Change in foreign currency translation	7,184	—	7,184
Change in unrealized gains on available-for-sale debt securities	—	35	35
Balance as at June 30, 2020	$ 572	$ (341)	$ 231

18. Commitments and Contingencies

Legal proceedings

In the normal course of business, the Company may become involved in legal disputes regarding various litigation matters. The Company records a loss contingency if the information available indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. In the opinion of management, such claims do not meet the criteria to record a loss contingency.

Lease commitments

The Company leases various facilities, under non-cancelable finance and operating leases, which expire at various dates through September 2027.

Maturities of lease liabilities:

Year ending December 31,	Operating Leases	Finance Leases
2020 (remaining six months)	$ 1,883	$ 460
2021	3,098	950
2022	2,996	5,389
2023	2,894	11,128
2024	2,482	—
Thereafter	8,018	—
Total lease payments	$ 21,371	$ 17,927
Imputed interest	2,679	4,714
Obligations recognized	$ 18,692	$ 13,213

Purchase commitments

The following table reflects the Company’s future non-cancellable minimum purchase commitments for inventory as of June 30, 2020:

	Total	2020 (remaining six months)	2021	2022	2023	2024	Thereafter
Purchase commitments	$ 79,706	$ 78,045	$ 1,587	$ 37	$ 37	$ —	$ —
Total	$ 79,706	$ 78,045	$ 1,587	$ 37	$ 37	$ —	$ —

As a result of changing industry dynamics, the Company is currently in the process of re-negotiating the terms of several supply agreements, including quantities and pricing, related to cannabis flower, cannabis extracts/oils, and hemp flower. The re-negotiations are ongoing and, while certain contracts have been successfully terminated or restructured with more favorable terms to the Company, there can be no assurance that additional contract re-negotiations can be concluded on terms satisfactory to the Company on a timely basis, or at all.

In 2018, the Company signed an agreement with Rose Lifescience Inc. (“Rose”) for distribution and marketing of product in Quebec in exchange for a minimum fee of $384 per annum for an initial term of five years. The Company has agreed to purchase the lesser of 2,000 Kg per year or 40% of the production of Cannabis at a rate of 115% of cost of goods sold from the Rose facility. As the purchase commitment is an undeterminable variable amount, it is excluded from the above schedule.

In 2018, the Company entered into a Product and Trademark License Agreement with Docklight LLC, a related party (refer to Note 22), to use certain intellectual property rights in exchange for payment of royalty depending upon specified percentage of licensed product net sales. As the purchase commitment is an undeterminable variable amount, it is excluded from the above schedule.

Other commitments

The Company has payments on the ABG finance liability (refer to Note 11), convertible notes (refer to Note 12) and the Senior Facility (refer to Note 13) as follows:

	Total	2020 (remaining six months)	2021	2022	2023	2024	Thereafter
ABG finance liability	$ 8,000	$ 500	$ 1,500	$ 1,500	$ 1,500	$ 1,500	$ 1,500
Convertible notes, principal and interest	558,125	11,875	23,750	23,750	498,750	—	—
Senior Facility, principal and interest	56,055	2,900	4,972	48,183	—	—	—
Portugal construction commitments	12,234	12,234	—	—	—	—	—
Total	$ 634,414	$ 27,509	$ 30,222	$ 73,433	$ 500,250	$ 1,500	$ 1,500

19. Revenue from Contracts with Customers

The Company reports two segments: cannabis and hemp, in accordance with ASC 280 Segment Reporting. The Company generates revenues from the cannabis and hemp segments through contracts with customers, each with a single performance obligation, being the sale of products. The Company determines that revenue information disclosed in business segment information in Note 25 disaggregates revenue into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

For certain long-term arrangements, the Company has performance obligations for goods it has not yet delivered. For these arrangements, the Company does not have a right to bill for the undelivered goods. The Company has determined that any unbilled consideration relates entirely to the value of undelivered goods. Accordingly, the Company has not recognized revenue, and has elected not to disclose amounts, related to these undelivered goods. As of June 30, 2020 and December 31, 2019, other than accounts receivable, net of allowance for credit losses and provision for sales returns, the Company has no contract balances in the balance sheets.

20. General and Administrative Expenses

General and administrative expenses are comprised of the following items:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Salaries	$ 6,434	$ 7,241	$ 13,730	$ 13,652
Professional fees	3,822	4,208	8,343	6,665
Travel expenses	—	1,161	791	1,882
Other expenses	3,938	3,692	8,603	6,390
Credit loss expenses	271	259	317	795
(Gain) loss on disposal of property and equipment	(21)	1	436	112
Total	$ 14,444	$ 16,562	$ 32,220	$ 29,496

21. Supplemental Cash Flow Information

	Six months ended June 30, 2020		Six months ended June 30, 2019	
Cash paid for interest	$	8,187	$	11,779
Non-cash investing				
Acquisition of Manitoba Harvest	$	—	$	195,407
Acquisition of Natura	$	—	$	38,980
Investment in ABG Profit Participation Arrangement, net of receivable	$	—	$	94,805
Acquisition of investments	$	—	$	70

	Six months ended June 30, 2020		Six months ended June 30, 2019	
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows from operating leases	$	1,769	$	782
Operating cash flows from finance leases	$	287	$	—
Financing cash flows from finance leases	$	206	$	—
Non-cash additions to Right-of-use assets and lease liabilities				
Operating leases	$	423	$	13,300
Finance leases	$	—	$	—

22. Related Party Transactions

In the normal course of business, the Company enters into related party transactions with certain entities under common control and joint ventures as described in the Annual Financial Statements and detailed below.

Leafly Holdings, Inc. ("Leafly")

The Company has a series of agreements with Leafly providing for, among other things, data licensing, advertising and marketing activities. During the three and six months ended June 30, 2020, operational expenses of $0 and $129 was recorded within general and administrative expenses in the statements of net loss and comprehensive loss (2019 - $18 and $19).

Docklight LLC ("Docklight")

The Company pays Docklight a royalty fee pursuant to a brand licensing agreement which provides the Company with exclusive rights in Canada for the use of certain adult-use brands. During the three and six months ended June 30, 2020, royalty fees of $195 and $416 were recorded within general and administrative expenses in the statements of net loss and comprehensive loss (2019 - $73 and $132). Refer to Note 18 for purchase commitments with Docklight.

Ten Eleven Management LLC ("Ten Eleven")

In January 2020, the Company entered into a management agreement with Ten Eleven Management LLC ("Ten Eleven"), pursuant to which Ten Eleven provides the Company with certain general administrative and corporate services for a service fee. This agreement was terminated in April 2020. During the three and six months ended June 30, 2020, management services of $18 and $71 was recorded within general and administrative expenses in the statements of net loss and comprehensive loss (2019 - $75 and $125).

The Company sub-leases a portion of certain office space to Ten Eleven. Ten Eleven's lease payments are based on the pro-rata share of space that they occupy, with annual lease payments of $470. The sub-lease was terminated in May 2020. For the three and six months ended June 30, 2020, $78 and $196 of sublease income is recorded in other income, net (2019 - $77 and $77).

Fluent and Cannfections

The Company has joint venture arrangements with a 50% ownership and voting interest in each Fluent and Cannfections. Refer to Note 6 for details over transactions with these entities for the six months ended June 30, 2020.

Aircraft Time Share Reimbursement

The Company had entered into an aircraft time-share agreement and a lease consent and subordination agreement with Brendan Kennedy, our Chief Executive Officer, whereby the Company had access to and use of an aircraft owned by Mr. Kennedy on an as-needed basis for business purposes. Pursuant to this arrangement, the Company reimbursed Mr. Kennedy for certain related aircraft expenses. During the three and six months ended June 30, 2020, the Company incurred $0 and $261 of fees which is included in general and administrative expenses (2019 – $0 and $0).

Accounts payable due to related parties

At June 30, 2020, the Company has accounts payable due to related parties of $460 (December 31, 2019 - $68).

23. **Financial Instruments**

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalents and accounts receivable.

The Company's cash and cash equivalents are deposited in major financial institutions in Canada, Australia, Portugal, Germany and the United States. To date, the Company has not experienced any losses on its cash deposits. Accounts receivable are unsecured and the Company does not require collateral from its customers.

The Company is also exposed to credit risk from the potential default by any of its counterparties on its financial assets.

The Company evaluates the collectability of its accounts receivable and provides an allowance for credit losses as necessary (refer to Note 7).

Due to the uncertainties associated with COVID-19, the Company may be unable to accurately predict the creditworthiness of its counterparties and their ability to meet their obligations. This may result in unforeseen additional credit losses.

Foreign currency risk

The Company conducts its business in several countries and in a variety of currencies, the most significant of which are the Canadian dollar and Euro. Consequently, the Company is exposed to foreign currency risk. A significant portion of the Company's assets, liabilities, revenue, and expenses are denominated in Canadian dollars. A 10% change in the exchange rates for the Canadian dollar would affect the carrying value of net assets by approximately $23,761 as of June 30, 2020, with a corresponding impact to accumulated other comprehensive income (loss). The Company is also exposed to risk related to changes in the value of the Euro's due to its one construction commitment in Portugal.

Interest rate risk

The Company's exposure to changes in interest rates relates primarily to the Company's outsanding debt. The Company is exposed to changes to the Canadian prime rate as the Senior Facility bears interest based on the Canadian prime rate plus 8.05%. The convertible notes bear interest at a fixed rate of 5% and are not publicly traded and is therefore are not affected by changes in the market interest rates. A 1% change in the Canadian prime rate would have an impact of $124 and $167 to the statements of net loss and comprehensive loss for the three and six months ended June 30, 2020.

Liquidity risk

The Company's objective is to have sufficient liquidity to meet its liabilities when due. The Company monitors its cash balances and cash flows generated from operations to meet its requirements. As of June 30, 2020, the most significant financial liabilities are accounts payable, accrued expenses and other current liabilities, convertible notes and the Senior Facility.

24. **Fair Value Measurement**

The Company complies with ASC 820, Fair Value Measurements, for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and includes situations where there is little, if any, market activity for the asset or liability.

The following tables present information about the Company's assets that are measured at fair value on a recurring basis as of June 30, 2020 and December 31, 2019 and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

	Quoted prices in active markets for identical assets (Level 1)	Other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
As of June 30, 2020				
Investments				
Equity investments measured at fair value	$ 2,666	$ —	$ —	$ 2,666
Debt securities classified as available-for-sale	597	—	4,726	5,323
Warrant liability	—	—	(103,549)	(103,549)
Total recurring fair value measurements	$ 3,263	$ —	$ (98,823)	$ (95,560)

As of December 31, 2019	Quoted prices in active markets for identical assets (Level 1)	Other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Investments				
Equity investments measured at fair value	$ 4,183	$ —	$ —	$ 4,183
Debt securities classified as available-for-sale	727	—	4,320	5,047
Acquisition-related contingent consideration	—	—	(420)	(420)
Total recurring fair value measurements	$ 4,910	$ —	$ 3,900	$ 8,810

Items measured at fair value on a recurring basis

The Company's financial assets and liabilities required to be measured on a recurring basis are its equity investments measured at fair value, debt securities classified as available-for-sale, acquisition-related contingent consideration and warrant liability.

Debt securities classified as available-for-sale and equity investments recorded at fair value: The estimated fair value is determined using quoted market prices, broker or dealer quotations or discounted cash flows.

Warrant liability: The warrants associated with the warrant liability are classified as Level 3 derivatives. Consequently, the estimated fair value of the warrant liability is determined using the Monte Carlo pricing model (refer to Note 14). The warrant liability (which relates to warrants to purchase shares of Class 2 common stock) is marked-to-market each reporting period with the change in fair value recorded in change in fair value of warrant liability, until the warrants are exercised, expire or other facts and circumstances lead the warrant liability to be reclassified to stockholders' equity. Any significant adjustments to the unobservable inputs disclosed in the table below would have a direct impact on the fair value of the warrant liability.

The opening balances of assets and liabilities categorized within Level 3 of the fair value hierarchy measured at fair value on a recurring basis are reconciled to the closing balances as follows:

	Debt securities classified as available-for-sale	Warrant liability
Opening balance as at December 31, 2019	$ 4,320	$ —
Additions and settlements		
Additions	—	(69,414)
Exercise	—	49,053
Total gains or losses for the period:	—	—
Included in net loss	—	—
Interest expenses, net	406	—
Change in fair value of warrant liability	—	(83,188)
Impairment of assets	—	—
Foreign currency translation loss, net	—	—
Closing balance as at June 30, 2020	$ 4,726	$ (103,549)

	Quantitative information about Level 3 fair value measurements			
	Fair value at June 30, 2020	Valuation technique	Unobservable input	Range (weighted average)
Debt securities classified as available-for-sale	$ 4,726	Discounted cash flow	Discount rate Probability of conversion/ prepayment Probability of default	16.2% nil nil
Warrant liability	$ (103,549)	Monte Carlo	Volatility Restriction Expected life	110% 11.6% 0.2 years to 5.2 years (2.2 years)

Items measured at fair value on a non-recurring basis

The Company's prepayments and other current assets, long lived assets, including property and equipment, goodwill and intangible assets are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

Land and buildings (held for sale): The Company used a third-party real estate agent to assist management in its determination of the fair value of the assets held for sale at the High Park Gardens facility. Management, in its determination of the fair value of the assets held for sale reviewed market data from recent sales of similar properties to determine an implied sale price per acre of land and greenhouse space and wrote-down the carrying value of the land and greenhouse space held for sale to the estimated fair value less selling costs.

In connection with an evaluation of such assets during the six months ended June 30, 2020, the carrying values of the land and buildings at the High Park Gardens facility (Level 2), ABG finance receivable and certain intangible assets (Level 3) were concluded to exceed their fair values. As a result, the Company recorded impairment charges that incorporates fair value measurements based on Level 2 (refer to Note 2) and Level 3 inputs (refer to Note 3, Note 8 and Note 10).

The estimated fair value of cash and cash equivalents, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, convertible notes and Senior Facility at June 30, 2020 (December 31, 2019 – the fair value of all aforementioned, except the Senior Facility which was entered into in 2020) approximate their carrying value.

25. Business Segment Information

The Company has two operating segments based on major product categories: cannabis and hemp. These operating segments are also the Company's reportable segments.

The cannabis segment cultivates, processes and distributes medical and adult-use cannabis products in a variety of formats, as well as related accessories, on a global basis. The hemp segment processes and distributes a diverse portfolio of hemp-based natural and organic food and wellness products on a global basis.

The results of each segment are regularly reviewed by the Company's Chief Executive Officer, who is the Company's chief operating decision maker, to assess the performance of the segment and make decisions regarding the allocation of resources. The Company's chief operating decision maker uses revenue and gross profit as the measure of segment profit or loss. The accounting policies of each segment are the same as those set out under the summary of significant accounting policies in Note 1. There are no intersegment sales or transfers.

The comparative three and six months ended June 30, 2019 have been recast to reflect to the current segment structure.

	Three months ended June 30,				Six months ended June 30,			
	2020		2019		2020		2019	
	Revenue	Gross profit / (loss)	Revenue	Gross profit	Revenue	Gross profit / (loss)	Revenue	Gross profit
Cannabis	$ 30,171	$ (12,072)	$ 25,969	$ 3,367	$ 60,947	$ (9,146)	$ 43,425	$ 6,988
Hemp	$ 20,243	$ 6,653	$ 19,935	$ 8,906	$ 41,569	$ 14,597	$ 25,517	$ 10,670
Total	$ 50,414	$ (5,419)	$ 45,904	$ 12,273	$ 102,516	$ 5,451	$ 68,942	$ 17,658

No asset information is provided for the segments because the Company's chief operating decision maker does not review this information by segment on a regular basis.

Total revenue and gross profit for the reportable segments is equal to the Company's consolidated revenue and gross profit.

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Gross (loss) profit for the segments	$ (5,419)	$ 12,273	$ 5,451	$ 17,658
General and administrative expenses	14,444	16,562	32,220	29,496
Sales and marketing expenses	12,833	14,366	30,709	22,187
Research and development expenses	652	1,528	1,910	2,576
Depreciation and amortization expenses	3,337	2,392	6,928	4,257
Stock-based compensation expenses	7,647	7,923	15,324	13,659
Impairment of assets	28,371	—	58,210	—
Acquisition-related expenses, net	1,790	2,464	4,145	6,888
Loss from equity method investments	1,327	—	3,075	—
Foreign exchange (gain) loss, net	(13,326)	(1,611)	14,743	(1,432)
Change in fair value of warrant liability	11,210	—	83,188	—
Interest expenses, net	10,564	8,581	19,710	17,325
Finance income from ABG	—	(212)	—	(347)
Other expense (income), net	333	(1,224)	4,983	(5,069)
Loss before income taxes	$ (84,601)	$ (38,496)	$ (269,694)	$ (71,882)

Sources of revenue were as follows:

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
Dried cannabis	$ 20,071	$ 21,866	$ 40,260	$ 32,802
Cannabis extracts	9,955	3,899	20,007	10,353
Hemp products	20,243	19,935	41,569	25,517
Accessories and other	145	204	680	270
Total	$ 50,414	$ 45,904	$ 102,516	$ 68,942

Channels of revenue were as follows:

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
Cannabis				
Adult-use	$ 17,621	$ 15,043	$ 38,540	$ 22,923
Canada - medical	3,835	2,326	7,886	5,324
International - medical	8,313	1,851	14,119	3,662
Bulk	402	6,749	402	11,516
Total Cannabis revenue	$ 30,171	$ 25,969	$ 60,947	$ 43,425
Hemp	20,243	19,935	41,569	25,517
Total	$ 50,414	$ 45,904	$ 102,516	$ 68,942

Revenue attributed to geographic region based on the location of the customer was as follows:

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
Canada	$ 27,844	$ 30,329	$ 57,332	$ 47,331
United States	13,981	10,730	30,511	14,955
Other countries	8,589	4,845	14,673	6,656
Total	$ 50,414	$ 45,904	$ 102,516	$ 68,942

Revenue includes excise duties of $4,140 and $9,112 for the three and six month periods ended 30 June 2020 (2019: $3,862 and $5,776).

Long-lived assets consisting of property and equipment, net of accumulated depreciation, attributed to geographic regions based on their physical location were as follows:

	June 30, 2020	December 31, 2019
Canada	$ 114,805	$ 144,065
Portugal	56,572	36,908
United States	4,640	3,171
Other countries	63	73
Total	$ 176,080	$ 184,217

Three customers accounted for 16%, 15%, and 9% of revenue, respectively, for the three months ended June 30, 2020. Three customers accounted for 21%, 16% and 12% of revenue, respectively, for the six months ended June 30, 2020. For the three and six months ended June 30, 2020, two customers were from the Cannabis segment and one customer from the Hemp segment. Three customers accounted for 15%, 11%, and 10% of revenue, respectively, for the three months ended June 30, 2019. Two customers accounted for 13% and 11%, of revenue, respectively, for the six months ended June 30, 2019.

One customer accounted for 13% of the Company's accounts receivable balance as of June 30, 2020. Two customers accounted for 20% and 10%, respectively, of the Company's accounts receivable balance as of December 31, 2019.

26. Subsequent Events

During the month of July 2020, the Company issued 816,118 shares of Class 2 common stock for gross proceeds of approximately $5,800 under the at-the-market equity offering program

On August 5th, 2020, the Company reached an agreement with an unrelated third party and terminated supply agreements for purchase commitments of $17,425. As part of the agreement reached the Company will not seek reimbursement of an advance deposit the Company had previously provided to the third party supplier of which $4,934 remained outstanding as of June 30, 2020 (refer to Note 4). The Company included the $4,934 in inventory valuation adjustments in cost of sales that related to the write off of the advance deposit (refer to Note 5) in its statements of net loss and comprehensive loss. The Company also removed the $17,425 of purchase commitments (refer to Note 18) from its commitments and contingencies as of June 30, 2020. In addition, the Company paid $3,683 in cash and $1,473 in shares of the Company's Class 2 common stock.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with the unaudited financial information and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q, and our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 ("Annual Report"). Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business and related financing, includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or "forward-looking information" within the meaning of Canadian securities laws. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations. Such forward-looking statements and forward-looking information are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements or forward-looking information. Factors that could cause or contribute to such differences include, but are not limited to, those identified in this Quarterly Report on Form 10-Q and those discussed in the section titled "Risk Factors" set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q, subsequent quarterly and annual reports, and in our other SEC and Canadian public filings. In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q and while we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements. You should not rely upon forward-looking statements or forward-looking information as predictions of future events. Furthermore, such forward-looking statements or forward-looking information speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements or forward-looking information to reflect events or circumstances after the date of such statements.

Amounts are presented in thousands of United States dollars, except for shares, warrants, per share amounts and per warrant amounts or as otherwise noted. The Canadian dollar ("C$") equivalents presented are derived using the average exchange rate during the reporting period. Amounts are individually converted by multiplying the United States dollar to Canadian dollar rate to determine the Canadian dollar amount.

We lost our emerging growth company status effective December 31, 2019 and therefore reported as a large accelerated filer in the audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2019 (the "Annual Financial Statements"). As a result, we comply with new and revised accounting standards applicable to public companies. The comparative three and six months ended June 30, 2019 included in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation reflects the new and revised accounting standards and therefore does not mirror the June 30, 2019 interim period condensed consolidated financial statements previously filed.

Overview

Our vision is to build the world's most trusted and valuable cannabis and hemp company. We are pioneering the future of medical, wellness and adult-use cannabis and hemp research, cultivation, processing and distribution globally, and we are one of the leading suppliers of adult-use cannabis in Canada and medical use cannabis in Germany, and a leading supplier of hemp products in North America.

We have supplied high-quality cannabis products to tens of thousands of patients in fifteen countries spanning five continents through our subsidiaries in Australia, Canada, Germany, Latin America and Portugal, and through agreements with established pharmaceutical distributors. We cultivate medical and adult-use cannabis in Canada and medical cannabis in Portugal. We operate only in countries where cannabis or hemp-derived cannabinoids are legal, by which we mean the activities in those countries are permitted under all applicable federal and state or provincial and territory laws.

We are witnessing a global paradigm shift for cannabis and hemp, and as a result of this shift, the transformation of a multibillion dollar industry from a state of prohibition to a state of legalization. Medical cannabis is now authorized at the national or federal level in forty-one countries. The legal market for medical cannabis is still in its early stages and we believe the number of countries with legalized regimes will continue to increase. We believe that as this transformation occurs, trusted global brands with multinational supply chains will become market leaders by earning the confidence of patients, doctors, governments and adult consumers around the world.

We are a leader in the Canadian adult-use market. We have entered into agreements to supply certain provinces and territories with our adult-use products for sale through the distribution systems they have established. Adult-use legalization occurred in Canada on October 17, 2018 and on October 17, 2019, the Canadian adult-use regulations were amended to permit the sale of new class of cannabis products including edibles, beverages and vape products.

On February 28, 2020, we entered into a credit agreement for a senior secured credit facility, denominated in Canadian dollars, for a maximum aggregate principal amount of $59.6 million (C$79.8 million) (the "Senior Facility"). An aggregate principal amount equal to $49.7 million (C$66.5 million) was drawn on February 28, 2020.

As a result of COVID-19 related financial market conditions that have affected the lender, and not because of any material changes to the business of Tilray or its subsidiaries, the lender requested that we withdraw our then outstanding request for the additional draw of $9.9 million made on May 4, 2020. We agreed and, as a result, on June 5, 2020, we entered into the First Amendment to the Senior Facility ("the First Amendment"). The First Amendment provides that the Senior Facility will only require interest payments for the remainder of its term and all outstanding principal payments will be due at maturity, February 28, 2022. We have been, and currently are, in full compliance with all terms of the Senior Facility and did not incur any fees or penalties in connection with the First Amendment.

Additionally, and at such time as the lender's business may allow, the lender may make the additional proceeds of $9.9 million available during the term of the Credit Agreement, at its sole discretion. Concurrently with the First Amendment, the lender also approved our ability to sell the High Park Gardens facility, if and when we desire. As part of any sale of the High Park Gardens facility, the lender has agreed that we may retain 60% of any sales proceeds (net of all expenses, fees and taxes), and that the lender shall receive 40% of all sales proceeds (net of all expenses, fees and taxes). All sales proceeds to the lender will be applied as a repayment of principal on the Senior Facility, without any prepayment penalties or fees.

On March 17, 2020, we closed an underwritten registered offering of 7,250,000 shares of Class 2 common stock for $4.76 per share and 11,750,000 pre-funded warrants for $4.7599 (the "pre-funded warrants") accompanied by 19,000,000 warrants with an exercise price of $5.95. The pre-funded warrants have an exercise price per share of Class 2 common stock of $0.0001 and were exercisable at any time after their original issuance and expire on the fifth anniversary date of issuance. The pre-funded warrants were exercised in full during March 2020. The 19,000,000 warrants (the "warrants") have an exercise price of $5.95 and allow the holder to purchase 19,000,000 shares of the Company's Class 2 common stock. All 19,000,000 warrants remain outstanding as of June 30, 2020, and are exercisable at any time after the first trading day following the six-month anniversary of the issuance and will expire on the fifth anniversary date from the date they become exercisable. Our net proceeds from this offering was $85.3 million (gross proceeds of $90.4 million).

On May 26, 2020, we announced that we would permanently shut down our facility at High Park Gardens, a licensed cannabis facility in Leamington, Ontario, operated through its wholly-owned subsidiary Natura Naturals Inc. ("High Park Gardens"). This is a result of changing industry dynamics and evolving business needs. As a result of the closure, we expect to realize annualized net savings of approximately $6.0 million and avoid significant ongoing capital expenditures.

As of June 30, 2020, due to the closure of High Park Gardens, we incurred termination costs of $0.3 million related to severance, which are included within general and administrative expenses, recorded total non-cash charges of $25.5 million, which included of $13.6 million related to the write down of land and buildings upon placing these assets for sale and valuing such at their fair value less normal selling costs, $1.8 million of inventory valuation adjustments related to the destruction of unharvested flower and $10.2 million related to write down of the acquired cultivation license. We expect to recognize additional cash charges of $0.3 million in real estate transaction fees upon final sale of the Leamington facility.

On June 30, 2020, we completed the separation from Smith & Sinclair, a previously consolidated entity, which develops and distributes CBD-infused edibles.

During the six months ended June 30, 2020, we reduced headcount in different areas of the organization in order to better align our cost structure with the current business environment. A total of 415 positions were eliminated with an expected annualized savings impact, net of severance costs, of $34.0 million. In addition to headcount reductions, we have undertaken other efforts to increase operating efficiencies which will result in future additional cost savings of approximately $17.0 million, totaling approximately $52.0 million in overall cost savings annually versus our Q4 2019 annualized run rate cost structure. We continue to evaluate our cost structure in light of business conditions and COVID-19 and may take additional actions during the remaining of the year.

During the six months ended June 30, 2020, we issued 2,712,404 shares of Class 2 common stock for gross proceeds of approximately $30.9 million under the at-the-market equity offering program.

COVID-19

The ongoing outbreak of COVID-19 has caused significant disruptions to national and global markets, economies and consumer and patient behavior. Our businesses have been designated essential services in all the markets in which we operate. During this time, we have continued to conduct our operations to the fullest extent possible, while also responding to the outbreak with actions that include:

- implementing measures to protect the health and safety of our employees;
- modifying employee work schedules and access to our offices and facilities;
- coordinating closely with our suppliers and customers to maintain ample product supply for our customers and patients;
- ensuring we have business continuity programs in place; and
- planning for and working aggressively to mitigate any disruptions that may occur.

We are unclear how long this situation will exist. Due to the uncertainty around the outbreak's duration and its broader impact the longer-term impact to our business is currently unknown. See the Risk Factors in Part II, Item 1A, regarding the COVID-19 outbreak, as well as those set forth in our most recent Form 10-K filing addressing risks facing our business, some of which may be affected by the COVID-19 outbreak.

Following minimal impact to our business during Q1 2020, during Q2 our sales growth in the Canada adult-use market, and Canadian medical and International medical markets moderated due to inconveniences faced by our customers and patients to access retail locations or prescribers' offices respectively, as well as adult-use "pantry loading" that we believe occurred in March 2020, reducing demand in the three months ended June 30, 2020. We have not experienced any disruptions to our product supplies in any market.

For the remainder of 2020, COVID-19 may continue to suppress our expected and forecast sales growth. During this period, our priorities remain to provide a healthy and safe work environment for our employees; make our products available as easily as possible to our customers and patients, closely monitor our internal and external supply chain, and ensure we maintain our business operation, including the operation of financial reporting systems, internal control over financial reporting, and disclosure controls and procedures.

During the last six months we have taken actions to reduce our cost structure and add capital to our balance sheet to strengthen our business and support our short and long-term liquidity needs. Based on the actions taken and the information available to us as of the date of this report, we believe we will be able to adapt our plans as needed to continue to effectively manage our business during the evolving COVID-19 situation. Nevertheless, considering the possible changes to the environments critical to our business, including; social, economic, business, and governmental regulatory, the potential impact that COVID-19 may have on our financial condition and operating results remains highly uncertain.

Key Operating Metrics

We use the following key operating metrics to evaluate our business and operations, measure our performance, identify trends affecting our business, project our future performance and make strategic decisions.

Other companies, including companies in our industry, may calculate key operating metrics with similar names differently which may reduce their usefulness as comparative measures.

(financial data is expressed in United States dollars)

	Three months ended June 30,				Six months ended June 30,			
	2020	2019	Change	% Change	2020	2019	Change	% Change
Kilograms equivalents sold - cannabis	11,430	5,588	5,842	105%	17,224	8,600	8,624	100%
Kilograms harvested - cannabis	6,781	11,474	(4,693)	(41)%	16,314	19,868	(3,554)	(18)%
Thousand units sold - hemp products	3,372	3,077	295	10%	5,250	3,699	1,551	42%
Average net selling price per gram - cannabis	$ 2.64	$ 4.61	$ (1.97)	(43)%	$ 3.51	$ 5.02	$ (1.51)	(30)%
Average cost per gram sold - cannabis	$ 2.06	$ 3.86	$ (1.80)	(47)%	$ 2.40	$ 3.92	$ (1.52)	(39)%
Average gross selling price per unit - hemp products	$ 6.00	$ 6.48	$ (0.48)	(7)%	$ 7.92	$ 6.90	$ 1.02	15%

Kilogram equivalents sold – cannabis. We sell two product categories: (1) dried cannabis, which includes whole flower, ground flower and pre-roll products, and (2) cannabis extracts, which includes full-spectrum and purified oil drops and capsules, and product formats infused with cannabis extract such as edibles and vape products. Cannabis extracts are converted to flower equivalent grams based on the type and number of dried cannabis grams required to produce extracted cannabis in the form of cannabis oils infused into the final product. This conversion ratio is based on the amount of active cannabinoids in the products rather than the volume of the final product.

Total kilogram equivalents sold increased for both three and six months ended June 30, 2020 from comparable periods in 2019. The increase was primarily due to a one-time Bulk transaction associated with the termination of a supply contract. We expect continued increases in kilogram equivalent grams sold as we generate sales growth in our key cannabis businesses; Canadian Adult Use and International Medical.

Kilograms harvested – cannabis. Kilograms harvested represents the weight of dried whole plants post-harvest, drying and curing. This operating metric is used to measure the production efficiency of our facilities and production team.

Total kilograms harvested decreased for the three and six months ended June 30, 2020 from the comparable periods in 2019 partially due to the closure of our High Park Gardens cannabis greenhouse production operation and partially due to the timing of harvests in Portugal during 2020 compared to 2019.

It is our expectation that harvested quantities for comparable facilities will increase during 2020 due to improved efficiencies as our growing processes mature and we realize the benefits of capital investments. After the permanent shut down of our facility at High Park Gardens, a licensed cannabis facility in Leamington, Ontario, our current production and manufacturing footprint in Canada is approximately 0.7 million square feet and our footprint in Portugal is approximately 2.6 million square feet, for a total of 3.3 million square feet worldwide. Our current growing space in Portugal is made up of 20 hectares of outdoor growing space in Alentejo, 1 hectare of greenhouse and 4 hectares of outdoor growing space in Cantanhede, and 65,000 square feet of manufacturing, processing, research, and office space in Cantanhede. We are currently under construction to complete an additional 3.4 hectares of greenhouse in Cantanhede during the remainder of 2020. Due to COVID-19, however, we have experienced construction delays and there is some uncertainty about the actual completion date of the additional growing space. If we are unable to complete construction in a timely manner due to COVID-19, we may not achieve all our expected harvests and production which may negatively impact our international sales. We are actively working with our contractors to maintain appropriate COVID-19 protections at our construction site in an effort to complete construction in a timely manner.

Thousand units sold – hemp products. As a result of the acquisition of FHF Holdings Ltd. ("Manitoba Harvest") in February 2019, we sell hemp products such as shelled hemp seed, ground hemp, broad spectrum hemp extract containing CBD and hemp seed oil that are tracked by individual units.

Hemp products sold for the three month period ending June 30, 2020 were flat to the comparable period in 2019. For the six months ended June 30, 2020 sales increased from the comparable period in 2019. The increase is largely due to a full quarter of sales in 2020 compared to a partial quarter in 2019. The lack of growth in year over year sales for the three month period ending June 30, 2020 is largely attributable to reduced foot traffic at retail outlets due to COVID-19. Looking forward, due to COVID-19 and the associated restrictions on retail shopping and potential permanent changes in consumer behavior, we may not be able to grow sales in our key sales channels. Our sales team is exploring ways to mitigate any effects of slowing sales due to COVID-19 including expanding our distribution, increasing our presence on Amazon, and enhancing selling capabilities of our own website.

Average net selling price per gram – cannabis. The average net selling price per gram is an indicator that shows our pricing trends over time on a gram equivalent basis and is impacted by sales mix, channel and product type. We exclude revenue associated with hemp products, accessories and freight sales to arrive at cannabis-related revenue. We calculate average net selling price per gram by dividing cannabis-related revenue by kilogram equivalents sold. As Cannabis 2.0 products become a larger percentage of our mix, and because Cannabis 2.0 products include more value-added activities and the cannabis inputs will be a lower portion of the overall cost and value of the products, we may change this operating metric from per gram to unit measures.

The average net selling price per gram decreased for the three and six months ended June 30, 2020 from comparable periods in 2019 due to a shift in distribution channels and product mix. Adult-use products increased to 59% and 63% of total cannabis revenue for the three and six months ended June 30, 2020 compared to 58% and 53% for the comparable periods in 2019. Adult-use products are sold directly to wholesalers, which have lower sales price per gram and higher sales volume compared to medical channel sales. In addition, during the quarter we executed a one-time transaction at lower net selling price per gram associated with the termination of a supply contract.

We expect our average selling price per gram to increase over time as our international medical cannabis sales continue to grow. However, if construction of our new greenhouse space in Portugal is delayed due to COVID-19 or otherwise, we may not realize our expected increase in sales price because we may not have sufficient product at the potency level needed to supply our growing international medical sales business.

Average cost per gram sold – cannabis. The average cost per gram sold measures the efficiency in our cultivation, manufacturing and fulfillment operations. We deduct hemp products, inventory valuation adjustments and the cost of sales related to accessories from total cost of sales to arrive at cannabis-related cost of sales. Cannabis-related cost of sales is then divided by total kilogram equivalents sold to calculate the average cost per gram sold. As Cannabis 2.0 products become a larger percentage of our mix, and because the Cannabis 2.0 products include other input costs that can be a greater portion of the unit cost than the cannabis ingredients we may change this operating metric from per gram to unit measures.

The average cost per gram sold decreased for the three and six months ended June 30, 2020 from comparable periods in 2019 primarily a result of reduced cost structures at our facilities due to our cost cutting efforts, better throughput and cost absorption at our High Park Holdings processing facility, and partially due to the availability of low cost product available from 3rd parties. These decreases were partly offset by a one-time Bulk transaction associated with the termination of a supply contract. We expect to see continued improvement in our cost per gram metric as the full benefit of our cost reductions, including the closure of High Park Gardens, which was a relatively high cost facility to operate, are realized.

Average gross selling price per unit – hemp products. The average gross selling price per unit is an indicator that shows our pricing trends over time on a unit basis for our hemp products and is impacted by sales mix, channel and product type. We exclude revenue associated with cannabis, accessories and freight sales to arrive at hemp product-related revenue. We calculate average gross selling price per unit by dividing hemp product-related revenue by units sold.

The average gross selling price per unit for hemp products decreased roughly 7% during the three months ended June 30, 2020 from the comparable periods in 2019 due to increased promotional activity with our largest customer. The six month comparable period in 2019 does not provide a good comparison because the 2019 period only represents four months of sales. If COVID-19 and its related impacts continue to depress general retail activity, we may experience additional pressure to reduce prices to compel retailers to continue to stock our products. Our sales team continues to monitor retailer relationships with a goal of maintaining or increasing pricing.

Critical Accounting Policies and Significant Judgments and Estimates

There were no material changes to our critical accounting policies and estimates from the information provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our Annual Report on Form 10-K for the year ended December 31, 2019, other than those noted in “Part I, Item 1. Note 1 – Summary of Significant Accounting Policies” to our condensed consolidated financial statements (the “financial statements”) contained in this Quarterly Report on Form 10-Q. The most significant updates are as follows:

Assets held for sale

In May 2020, we announced our decision to close our High Park Gardens facility in response to the current economic climate. As a result, we have adopted an accounting policy for assets held for sale. Assets held for sale are accounted for in accordance with applicable accounting guidance provided in ASC Topic 360, Property, Plant and Equipment. We classified our assets as held for sale if, among other criteria, the carrying amount will be recovered principally through a sale transaction rather than continued use and a sale is considered probable within one year. Assets classified as held for sale are measured at the lower of the carrying amount and fair value less costs to sell.

We have determined assets at High Park Gardens meet the criteria for held-for-sale classification and have measured these assets at the lower of their carrying amount and fair value less costs to sell. We have recorded an impairment loss recognized for the initial write-down of these assets to fair value less costs to sell in impairment of assets within the statements of net and comprehensive loss. We have presented these assets classified as held for sale separately from the other assets in the balance sheets.

We used a third-party real estate agent to assist us in the determination of the fair value of the assets held for sale. The agent used recent sales of similar properties to determine an implied sale price per acre of land and greenhouse space and applied this to the land and greenhouse space held for sale to estimate the fair value.

COVID-19 related judgments and estimates

The unprecedented nature of the COVID-19 pandemic and its impact results in uncertainty about future market conditions, the impacts on our business, and consequently, the assumptions we use to develop forecasts of business performance. As a result, significant judgments and estimates have been made in the qualitative and quantitative impairments and the going concern assessments at June 30, 2020. There is no guarantee that our total revenues will grow or remain at similar levels in the next two quarters of 2020. Depending on conditions, we may have to review our assumptions which may result in additional adjustments or impairments of assets in 2020. Additionally, if COVID-19 continues to negatively impact business conditions around the globe and in our key markets, we may need to further adjust our operations and headcount during the year.

Warrants

In March 2020, we closed on a registered offering including Class 2 common stock that included warrants and pre-funded warrants. As a result, we have adopted an accounting policy for warrants. Warrants are accounted for in accordance with applicable accounting guidance provided in ASC Topic 815, Derivatives and Hedging – Contracts in Entity's Own Equity (“ASC 815”), as either liabilities or as equity instruments depending on the specific terms of the warrant agreement. Our warrants are classified as liabilities and are recorded at fair value. The warrants are subject to remeasurement at each settlement date and at each balance sheet date and any change in fair value is recognized as a component of change in fair value of warrant liability in the statements of net loss and comprehensive loss. Transaction costs allocated to warrants that are presented as a liability are expensed immediately within other expenses (income) in the statements of net loss and comprehensive loss.

We estimate the fair value of the warrant liability using a Monte Carlo pricing model. We are required to make assumptions and estimates in determining an appropriate risk-free interest rate, volatility, term, dividend yield, discount due to exercise restrictions and the fair value of common stock. Any significant adjustments to the unobservable inputs would have a direct impact on the fair value of the warrant liability.

Results of Operations

Financial data is expressed in thousands of United States dollars, unless otherwise noted.

Condensed Consolidated Statements of Net Loss Data

(in thousands of United States dollars)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Revenue	$ 50,414	$ 45,904	$ 102,516	$ 68,942
Cost of sales				
Product costs	37,204	33,430	74,392	50,759
Inventory valuation adjustments	18,629	201	22,673	525
Gross (loss) profit	(5,419)	12,273	5,451	17,658
General and administrative expenses	14,444	16,562	32,220	29,496
Sales and marketing expenses	12,833	14,366	30,709	22,187
Research and development expenses	652	1,528	1,910	2,576
Stock-based compensation expenses	7,647	7,923	15,324	13,659
Depreciation and amortization expenses	3,337	2,392	6,928	4,257
Impairment of assets	28,371	—	58,210	—
Acquisition-related expenses, net	1,790	2,464	4,145	6,888
Loss from equity method investments	1,327	—	3,075	—
Operating loss	(75,820)	(32,962)	(147,070)	(61,405)
Foreign exchange (gain) loss, net	(13,326)	(1,611)	14,743	(1,432)
Change in fair value of warrant liability	11,210	—	83,188	—
Interest expenses, net	10,564	8,581	19,710	17,325
Finance income from ABG	—	(212)	—	(347)
Other expense (income), net	333	(1,224)	4,983	(5,069)
Loss before income taxes	(84,601)	(38,496)	(269,694)	(71,882)
Deferred income tax recoveries	(2,875)	(2,642)	(4,147)	(6,419)
Current income tax expenses (benefit)	(39)	447	262	207
Net loss	$ (81,687)	$ (36,301)	$ (265,809)	$ (65,670)
Other Financial Data				
Adjusted EBITDA (1)	$ (12,277)	$ (18,021)	$ (30,984)	$ (32,416)

(1) Adjusted EBITDA is a non-GAAP financial measure. For information on how we define and calculate Adjusted EBITDA, and a reconciliation of net loss to Adjusted EBITDA, refer to "Non-GAAP Financial Measures."

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
(as a percentage of revenue)				
Cost of sales - product costs	74%	73%	73%	74%
Cost of sales - inventory valuation adjustments	37%	0%	22%	1%
Gross (loss) profit	(11)%	27%	5%	26%
General and administrative expenses	29%	36%	31%	43%
Sales and marketing expenses	25%	31%	30%	32%
Research and development expenses	1%	3%	2%	4%
Stock-based compensation expenses	15%	17%	15%	20%
Depreciation and amortization expenses	7%	5%	7%	6%
Impairment of assets	56%	0%	57%	0%
Acquisition-related expenses, net	4%	5%	4%	10%
Loss from equity method investments	3%	0%	3%	0%
Operating loss	(150)%	(72)%	(143)%	(89)%
Foreign exchange (gain) loss, net	(26)%	(4)%	14%	(2)%
Change in fair value of warrant liability	22%	0%	81%	0%
Interest expenses, net	21%	19%	19%	25%
Finance income from ABG	0%	(0)%	0%	(1)%
Other expense (income), net	1%	(3)%	5%	(7)%
Loss before income taxes	(168)%	(84)%	-263%	(104)%
Deferred income tax recoveries	(6)%	(6)%	(4)%	(9)%
Current income tax expenses (benefit)	0%	1%	0%	0%
Net loss	(162)%	(79)%	(259)%	(95)%
Other Financial Data				
Adjusted EBITDA (1)	(24)%	(39)%	(30)%	(47)%

(1) Adjusted EBITDA is a non-GAAP financial measure. For information on how we define and calculate Adjusted EBITDA, and a reconciliation of net loss to Adjusted EBITDA, refer to "Non-GAAP Financial Measures."

Revenue

We report our operating results in two segments: (i) Cannabis (licensed) and (ii) Hemp (unlicensed). The business segments reflect how our operations are managed, how resources are allocated, how operating performance is evaluated by senior management and the structure of our internal financial reporting. We also evaluate revenue by product channel and source.

Revenue by product channel

(in thousands of United States dollars)

	Three months ended June 30, 2020	Three months ended June 30, 2019	Three months $ Change	Three months % Change	Six months ended June 30, 2020	Six months ended June 30, 2019	Six months $ Change	Six months % Change
Cannabis								
Adult-use	$ 17,621	$ 15,043	$ 2,578	17%	$ 38,540	$ 22,923	$ 15,617	68%
Canada - medical	3,835	2,326	1,509	65%	7,886	5,324	2,562	48%
International - medical	8,313	1,851	6,462	349%	14,119	3,662	10,457	286%
Bulk	402	6,749	(6,347)	(94)%	402	11,516	(11,114)	(97)%
Total Cannabis revenue	30,171	25,969	4,202	16%	$ 60,947	$ 43,425	17,522	40%
Hemp	20,243	19,935	308	2%	41,569	25,517	16,052	63%
Total	$ 50,414	$ 45,904	$ 4,510	10%	$ 102,516	$ 68,942	$ 33,574	49%
Excise duties included in revenue	$ 4,140	$ 3,862	$ 278	7%	$ 9,112	$ 5,776	$ 3,336	58%

Revenue. Revenue increased 10% to $50.4 million (C$69.4 million) and 49% to $102.5 million (C$140.1 million) for the three and six months ended June 30, 2020, compared to revenue of $45.9 million and $68.9 million (C$60.9 million and C$91.5 million) for the same periods in 2019, respectively. For three months ended June 30, 2020, the increases from the comparable period in 2019 was primarily due to the ongoing growth and development of our international channels, especially in the European markets. For six months ended June 30, 2020, the increase from comparable periods in 2019 is largely driven by a combination of our adult-use, international medical, and hemp channels.

Cannabis. Cannabis segment revenue increased 16% to $30.1 million (C$41.5 million) and 40% to $60.9 million (C$83.2 million) for the three and six months ended June 30, 2020, compared to revenue of $26.0 million and $43.4 million (C$34.0 million and C$56.9 million) for the same periods in 2019, respectively. The increase was primarily driven by increased adult-use and international medical sales. We expect continued growth in both the Adult Use and International Medical sales channels in 2020 while we expect to see a decline in bulk sales as we focus on higher margin opportunities. We also expect cannabis to reflect a higher percentage of our total revenue in coming quarters.

Hemp. Hemp segment revenue increased 2% to $20.3 million (C$28.0 million) and 63% to $41.6 million (C$56.9 million) for the three and six months ended June 30, 2020, compared to revenue of $19.9 million and $25.5 million (C$26.1 million and C$33.4 million) for the same periods in 2019, respectively. The increase for the six month period was primarily attributable to the fact that the 2019 period reflected only four months of hemp revenue, following our acquisition of Manitoba Harvest, while the 2020 period reflects a full six months of revenue. Until there is more clarity from the Food and Drug Administration (“FDA”) on CBD in the United States, we view the hemp segment as likely to continue to deliver modest top line growth. Our team continues to explore expanded distribution for our products and other ways to generate sales growth despite the negative impact COVID-19 may have on our retail partners.

Revenue by product source

(in thousands of United States dollars)

	Three months ended June 30,				Six months ended June 30,			
	2020	2019	$ Change	% Change	2020	2019	$ Change	% Change
Dried cannabis	$ 20,071	$ 21,866	$ (1,795)	(8)%	$ 40,260	$ 32,802	$ 7,458	23%
Cannabis extracts	9,955	3,899	6,056	155%	20,007	$ 10,353	9,654	93%
Hemp products	20,243	19,935	308	2%	41,569	$ 25,517	16,052	63%
Accessories and other	145	204	(59)	(29)%	680	$ 270	410	152%
Total	$ 50,414	$ 45,904	$ 4,510	10%	$ 102,516	$ 68,942	$ 33,574	49%
Excise duties included in revenue	$ 4,140	$ 3,862	$ 278	7%	$ 9,112	$ 5,776	$ 3,336	58%

We also analyze our sales mix by dried cannabis, extracts, hemp and accessories. Cannabis as a whole represented 60% and 59% of total revenue for the three and six months ended June 30, 2020, versus 57% and 63% for the comparable periods in 2019, respectively. Dried cannabis represented 67% and 66% of cannabis revenue for the three and six months ended June 30, 2020, compared to 84% and 76% for the comparable periods in 2019, respectively. Cannabis extracts represented 33% and 33% of cannabis revenue for both the three and six months ended June 30, 2020, compared to 15% and 24% for the comparable periods in 2019, respectively. Hemp products represented 40% and 41% of total revenue for the three and six months ended June 30, 2020, compared to 43% and 37% for the comparable periods in 2019, respectively. The growth in Hemp products as a percent of total sales was largely due to the inclusion of Hemp product sales for only four months in the 2019 period.

Cost of sales and gross margin – Cannabis

(in thousands of United States dollars)

	Three months ended June 30,		2020 vs 2019 Change		Six months ended June 30,		2020 vs 2019 Change	
	2020	2019	$	%	2020	2019	$	%
Cost of sales - product costs	$ 27,181	$ 22,401	$ 4,780	21%	$ 51,784	$ 35,912	$ 15,872	44%
Cost of sales - inventory valuation adjustments	15,062	201	14,861	N/A	18,309	525	17,784	N/A
Total Cannabis cost of sales	$ 42,243	$ 22,602	$ 19,641	87%	$ 70,093	$ 36,437	$ 33,656	92%
Gross (loss) profit	$ (12,072)	$ 3,367	$ (15,439)	(458%)	$ (9,146)	$ 6,988	$ (16,134)	(231%)
Gross profit (excluding inventory valuation adjustments)(1)	$ 2,990	$ 3,568	$ (578)	(16%)	$ 9,163	$ 7,513	$ 1,650	22%
Gross margin percentage	(40%)	13%	(53%)	(409%)	(15%)	16%	(31%)	(193%)
Gross margin percentage (excluding inventory valuation adjustments)(1)	10%	14%	(4%)	(28%)	15%	17%	(2%)	(13%)

N/A: Not a meaningful percentage.

(1) Gross profit (excluding inventory valuation adjustments) and gross margin percentage (excluding inventory valuation adjustments) are non-GAAP financial measures. For information on how we define and calculate these non-GAAP financial measures, refer to “Non-GAAP Financial Measures.”

Cost of sales. Cost of sales increased for the three and six months ended June 30, 2020 from the comparable periods in 2019 partially due to the approximately $5.0 million associated with the write-off of a deposit for purchases from a supplier and partially due to increased sales volumes and the associated variable costs as well as increased expenses at our production facilities that were fully staffed and fully operational in 2020 compared to 2019.

Gross margin. Gross margin of -40% and -15% for the three and six months ended June 30, 2020 decreased from the comparable periods in 2019 partially due to introductory shipments made at lower margins in our international medical business and, as previously indicated, a one-time transaction associated with the termination of a supply contract in our Bulk business and partially due to non-recurring inventory write-downs related to the closure of High Park Gardens and other facilities as well as the growth of adult-use sales which generally has lower gross margins than our medical sales. For the remainder of 2020, we expect to see improved gross margins due to lower costs at our facilities due to cost cutting measures, additional operating efficiencies resulting from more throughput and better fixed cost absorption, and the availability of low cost third-party supply for any supplemental product required.

Cost of sales and gross margin – Hemp

(in thousands of United States dollars)

	Three months ended June 30,		2020 vs 2019 Change		Six months ended June 30,		2020 vs 2019 Change	
	2020	2019	$	%	2020	2019	$	%
Cost of sales - product costs	$ 10,023	$ 11,029	$ (1,006)	(9%)	$ 22,608	$ 14,847	$ 7,761	52%
Cost of sales - inventory valuation adjustments	3,567	—	3,567	0%	4,364	—	4,364	0%
Total Hemp cost of sales	$ 13,590	$ 11,029	$ 2,561	23%	$ 26,972	$ 14,847	$ 12,125	82%
Gross profit	$ 6,653	$ 8,906	$ (2,253)	(25%)	$ 14,597	$ 10,670	$ 3,927	37%
Gross profit (excluding inventory valuation adjustments and purchase accounting value step-up) (1)	$ 10,220	$ 10,266	$ (45)	(0%)	$ 18,961	$ 12,711	$ 6,250	49%
Gross margin percentage	33%	45%	(12%)	(26%)	35%	42%	(7%)	(16%)
Gross margin percentage (excluding inventory valuation adjustments and purchase accounting value step-up) (1)	50%	51%	(1%)	(2%)	46%	50%	(4%)	(8%)

(1) Gross profit (excluding inventory valuation adjustments and purchase accounting step-up) and gross margin percentage (excluding inventory valuation adjustments and purchase accounting step-up) are non-GAAP financial measures. For information on how we define and calculate these non-GAAP financial measures, refer to "Non-GAAP Financial Measures."

Cost of sales. Cost of sales increased for the three and six months ended June 30, 2020 from the comparable periods in 2019 primarily due to having a full six months of sales compared to four months in 2019.

Gross margin. Gross margin of 33% and 35% for the three and six months ended June 30, 2020 represents a 12% and 7% gross margin decline from the comparable periods in 2019 primarily due to a one-time inventory adjustment.

Operating expenses

(in thousands of United States dollars)

	Three months ended June 30, 2020	2019	Change	% Change	Six months ended June 30, 2020	2019	Change	% Change
General and administrative expenses	$ 14,444	$ 16,562	$ (2,118)	(13)%	$ 32,220	$ 29,496	$ 2,724	9%
Sales and marketing expenses	12,833	14,366	(1,533)	(11)%	30,709	22,187	8,522	38%
Research and development expenses	652	1,528	(876)	(57)%	1,910	2,576	(666)	(26)%
Stock-based compensation expenses	7,647	7,923	(276)	(3)%	15,324	13,659	1,665	12%
Depreciation and amortization expenses	3,337	2,392	945	40%	6,928	4,257	2,671	63%
Impairment of assets	28,371	—	28,371	100%	58,210	—	58,210	100%
Acquisition-related expenses, net	1,790	2,464	(674)	(27)%	4,145	6,888	(2,743)	(40)%
Loss from equity method investments	1,327	—	1,327	100%	3,075	—	3,075	100%
Total operating expenses	$ 70,401	$ 45,235	$ 25,166	56%	$ 152,521	$ 79,063	$ 73,458	93%
(as a percentage of revenue)								
General and administrative expenses	29%	36%			31%	43%		
Sales and marketing expenses	25%	31%			30%	32%		
Research and development expenses	1%	3%			2%	4%		
Stock-based compensation expenses	15%	17%			15%	20%		
Depreciation and amortization expenses	7%	5%			7%	6%		
Impairment of assets	56%	0%			57%	0%		
Acquisition-related expenses, net	4%	5%			4%	10%		
Loss from equity method investments	3%	0%			3%	0%		
Total operating expenses	140%	99%			149%	115%		

General and administrative. General and administrative expenses decreased for the three months ended June 30, 2020 from the comparable period in 2019 due to cost savings initiatives. During the six months ended June 30, 2020, we reduced general and administrative headcounts by 202 positions and incurred $3.0 million of non-recurring costs within general and administrative expenses primarily associated with severance payments, resulting in an increase in general and administrative expenses for such period.

Sales and marketing. Sales and marketing expenses decreased for the three months ended June 30, 2020 from the comparable period in 2019 due to cost savings initiatives and delay of sales and marketing programs as result of COVID19. During the six months ended June 30, 2020, sales and marketing expenses increased from the comparable period in 2019 primarily due to having a full six months of Manitoba Harvest expenses versus only four months in the prior year (acquired February 28, 2019) and increased staff numbers on our Canadian adult-use marketing team and increased staffing at our European locations during the second half of 2019.

Depreciation and amortization. Depreciation and amortization expenses increased for the three and six months ended June 30, 2020 from the comparable periods in 2019 primarily due to the increased investments in cultivation and production facilities. We expect depreciation and amortization to continue to increase as we complete our capital projects for expansion.

Stock-based compensation. Stock-based compensation expenses increased for the six months ended June 30, 2020 from the comparable period in 2019 primarily due to the issuance of stock options and restricted stock units under the 2018 Equity Incentive Plan throughout 2019 and 2020.

Research and development. Research and development expenses decreased for the three and six months ended June 30, 2020 from the comparable periods in 2019 primarily due to right-sizing the structure. This initiative not only delivered savings but also resulted in having an agile R&D team capable of developing future innovations.

Impairment of assets. For the three and six months ended June 30, 2020, we incurred non-cash impairment charges of $28.4 million and $58.2 million.

In the first quarter of 2020, due to the lack of clarity from the FDA regarding CBD products in the United States, COVID-19 related negative impacts on retail shopping, and a commensurate decrease in demand projections for CBD products, we incurred non-cash impairment charges of:

- $16.8 million and $6.1 million representing the full net book values of the intangible assets relating to the ABG Profit Participation Agreement and ABG Prince Agreement respectively, and
- $7.0 million related to the derecognition of the ABG finance receivable.

In the second quarter of 2020, primarily related to our decision to close the High Park Gardens facility, we incurred additional non-cash impairment charges of $25.1 million which included impairment charges of:

- $13.6 million relating to land and buildings,
- $10.2 million relating to the write-down to nil of its cultivation license and $1.2 million relating to foreign currency translation adjustments.
- In addition, on June 30, 2020, we completed the separation from Smith & Sinclair, a previously consolidated entity and recognized impairment charges of $3.3 million which primarily related to the write-offs of certain trademarks and patents.

Acquisition-related expenses, net. Acquisition-related expenses, net, reduced by $0.7 million and $2.7 million in 2020 from the three and six months ended June 30, 2019. Acquisition-related expenses, net for the three and six months ended June 30, 2019 was primarily due to costs incurred to close and integrate the acquisitions of Manitoba Harvest and Natura.

Loss from equity method investments. Losses from equity method investments for the three and six months ended June 30, 2020 were $1.3 million and $3.1 million, respectively.

Non-operating income and expenses

(in thousands of United States dollars)

	Three months ended June 30,		2020 vs 2019 Change		Six months ended June 30,		2020 vs 2019 Change	
	2020	2019	$	%	2020	2019	$	%
Foreign exchange (gain) loss, net	$ (13,326)	$ (1,611)	$ (11,715)	N/A	$ 14,743	$ (1,432)	$ 16,175	N/A
Change in fair value of warrant liability	11,210	—	11,210	100%	83,188	—	83,188	100%
Interest expenses, net	10,564	8,581	1,983	23%	19,710	17,325	2,385	14%
Finance income from ABG	—	(212)	212	(100)%	—	(347)	347	(100)%
Other expense (income), net	333	(1,224)	1,557	(127)%	4,983	(5,069)	10,052	(198)%
Total	$ 8,781	$ 5,534	$ 3,247	59%	$ 122,624	$ 10,477	$ 112,147	1070%

N/A: Not a meaningful percentage

Foreign exchange (gain) loss, net. The impact of foreign exchange for the three and six months ended June 30, 2020 was a gain of $13.3 million and a loss of $14.7 million, compared to a gain of $1.6 million and $1.4 million, for the comparable periods in 2019, respectively. As we hold a significant portion of balances in Canadian dollars, the fluctuation in foreign exchange rates between Canadian dollars and United States dollars drove the foreign exchange gain for six months ended June 30, 2020.

Change in fair value of warrant liability. In March 2020 we closed an equity offering which resulted in a warrant liability recorded at fair value. The warrant liability is marked to market, with the primary underlying input into the warrant valuation being our own stock price. Due to the increase in the market price of our stock since the offering closed, the fair value of the warrant liability increased by $11.2 million and $83.2 million during the three and six months ended June 30, 2020.

Interest expense, net. Interest expense, net for the three and six months ended June 30, 2020 was $10.6 million and $19.7 million, compared to $8.6 million and $17.3 million, for the comparable periods in 2019, respectively. The increase was primarily attributable to the Senior Facility which was entered into on February 28, 2020. We expect an increase in interest expense in 2020 to reflect a full year of expense related to the Senior Facility.

Finance income from ABG. Finance income from ABG decreased for the three and six months ended June 30, 2020 as the ABG finance receivable was written-off during the three months ended March 31, 2020.

Other expense (income), net. Other expense (income), net increased for the three and six months ended June 30, 2020 from the comparable periods in 2019, as equity investments measured at fair value had a decline in value in 2020 compared to an increase in value in the comparable periods in 2019. In addition, we incurred $4.0 million of issuance costs associated with the equity offering.

Net Loss and Adjusted EBITDA (1)

	Three months ended June 30,				Six months ended June 30,			
	2020	2019	Change	% Change	2020	2019	Change	% Change
Net loss	$ (81,687)	$ (36,301)	$ (45,386)	125%	$ (265,809)	$ (65,670)	$ (200,139)	305%
Adjusted EBITDA (1)	$ (12,277)	$ (18,021)	$ 5,744	(32)%	$ (30,984)	$ (32,416)	$ 1,432	(4)%

(1) *Adjusted EBITDA is a non-GAAP financial measure. For information on how we define and calculated Adjusted EBITDA, and a reconciliation of net loss to Adjusted EBITDA, refer to "Non-GAAP Financial Measures".*

Net loss increased for the three and six months ended June 30, 2020 from the comparable periods in 2019 primarily due to the impact of the change in fair value of warrant liability, the impairment of assets and the (gain) loss on foreign exchange, attributed largely to the weakening of the Canadian dollar. We also saw an increase in operating expenses to support our continued growth as well as a full quarter of Natura and Manitoba Harvest, which were acquired in the first quarter of 2019.

Adjusted earnings before interest, tax and depreciation ("Adjusted EBITDA") improved for the three months ended June 30, 2020 from the comparable period in 2019 primarily due to reduction in operating expenses. Adjusted EBITDA also increased for the six months ended June 30, 2020 from the comparable period in 2019 primarily due to a full six months of results from our Manitoba Harvest acquisition compared to four months in 2019.

Non-GAAP Financial Measures

To supplement our financial statements, which are prepared and presented in accordance with United States generally accepted accounting principles ("GAAP"), we use certain measures, as described below, to understand and evaluate our operating performance. These measures, which may be different than similarly titled measures used by other companies, are presented to help investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

Adjusted EBITDA

(in thousands of United States dollars)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Adjusted EBITDA reconciliation:				
Net loss	$ (81,687)	$ (36,301)	$ (265,809)	$ (65,670)
Inventory valuation adjustments	18,629	201	22,673	525
Severance costs	1,475	—	3,337	—
Depreciation and amortization expenses (1)	4,325	2,992	8,886	5,764
Stock-based compensation expenses	7,647	7,923	15,324	13,659
Impairment of assets	28,371	—	58,210	—
Acquisition-related expenses, net	1,790	2,464	4,145	6,888
Loss from equity method investments	1,327	—	3,075	—
Foreign exchange (gain) loss, net	(13,326)	(1,611)	14,743	(1,432)
Change in fair value of warrant liability	11,210	—	83,188	—
Interest expenses, net	10,564	8,581	19,710	17,325
Finance income from ABG	—	(212)	—	(347)
(Gain) Loss from disposal of property and equipment	(21)	1	436	112
Other expense (income), net	333	(1,224)	4,983	(5,069)
Amortization of inventory step-up	—	1,360	—	2,041
Deferred income tax recoveries	(2,875)	(2,642)	(4,147)	(6,419)
Current income tax expenses (benefit)	(39)	447	262	207
Adjusted EBITDA	$ (12,277)	$ (18,021)	$ (30,984)	$ (32,416)

(1) The Company revised its Adjusted EBITDA reconciliation for the six months ended June 30,2020 to reflect a correction in depreciation and amortization expense amount applied to this non-GAAP financial measures. Non-cash depreciation and amortization expenses includes depreciation expense related to both manufacturing and non-manufacturing assets. In the three months ended March 31, 2020 we incorrectly reported \$3.6 million which excluded the portion of the depreciation expense related to the Company's manufacturing assets. The corrected amount in Adjusted EBITDA reconciliation for the three months ended March 31, 2020 is \$4.6 million and is correct as reported above within the six months results.

Adjusted EBITDA should not be considered in isolation from, or as a substitute for, net loss. There are a number of limitations related to the use of Adjusted EBITDA as compared to net loss, the closest comparable GAAP measure. Adjusted EBITDA excludes:

- Non-cash inventory valuation adjustments;
- Severance costs;
- Non-cash depreciation and amortization expenses; which although these are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future;
- Stock-based compensation expenses, which has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy;
- Non-cash impairment charges, as the charges are not expected to be a recurring business activity;
- Acquisition-related expenses, which vary significantly by transactions and are excluded to evaluate ongoing operating results;
- Non-cash loss from equity method investments;
- Non-cash foreign exchange gains or losses, which accounts for the effect of both realized and unrealized foreign exchange transactions. Unrealized gains or losses represent foreign exchange revaluation of foreign denominated monetary assets and liabilities;
- Non-cash change in fair value of warrant liability;
- Interest expense, finance income from ABG, loss on disposal of property and equipment and other expense (income), net, to reflect ongoing operating activities;
- Amortization of purchase accounting step-up in inventory value included in costs of sales - product costs; and
- Current and deferred income tax expenses and recoveries, which could be a significant recurring expense or recovery in our business in the future and reduce or increase cash available to us.

Gross profit (excluding inventory valuation adjustments)

Gross profit (excluding inventory valuation adjustments) is a non-GAAP measure calculated in the cannabis segment. It is calculated as revenue less cost of sales, adjusted to add back inventory valuation adjustments.

Gross margin percentage (excluding inventory valuation adjustments)

Gross margin percentage (excluding inventory valuation adjustments) is a non-GAAP measure calculated in the cannabis segment. It is calculated as the gross profit (excluding inventory valuation adjustments), as described above, divided by revenue.

Gross profit (excluding inventory valuation adjustments and purchase accounting value step-up)

Gross profit (excluding inventory valuation adjustments and purchase accounting value step-up) is a non-GAAP measure calculated in the hemp segment. It is calculated as revenue less cost of sales, adjusted to add back inventory valuation adjustments and purchase accounting value step-up of $0 for the three and six months ended June 30, 2020 (2019 - $1,360 and $2,041).

Gross margin percentage (excluding inventory valuation adjustments and purchase accounting value step-up)

Gross margin percentage (excluding inventory valuation adjustments and purchase accounting value step-up) is a non-GAAP measure calculated in the hemp segment calculated as the gross profit (excluding inventory valuation adjustments and purchase accounting value step-up), as defined above, divided by revenue.

Liquidity and Capital Resources

As of June 30, 2020, we had cash and cash equivalents of $137.2 million which were held for working capital and general corporate purposes. This represents an overall increase of $40.4 million since December 31, 2019. Our primary need for liquidity is to fund working capital requirements, capital expenditures, debt service obligations and for general corporate purposes. Our ability to fund operations and make planned capital expenditures and debt service obligations depends on future operating performance and cash flows, which are subject to prevailing economic conditions and financial, business and other factors. Our financial statements, in Part I, Item 1 of this Form 10-Q, have been prepared on a going concern basis, which assumes we will continue to be in operation for the foreseeable future and, accordingly, will be able to realize our assets and discharge our liabilities in the normal course of operations as they come due. Further information can be found in Part I, Item 1 of this Form 10-Q, in the Notes to Condensed Consolidated Financial Statements in Note 1, “Summary of Significant Accounting Policies.”

During the six months ended June 30, 2020, we successfully raised funds with the following financing activities:

- On February 28, 2020, we entered into a credit agreement for a senior secured credit facility, denominated in Canadian dollars, for a maximum aggregate principal amount of $59.6 million (C$79.8 million). An aggregate principal amount equal to $49.7 million (C$66.5 million) was drawn on February 28, 2020.
- On March 17, 2020, we closed an underwritten registered offering of 7,250,000 shares of Class 2 common stock for $4.76 per share and 11,750,000 pre-funded warrants for $4.7599 accompanied by 19,000,000 warrants with an exercise price of $5.95 per warrant. The pre-funded warrants had an exercise price per share of Class 2 common stock of $0.0001. All the pre-funded warrants have been exercised. The 19,000,000 total accompanying warrants allow the holder to purchase 19,000,000 shares of the Company’s Class 2 common stock. The warrants have an exercise price per share of Class 2 common stock of $5.95 and are exercisable at any time after the first trading day following the six-month anniversary of the issuance and will expire on the fifth anniversary date from the date they become exercisable. Our net proceeds from this offering was $85.3 million (gross proceeds of $90.4 million); and
- During the six months ended June 30, 2020, we issued 2,712,404 shares of Class 2 common stock for gross proceeds of approximately $30.9 million under the at-the-market equity offering program.

During the three months ended June 30, 2020, we have experienced minor disruptions to our business due to COVID-19. In particular, we believe the impacts of COVID-19 on customer and patient behavior in our key markets, the impact on the opening of new cannabis retail outlets in the Canadian market, and the impact on retail markets in general, have introduced unexpected challenges and have resulted in suppressed sales across the majority of our businesses. We have largely been able to maintain satisfactory production levels at our facilities and have not experienced any outbreaks of COVID-19 among our employees. While we have been able to mitigate many of the recent impacts of COVID-19, there remain uncertainties about how the pandemic may influence consumer and patient behaviors, cannabis and retail markets in general, our selling and manufacturing operations, and capital markets, in the future. If COVID-19 negatively impacts one or more of these matters we may have to raise additional capital on potentially unattractive terms and or significantly reduce our costs in order to fully fund our business. Currently, we do not anticipate having to take these actions but, due to our inability to assess the full future impact of COVID-19 on our customers, financial markets, and our own business, we are continually evaluating many factors that will help us make decisions in a timely manner.

On June 5, 2020, we entered into the First Amendment to the Senior Facility. The First Amendment provides that the Senior Facility will only require interest payments for the remainder of its term and all outstanding principal payments will be due at maturity, February 28, 2022. We have been, and currently are, in full compliance with all terms of the Senior Facility and will not incur any fees or penalties in connection with the First Amendment. Additionally, and at such time as the lender’s business may allow, the lender may make the additional proceeds of $9.9 million (C$13.3 million) available during the term of the Credit Agreement, at its sole discretion. Concurrently, with the First Amendment, the lender also approved our ability to sell the High Park Gardens facility, if and when we desire. As part of any sale of the High Park Gardens facility, the Lender has agreed that we may retain 60% of any sales proceeds (net of all expenses, fees and taxes), and that the lender shall receive 40% of all sales proceeds (net of all expenses, fees and taxes). All sales proceeds to the lender will be applied as a repayment of principal on the Senior Facility, without any prepayment penalties or fees.

The warrants issued as part of the registered offering contain anti-dilution price protection features which, so long as the warrants remain outstanding, allow us to only issue up to $20.0 million in aggregate gross proceeds under our at-the-market offering program at prices less than the $5.95 per share exercise price of the warrants, and in no event more than $6.0 million per quarter, at prices below the $5.95 per share exercise price of the warrants, without triggering the price protection features.

The warrants are to be settled in registered shares, and the registration statement is required to be active, unless such shares may be subject to an applicable exemption from registration requirements. The holders, at their sole discretion, may elect to a cashless exercise, and be issued un-registered shares in accordance with Section 3(a)(9) of the 1933 Act. In the event we do not maintain an effective registration statement, we may be required to pay a daily cash penalty equal to 1% of the number of shares of Class 2 common stock due to be issued multiplied by any trading price of the Class 2 common stock between the exercise date and the share delivery date, as selected by the holder. Alternatively, we may deliver registered Class 2 common stock purchased by in the open market. We may also be required to pay cash if we do not have sufficient authorized shares to deliver to the holders upon exercise, which could have a material impact to our business.

Due to uncertainties we may face in raising additional equity financing in the future, which may be further impacted by the economic downturn and unprecedented conditions due to COVID-19, there remains uncertainty what impact this may have on managements assumptions used to develop these forecasts. Accordingly, we have concluded it is probable it can implement plans that would effectively mitigate the conditions and events that raise substantial doubt about the entity's ability to continue as a going concern for the next twelve months.

The following table sets forth the major components of our Condensed Consolidated Statements of Cash Flows for the periods presented:

(in thousands of United States dollars)

	Six months ended June 30,	
	2020	2019
Net cash used in operating activities	$ (90,503)	$ (110,227)
Net cash used in investing activities	(29,449)	(198,577)
Net cash provided by financing activities	165,212	5,704
Effect of foreign currency translation on cash and cash equivalents	(4,840)	396
Increase (decrease) in cash and cash equivalents	$ 40,420	$ (302,704)

Cash flows from operating activities

The change in net cash used by operating activities primarily related to changes in working capital fluctuations and changes in non-cash expenses, all of which are highly variable.

Cash flows from investing activities

The six months ended June 30, 2020 did not have significant investing activities compared to the same period in 2019 during which we acquired Manitoba Harvest and Natura Naturals, made our investment in the ABG Profit Participation Arrangement, and made purchases of significant property and equipment related to our expansion projects in Canada and Portugal.

Cash flows from financing activities

The change in net cash provided by financing activities during the six months ended June 30, 2020 relates to proceeds from equity offerings, including our at-the-market program, and debt financing.

Subsequent Events

During the month of July 2020, we issued 816,118 shares of Class 2 common stock for gross proceeds of approximately $5,800 under the at-the-market equity offering program.

On August 5th, 2020, we reached an agreement with an unrelated third party and terminated supply agreements for purchase commitments of $17,425. As part of the agreement reached, we will not seek reimbursement of an advance deposit we had previously provided to third party supplier of which $4,934 remained outstanding as of June 30, 2020. We included the $4,934 in inventory valuation adjustments in cost of sales related to the write off of the advance deposit in our statements of net loss and comprehensive loss. We also removed the $17,425 of purchase commitments from our commitments and contingencies as of June 30, 2020. In addition, we paid $3,683 in cash and $1,473 in shares of our Class 2 common stock.

Contractual Obligations

During the three months ended June 30, 2020, we successfully terminated or renegotiated several significant supply contracts. The contracts that were terminated were done so with no cost or cost that was not material. The contracts that were renegotiated, resulted in more favorable terms to the Company and have relieved the Company of any future purchase commitments. The total value of future commitments that have been avoided amounts to $42.3 million. We do not believe the termination or restructuring of these contracts will have any negative impacts on our ability to competitively source products required to conduct our business.

	Total	2020 (remaining six months)	2021	2022	2023	2024	Thereafter
Purchase commitments	$ 79,706	$ 78,045	$ 1,587	$ 37	$ 37	$ —	$ —
Senior Facility, principal and interest	$ 56,055	$ 2,900	$ 4,972	$ 48,183	$ —	$ —	$ —
Portugal construction commitments	12,234	12,234	—	—	—	—	—
Total	$ 147,995	$ 93,179	$ 6,559	$ 48,220	$ 37	$ —	$ —

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Recently Issued Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in "Part I, Item 1. Note 1 – Summary of Significant Accounting Policies" to our financial statements appearing elsewhere in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

Interest rate risk is the risk that the value or yield of available-for-sale debt securities may decline if interest rates decline or that the value of financial liabilities will increase if interest rates increase. Fluctuations in interest rates may impact the level of income and expense recorded on these financial instruments. A 1% change in the interest rate in effect on June 30, 2020 would not have a material effect on i) the fair value of our available-for-sale debt securities as the majority of the portfolio consists of convertible debt instruments with fixed interest rates ranging from 10% - 12%, or ii) the convertible note financial liabilities as they bear interest at a fixed rate of 5% and are not publicly traded. The Senior Facility bears interest on the outstanding principal balance at an annual rate equal to the Canadian prime rate plus 8.05%. A hypothetical 1% increase in the Canadian prime rate would result in an increase of $0.1 million and $0.2 million recorded in interest expense for the three and six months ended June 30, 2020.

Equity Price Risk

As of June 30, 2020, we held long-term equity investments at fair value and equity investments under the measurement alternative. These investment in equities were acquired as part of our strategic transactions. Accordingly, the changes in fair values of investment in equities measured at fair value or under the measurement alternative are recognized through other expense (income), net in the statements of net loss and comprehensive loss. Because of the uncertainty surrounding the COVID-19 outbreak, there is increased risk of declines in fair values of our equity investments if conditions have not been significantly improved and global stock markets have not recovered from recent declines. Based on the fair value of investment in equities held as of June 30, 2020, a hypothetical decrease of 10% in the prices for these companies would reduce the fair values of the investments and result in unrealized loss recorded in other expense (income), net by $0.3 million.

Foreign Currency Risk

Our condensed consolidated financial statements are expressed in United States dollars, but we have net assets and liabilities denominated in a variety of currencies, the most significant of which are the Canadian dollar and the Euro. As a result, we are exposed to foreign currency translation gains and losses. Revenue and expenses of all foreign operations are translated into United States dollars at the foreign currency exchange rates that approximate the rates in effect at the dates when such items are recognized. A 10% change in the exchange rates for the Canadian dollar would affect the carrying value of net assets by approximately $23.8 million as of June 30, 2020, with a corresponding impact to accumulated other comprehensive loss. We are also exposed to risk related to changes in the value of the Euro's due to our one construction commitment in Portugal. We have not historically engaged in hedging transactions and do not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks. As we continue to recognize gains and losses in foreign currency transactions, depending upon changes in future currency rates, such gains or losses could have a significant, and potentially adverse, effect on our results of operations.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer (the Company's principal executive officer and principal financial officer, respectively), evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2020. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, (or "DCPs"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. DCPs include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based on the evaluation of the Company's DCPs as of June 30, 2020, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as a result of the material weaknesses in the Company's internal control described in our Annual Report on Form 10-K for the year ended December 31, 2019, as of such date, the Company's DCPs were not effective.

Remediation Efforts to Address Material Weakness

As previously described in Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2019, the Company began implementing a remediation plan to address the material weaknesses mentioned above. Management strengthened the depth and experience of its finance organization in Q1 with the addition of a new Chief Financial Officer (CFO) and the addition of a Corporate Controller. Management will continue to increase the depth and experience within our operations, accounting and finance organizations, and design and implement improved processes and internal controls with the intent of increasing the use of system-based processes to limit manual calculations. The material weaknesses will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Changes in Internal Control over Financial Reporting

Other than with respect to the remediation efforts described above which included the successful go-live on August 1, 2020 of its new accounting software implemented in Tilray Portugal, there have been no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15(d)-5(f) under the Exchange Act) during the three months ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are currently involved in, and may in the future become involved in, legal proceedings, claims and investigations in the ordinary course of our business. Although the results of these legal proceedings, claims and investigations cannot be predicted with certainty, we do not believe that, other than those matters described below, the final outcome of any matters that we are currently involved in are reasonably likely to have a material adverse effect on our business, financial condition or results of operations. Regardless of final outcomes, however, any such proceedings, claims, and investigations may nonetheless impose a significant burden on management and employees and be costly to defend, with unfavorable preliminary or interim rulings.

We believe we have meritorious defenses to the matters described below and will continue to vigorously defend against them, but there are no assurances as to their outcome at this time. An adverse judgment or award against the Company in any of these matters could result in an event of default under the terms of the Senior Facility or our convertible notes.

420 Investments Ltd. Litigation

On February 21, 2020, 420 Investments Ltd., as Plaintiff ("420"), filed a lawsuit against Tilray, Inc. and High Park Shops Inc. ("High Park"), as Defendants, in Calgary, Alberta in the Court of Queen's Bench of Alberta. In August 2019, Tilray and High Park entered into an Arrangement Agreement with 420 and others (the "Arrangement Agreement"). Pursuant to the Arrangement Agreement, High Park was to acquire the securities of 420. In February 2020, Tilray and High Park gave notice of termination of the Arrangement Agreement. 420 alleges that the termination was unlawful and without merit and further alleges that the Defendants had no legal basis to terminate. 420 alleges that the Defendants did not meet their contractual and good faith obligations under the Arrangement Agreement. 420 seeks an order of specific performance (compelling the closing of the Arrangement Agreement). Alternatively, in the absence of specific performance, 420 seeks damages in the stated amount of C$110 million, plus C$20 million in aggravated damages. The Tilray and High Park Statement of Defense and counterclaimed were both filed on March 20,2020. 420's Statement of Defense to our counterclaim was filed on April 20, 2020. No trial date has been set.

Tilray, Inc. Reorganization Litigation (Delaware)

On February 27, 2020, Tilray stockholders Deborah Braun and Nader Noorian filed a class action and derivative complaint in the Delaware Court of Chancery styled Braun v. Kennedy, C.A. No. 2020-0137-KSJM. On March 2, 2020, Tilray stockholders Catherine Bouvier, James Hawkins, and Stephanie Hawkins filed a class action and derivative complaint in the Delaware Court of Chancery styled Bouvier v. Kennedy, C.A. No. 2020-0154-KSJM. The two complaints are nearly identical, were filed by the same group of counsel, and name Brendan Kennedy, Christian Groh, Michael Blue, Maryscott Greenwood, Michael Auerbach, and Privateer Evolution, LLC (as successor to Privateer Holdings, Inc.) as defendants and Tilray as a nominal defendant.

On March 4, 2020, the Court of Chancery entered an order consolidating the two cases and designating the complaint in the Braun/Noorian action as the operative complaint. The operative complaint asserts claims for breach of fiduciary duty against Kennedy, Groh, Blue, and Privateer Evolution (the "Privateer Defendants") for alleged breaches of fiduciary duty in their capacities as Tilray's controlling stockholders and against Kennedy, Greenwood, and Auerbach for alleged breaches of fiduciary duties in their capacities as directors and/or officers of Tilray in connection with the Downstream Merger. The operative complaint alleges that the Privateer Defendants breached their fiduciary duties by causing Tilray to enter into the Downstream Merger and Tilray's Board to approve that Downstream Merger, and that Defendants Kennedy, Greenwood, and Auerbach breached their fiduciary duties as directors by approving the Downstream Merger. Plaintiffs allege that the Downstream Merger gave the Privateer Defendants hundreds of millions of dollars of tax savings without providing a corresponding benefit to Tilray and its minority stockholders and that the Downstream Merger unfairly transferred and extended Kennedy, Blue, and Groh's control over Tilray. On June 5, 2020 Tilray and all defendants moved to dismiss the operative complaint and to stay discovery pending resolution of the motions to dismiss. On June 18, 2020 the court granted the order to stay discovery. On July 17, 2020, the stockholder plaintiffs filed an amended complaint. The defendants believe the claims in these cases are without merit, and intend to defend these cases vigorously, but there are no assurances as to their outcome.

Securities Litigation

On May 4, 2020, a lawsuit was filed by plaintiff Ganesh Kasilingam in the United States District Court for the Southern District of New York, against Tilray, Inc., Brendan Kennedy and Mark Castaneda, on behalf of himself and a putative class, seeking to recover damages for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Kasilingam litigation"). The complaint alleges that Tilray and the individual defendants overstated the anticipated advantages of the Company's revenue sharing agreement with Authentic Brands Group ("ABG"), announced on January 15, 2019, and that the plaintiffs suffered losses when Tilray's stock price dropped after Tilray recognized an impairment with respect to the ABG deal on March 2, 2020. The lead plaintiff motions in the Kasilingam litigation are still pending. The Company and the individual defendants believe the claims are without merit, and intend to defend vigorously against them, but there can be no assurances as to the outcome.

Shareholder Derivative Lawsuits

On April 10, 2020, a shareholder derivative lawsuit was filed in the United States District Court for the Eastern District of New York (EDNY) by Chad Gellner, Matthew Rufo, and Melvyn Klein, allegedly on behalf of Tilray, Inc., that piggy-backs on the Kasilingam litigation referenced above. It named the Board of Directors and Mark Castaneda as defendants. The theory of the lawsuit was that the board failed to prevent the alleged securities law violations asserted in the Kasilingam litigation. On May 29, 2020, a second shareholder derivative lawsuit was filed in the United States District Court for the Southern District of New York (SDNY) by Bo Hu asserting essentially the same claims, allegedly on behalf of Tilray, as the prior shareholder derivative action. On June 5, 2020 a third shareholder derivative lawsuit was filed in the United States District Court for the District of Delaware by Lee Morgan, again alleging essentially the same claims, on behalf of Tilray, as the prior shareholder derivative actions. And on June 16, 2020, the plaintiffs in the Gellner derivative action voluntarily dismissed that lawsuit in the EDNY and re-filed it in the SDNY. The two derivative actions in the SDNY have now been consolidated. The Company and the individual defendants believe the claims are without merit, and intend to defend vigorously against them.

Wyckoff Arbitration

On February 16, 2020, Wyckoff Farms ("Wyckoff"), a cannabinoid supplier to Tilray, emailed a demand for assurance of performance of the March 20, 2019 Cannabinoid Supply Agreement ("Supply Agreement"). Wyckoff stated that it believes that Tilray has anticipatorily breached its obligations under the Supply Agreement, which contemplated a five (5) year term, with an express minimum crop obligation during the first crop year from 2019-2020. Wyckoff demanded assurance that Tilray take delivery of and purchase at least 13,000 KG of product for the 2019/2020 crop year at a price of $4,600 KG of product (total purchase price $59,800,000). Wyckoff also raised additional concerns about purported additional minimum quantity purchase obligations for the remaining crop years. Tilray responded that it is within its rights under the Supply Agreement, that the contract's only minimum purchase obligation is for the 2019 crop year, and also invoked the contractual force majeure provision in light of the impacts of FDA regulatory uncertainty and FDA action related to hemp-derived CBD, as well as the COVID-19 pandemic. On March 5, 2020, Wyckoff submitted the dispute to binding arbitration before the American Arbitration Association (AAA) in Benton County Washington, to which Tilray responded with an Answer on March 26, 2020, disputing Wyckoff's claims.

Zenabis Arbitration

On June 19, 2020 High Park Holdings Ltd. ("High Park"), a wholly-owned subsidiary of Tilray, Inc., commenced a confidential arbitration against Zenabis Ltd. ("Zenabis"). The arbitration relates to certain payments and obligations under a Prepaid Supply Agreement between Zenabis and High Park. High Park seeks approximately CAD $24 million, as well additional unquantified damages and related contractual relief. Zenabis has indicated that it will be defending the claim. The proceeding is at an early stage.

Langevin Canada Class Action

On June 16, 2020, Lisa Langevin commenced a purported class action in the Alberta Court of Queen's Bench, on her behalf and on behalf of a proposed class of all medicinal and recreational users in Canada of the defendants' cannabis products who consumed the products before their expiry date. She alleges that the defendants, including Tilray, marketed medicinal and recreational cannabis products in circumstances where the defendants misrepresented the amount of Tetrahydrocannabinol (THC) or Cannabidiol (CBD) in their respective products. As a result of the defendants' alleged mislabeling of the cannabis products it is claimed that the plaintiff and proposed class members did not receive and consume the product that they believed that they had purchased and that this caused them loss, risk of injury and actual injury. Ms. Langevin claims that on February 13, 2020 she purchased Canaca – TenUp manufactured and distributed by Tilray. She had it tested and allegedly found that it only contained 46% of the claimed amount of THC. The Statement of Claim seeks $500,000,000 in damages and restitution and $5,000,000 in punitive damages plus interest and costs collectively from the defendants. On July 20, 2020 Plaintiff filed an Amended Statement of Claim, as well as an Amended Amended Statement of Claim. We plan to vigorously defend against this action.

The Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that the Company will incur a loss and the amount of the loss can be reasonably estimated, the Company records a liability in its consolidated financial statements. These legal reserves may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of loss is not estimable, the Company does not accrue legal reserves. While the outcome of legal proceedings is inherently uncertain, based on information currently available and available insurance coverage, our management believes that it has established appropriate legal reserves. Any incremental liabilities arising from pending legal proceedings are not expected to have a material adverse effect on our consolidated financial position, consolidated results of operations, or consolidated cash flows. However, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to our consolidated financial position, consolidated results of operations, or consolidated cash flows.

Item 1A. Risk Factors.

Careful consideration should be given to the following risk factors, in addition to the other information set forth in this Quarterly Report on Form 10-Q and in other documents that we file with the SEC or publicly in Canada, in evaluating our company and our business. Investing in our securities involves a high degree of risk. If any of the following risks actually occur, our business, financial condition, results of operations and future growth prospects could be materially and adversely affected. Additional risks and uncertainties not currently known to us or that we currently consider to not be material may also materially and adversely affect our company and our business.

Risks Related to COVID-19

The COVID-19 pandemic has developed rapidly, resulting in government ordered closures of significant portions of the global economy, including in the United States, Canada, Portugal, and Germany, places in which we conduct significant business, and could adversely affect our ability to conduct normal business operations, and harm our business and future results of operations and financial condition.

On March 11, 2020, the World Health Organization declared the outbreak of the coronavirus, or COVID-19, a pandemic. The United States, Canada, the European Union and governments around the world have declared national emergencies in response to COVID-19, which is significantly impacting worldwide economic activity. While it is unclear how the COVID-19 pandemic will ultimately effect the cannabis industry and the global economy, we have and continue to update many of our operational procedures and some of our competitors have been forced to take extreme measures, including closing cultivation facilities and significant workforce reductions. Pending the spread of this novel virus, we could likewise be forced to take extreme measures. See "*The recent global COVID-19 pandemic has coincided with periods of significant volatility in financial, commodities and other markets, resulting in global recessionary conditions, which could adversely affect our business, future results of operations and financial condition*."

Canadian Government Response

In our primary market of Canada, the Canadian national government and its provinces and municipalities have announced aggressive actions to reduce the spread of the disease, including limiting non-essential gatherings of people, ceasing all non-essential travel, ordering certain businesses and government agencies to cease non-essential operations at physical locations and issuing "social or physical distancing" orders, which direct individuals to remain at their places of residence. The province of Ontario, where we grow and manufacture adult-use cannabis and other cannabis products, has deemed our supply chain operations to be an essential service. The province of British Columbia, where we grow and manufacture cannabis products for medicinal purposes, has explicitly deemed the manufacture and sale of adult-use and medicinal cannabis by Licensed Producers (as defined under the Cannabis Act) to be an essential service. On August 4, 2020, the British Columbia government extended its Provincial State of Emergency to August 18, 2020, and it may extend or rescind such order as necessary. The province of British Columbia remains in Phase 3 of its 4-phased restart plan; however, should COVID-19 conditions deteriorate in the province, British Columbia health officials may pause or revert to a reduced phase.

Canadian Federal Medicinal Cannabis Guidance

On April 2, 2020, the Canadian federal government declared medical cannabis an essential service, stating that the manufacturer, logistics and warehouse operations, and distribution of cannabis for medical purposes have been identified as essential services. While we have not experienced significant disruption in our medicinal channel to date, this federal designation is nonbinding and advisory in nature, and, if amended or fully rescinded, could further disrupt our medicinal cannabis production and sales and restrict our ability to participate in clinical trials. See "*There has been limited study on the effects of medical cannabis and future clinical research studies may lead to conclusions that dispute or conflict with our understanding and belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis.*"

Ontario Provincial Government

On March 23, 2020, the Ontario provincial government issued a mandatory closure of all non-essential workplaces. This closure was scheduled to be in effect for 14 days with the possibility of extending this order as COVID-19 evolves. Additionally, on April 3rd, the Ontario government expanded the province's list of non-essential businesses to include cannabis retail stores, temporarily leaving online ordering and mail delivery of cannabis by the Ontario Cannabis Store as the only legal means of recreational access. Subsequently, effective July 29, Ontario prohibited privately-run cannabis stores from providing delivery and curbside pickup services to customers, which could have a negative impact on our sales as consumers return to the illicit market. On April 27, 2020, the government issued a "Framework for Re-Opening the Province," which calls for the phased re-opening of businesses and a continued emphasis on work-from-home arrangements. On July 17, 2020, the Province of Ontario continued with its Reopening Ontario plan transitioning 14 of its 24 regions to Stage 3, while the remaining more densely populated regions remain in

Stage 2. While Licensed Producers in Ontario are currently considered an essential supply chain operation under provincial laws, there can be no assurance that such designation will remain in effect. If our growing and manufacturing operations at Enniskillen and London, Ontario are deemed non-essential, and are required to close for a significant period of time, our revenues and our results of operations would be significantly reduced. Government mandated shutdowns could impede our supply chains, our general ability to transport and receive raw materials and inputs, and our ability to deliver finished products to our customers. Additionally, our senior executives, employees, contractors, suppliers, and other partners may be prevented from conducting business activities altogether, or may experience additional disruptions, due to personal sickness, remote working conditions, or additional facility shutdowns.

Manitoba Provincial Government

Effective April 1, 2020, the Province of Manitoba ordered closure of all non-essential services for a period of 15 days, which was extended until May 4, 2020. Since then, our subsidiary, Manitoba Harvest USA, LLC has followed a phased reopening plan through Phases 1-3, and, effective July 25, 2020, is now in Phase 4. Officials warn, however, that, if public health results deteriorate or guidelines are not sufficient, Phase 4 measures may be paused and previous measures may be re-introduced. Manitoba Harvest USA, LLC has production facilities in Winnipeg and Ste. Agathe, which produce hemp-related food products and accordingly have been deemed essential. While our facilities at both Winnipeg and Ste. Agathe remain open and producing according to schedule, and the U.S./Canadian border closure has exempted food transport as an essential cross-border service, we cannot predict effect of future governmental actions related to COVID-19 on this critical supply chain. If our manufacturing operations at Winnipeg and Ste. Agathe are deemed non-essential, and are required to close for a significant period of time, or the U.S.-Canadian border were closed to food transport, our general ability to transport and receive raw materials, inputs and final products would be significantly impacted. The U.S.-Canadian border closure remains in effect with still no official reopening date at this time.

If our Manitoba Harvest supply chain is critically impaired or shut down for an extended period as a result of COVID-19, we would experience severe inventory constraints and an inability to deliver our finished hemp food products, which could significantly harm our business, financial condition and results of operation.

<u>Portugal</u>

On March 20, 2020, following the declaration of the state of emergency by the President of the Republic on March 18, 2020, the Portuguese government adopted several actions to reduce the spread of COVID-19, including ordering certain businesses and government agencies to cease non-essential operations at physical locations and ordering “social distancing,” which directs individuals to remain at their places of residence. On April 2, 2020, these orders were extended to April 17, 2020, and on April 17, 2020, these measures were extended to May 2, 2020, with the possibility of further renewals or extensions. As of May 3, 2020, the Portuguese government declared the so-called situation of calamity, involving lighter restrictions to business activities and a soft law duty of individuals to remain at their places of residence. On July 31, 2020, the Portuguese government declared the so-called alert situation, to be effective between August 1 and August 14, 2020. This alert situation softens some restrictions to business activities but keeps social distancing rules (including mandatory remote work in certain cases). While our facility in Portugal has not been subject to a mandatory closure by Portuguese authorities, there can be no assurance that such operational status will remain in effect or that the government will not restore harder measures to reduce the spread of COVID-19. If the government mandated closure of our Portugal facility, or otherwise ordered harder restrictions to business activities or employees’ movement, we would lose ability to export medicinal cannabis across the European Union, applicable member states, or elsewhere in the region, which could have a material effect on our business, financial condition and results of operations.

We are currently building an additional greenhouse of 3.4 hectares in Cantanhede during the remainder of 2020. Due to COVID-19, we have and may continue to experience construction delays and cannot guarantee the final completion date of the growing space. If we are unable to complete construction in a timely manner due to COVID-19, we may not achieve all our expected harvests and production, which may negatively impact our international sales. While we are actively working with our contractors to maintain appropriate COVID-19 protections at our construction site in an effort to complete construction in a timely manner, there can be no guarantees that we will not continue to experience delays as a result of this pandemic.

<u>Germany</u>

During March and April 2020, the Federal German government and its sixteen state governments have passed different laws, regulations, resolutions and guidelines in response to the COVID-19 pandemic, including contact restrictions and closure of retail stores. Although the most severe lock down measures have been lifted subsequently, they might be restored if infection rates go up again which is somewhat expected towards fall. Our German offices have opened under strict safety and sanitary restrictions and most employees have voluntarily continued remote work. Our medical sales force has started to visit pharmacies and physicians’ offices, but physicians remain unreceptive to this approach. While we have experienced minimal disruption in supply of medicinal products to patients via pharmacies and physicians, there can be no assurance that future governmental measures or patient preferences and demand will curtail such activity. We have observed a strong decrease in new patients visiting doctors’ offices or switching therapies as patients avoid physical office visits and rely on known therapies or self-medicate, which could lead to reduced patient demand and revenues. Additionally, if medicinal cannabis is deemed non-essential by the German government, or we were unable to import our medicinal products into Germany from Canada and Portugal, it could have a material impact on our business, financial condition and results of operations.

COVID-19 has coincided with periods of significant volatility in global financial, commodities and other markets, resulting in global recessionary conditions, which could adversely affect our business, future results of operations and financial condition.

In March 2020, financial market volatility increased substantially, with several one-day stock market swings that caused significant market declines. Additionally, in March: market pricing deteriorated in virtually all sectors and asset classes except U.S. Treasury securities; the World Health Organization declared COVID-19 to be a pandemic; the U.S. President declared the COVID-19 pandemic to be a national emergency along with several Canadian provincial governments and the European Union, allowing several disaster programs to be accessed by states and cities; many states and cities across Canada, the U.S. and European Union declared health emergencies, lockdowns, travel restrictions, and quarantines, prohibiting gatherings of more than a small number of people and ordering or urging most businesses and workplaces to close or operate on a very restricted basis; the United States Federal Reserve Board lowered short-term interest rates twice and started a "quantitative easing" program intended to lower longer-term interest rates and foster access to credit; the effective yields of 10-year and 30-year U.S. Treasury securities achieved record low rates; and the U.S. Congress enacted relief legislation which, among other things, is intended to provide emergency credit to businesses at financial risk and to mitigate an economic recession which has not been officially measured or declared but is widely believed to have begun in March. Many U.S. federal relief programs are not available to companies in the cannabis industry, which could limit our ability to operate our U.S. business. See "*The price of our Class 2 common stock in public markets has experienced and may experience severe fluctuations.*"

The economic effects of these and related actions and events across the world have included: large numbers of partial or full business closures; large numbers of people being furloughed or laid off; large increases in unemployment; large numbers of workers being partially or wholly ordered to work from home; large numbers of businesses at risk of insolvency as revenues drop off precipitously, especially in businesses related to travel, hospitality, leisure, and physical personal services; large numbers of investors realizing substantial losses in their portfolios and retirement funds; inability of companies to access to capital markets or complete mergers; and large numbers of consumers being unwilling to undertake significant discretionary spending.

Given the ongoing and dynamic nature and significance of the events described above, we are not able to enumerate all potential risks to our business; however, we believe that in addition to the impacts described above, other current and potential impacts of these recent events include, but are not limited to:

- Disruption to our supply chain for raw materials essential to our business, including restrictions on importing and exporting products;
- Notices from customers, suppliers and other third parties arguing that their non-performance under our contracts with them is permitted as a result of force majeure or other reasons;
- A need to preserve liquidity, which could result in a reduction or suspension or a delay or change in our capital investment plan;
- Cybersecurity issues, as digital technologies may become more vulnerable and experience a higher rate of cyberattacks in the current environment of remote connectivity;
- Litigation risk and possible loss contingencies related to COVID-19 and its impact, including with respect to commercial contracts, employee matters and insurance arrangements;
- A continued reduction of our global workforce to adjust to market conditions, including severance payments, retention issues, and an inability to hire employees when market conditions improve;
- Costs associated with rationalization of our portfolio of global real estate facilities, including possible exit of leases and facility closures to align with expected activity and workforce capacity;
- Additional asset impairments, including an impairment of the carrying value of our goodwill, along with other accounting charges as demand for our products decreases;
- Infections and quarantining of our employees and the personnel of our suppliers, partners and other third parties in areas in which we operate;
- Changes in regulations for the growth and manufacture of cannabis, that may result in additional limits on demand for our products and services; and
- Actions undertaken by national, regional and local governments and health officials to contain the virus or treat its effects.

It is difficult to predict the impact of the COVID-19 pandemic on our businesses for the remainder of 2020 or afterward, as state and local governments as well as our consumers continue to take preventive measures against recent viral surges in many of our markets. Our efforts to mitigate the adverse impacts of COVID-19 may not be effective, and in any case are likely to only be a partial mitigant. The full extent of impacts resulting from the COVID-19 pandemic and other events beyond our control will depend on future developments, which are highly uncertain and unpredictable, including new information which may emerge concerning the severity of the pandemic and further action, including governmental, cannabis regulatory and other federal, state and local actions, taken to prevent, treat, or mitigate the spread of COVID-19, among others. In addition, the COVID-19 pandemic could result in business disruption to us, and if unable to recover from such a business disruption on a timely basis, the businesses, financial condition, and results of operations of Tilray would be adversely affected. We may also incur additional costs to remedy damages caused by such disruptions, which could adversely affect our financial condition and results of operations.

Risks Related to Adult-Use Cannabis

The adult-use cannabis industry, and the regulations governing this industry (included recently amended Canadian regulations, or Cannabis 2.0), may develop in a way that is significantly different from our current expectations, resulting in our decreased ability, or inability, to compete in this market and industry.

In June 2018, the government of Canada passed Bill C-45, the Cannabis Act and the accompanying regulations, or the CR, which was Canadian federal legislation allowing individuals over the age of 18 to legally purchase, process and cultivate limited amounts of cannabis for adult use in Canada. The CR became effective on October 17, 2018 and was further amended in October 2019 to allow new cannabis form factors under Cannabis 2.0. There is no assurance that the adult-use cannabis industry, and the regulations governing this industry, will continue to develop as anticipated. There are and will be significant restrictions on the marketing, branding, product formats, product composition, packaging, and distribution channels allowed under the CR, which may reduce the value of certain of our products and brands or negatively impact our ability to compete with other companies in the adult-use cannabis market in Canada. For instance, adult-use legislation includes a requirement for health warnings on product packaging, the limited ability to use logos and branding (only one brand name and one brand element per package), restrictions on packaging itself, and restrictions on types and avenues of marketing; further, Cannabis 2.0 regulations (which came into force on October 17, 2019) govern the production and sale of new classes or forms of cannabis products (including vapes and edibles), and impose considerable restrictions on product composition, labeling, and packaging in addition to being subject to similar marketing restrictions as existing form factors. Additional marketing and product composition restrictions have been imposed by some provinces and territories and are subject to changing interpretation without notice. Provincial or other legislation containing additional restrictions, such as a complete ban on marketing, may impact our ability to do so. Such additional restrictions may impair our ability to develop our adult-use brands, and a complete ban on marketing or additional product restrictions imposed under future regulations, may make it uneconomic or unfeasible for us to introduce our entire portfolio of brands and products into the Canadian market, which means that we will be unable to reap the full benefit of the exclusive rights we have secured to such brands and products or launch new products. Further, each province and territory of Canada has the ability to separately regulate the distribution of cannabis within such province or territory, and the rules (including associated regulations) adopted by these provinces or territories vary significantly. Furthermore, some provinces and territories impose significant restrictions on our ability to merchandise products; for example, some provinces impose restrictions on investment in retailers or distributors and their employees as well as in our ability to negotiate for preferential retail space or in-store marketing. Such variance may make participation in the adult-use cannabis market uneconomic or of limited economic benefit for us in those provinces or territories and could result in significant additional compliance or other costs and limitations on our ability to compete successfully in each such market.

Any failure on our part to comply with supplier standards established by provincial or territorial distributors could prevent us from accessing certain markets in Canada.

Government-run provincial and territorial distributors in Canada require suppliers to meet certain service and business standards, and routinely assess for compliance with such standards. Any failure by us to comply with such standards could result in our being downgraded or disqualified as a supplier, and would severely impede or eliminate our ability to access certain markets within Canada. See Risk Factor "*We depend on significant customers for a substantial portion of our revenue. If we fail to retain or expand our customer relationships or if this significant customer were to terminate its relationship with us or reduce its purchases, our revenue could decline significantly.*"

The adult-use cannabis market in Canada is continuing to develop and may experience supply fluctuations resulting in revenue and price decreases.

As a result of the legalization of adult cannabis use in Canada, the demand for cannabis may dramatically increase. Licensed Producers, and others licensed to produce cannabis under the CR, may not be able to produce enough cannabis to meet adult-use demand. This may result in lower than expected sales and revenues and may result in increased competition for sales and sources of supply. This competition may adversely affect our adult-use business and there is no guarantee that we will be able to supply or acquire the supply, on commercially reasonable terms or at all, to meet the demand for medical and adult-use cannabis.

In response to this surge in demand for cannabis, we and other cannabis producers in Canada may produce more cannabis than is needed to satisfy the collective demand of the Canadian medical and adult-use markets, and we may be unable to export that oversupply into other markets where cannabis use is fully legal under all federal and state or provincial laws. During the second quarter of 2020, we incurred an inventory valuation adjustment of $13.7 million, related to a variety of cannabis and cannabinoids products as a result of diminished sell-through opportunities, adjustment to the labor and overhead components of certain hemp products, and the write down of unharvested flower related to the closure of the High Park Gardens facility. Many of our competitors have taken similar impairment charges, primarily relating to unsalable biomass and oils. Additionally, the Canadian market may experience increased supply fluctuations as new form factors and products become available. As a result, the available supply of cannabis could exceed demand, resulting in a significant decline in the market price for cannabis. If this were to occur, there is no assurance that we would be able to generate sufficient revenue from the sale of adult-use cannabis to result in profitability and sufficient liquidity. Regulatory restrictions or over supply conditions in our primary markets could result in additional inventory adjustments.

The illicit supply of cannabis and cannabis-based products may reduce our sales and impede our ability to succeed in the medical and adult-use cannabis markets.

In addition to competition from Licensed Producers and those able to produce cannabis legally without a license, we also face competition from unlicensed and unregulated market participants, including illegal dispensaries and illicit market suppliers selling cannabis and cannabis-based products in Canada.

Despite the legalization of medical and adult-use cannabis in Canada, illicit market operations remain abundant and are a substantial competitor to our business. In addition, illegal dispensaries and illicit market participants may be able to (i) offer products with higher concentrations of active ingredients that are either expressly prohibited or impracticable to produce under current Canadian regulations, (ii) brand products more explicitly, and (iii) describe/discuss intended effects of products. As these illicit market participants do not comply with the regulations governing the medical and adult-use cannabis industry in Canada, their operations frequently have significantly lower costs.

As a result of the competition presented by the illicit market for cannabis, any unwillingness by consumers currently utilizing these unlicensed distribution channels to begin purchasing from licensed retailers for any reason or any inability or unwillingness of law enforcement authorities to enforce laws prohibiting the unlicensed cultivation and sale of cannabis and cannabis-based products could (i) result in the perpetuation of the illicit market for cannabis, (ii) adversely affect our market share and (iii) adversely impact the public perception of cannabis use and licensed cannabis producers and dealers, all of which would have a materially adverse effect on our business, operations and financial condition. Furthermore, given the recent effects of COVID-19 on regulated Cannabis retail, it is possible that legal cannabis consumers revert to the illicit market as a matter of convenience. See "*Risks Related to COVID-19.*"

Cannabis 2.0 allows for new and untested Cannabis products and form factors, and we may ultimately be unsuccessful in developing and offering these new products in our Canadian markets.

Cannabis 2.0 regulations permit Licensed Producers to develop new cannabis form factors, including CBD and THC-infused drinks, edibles and non-flower products, such as vapes. We have and will continue to develop strategic partnerships to participate in these new product market opportunities with partners who can provide complementary product development and support capabilities. Strategic initiatives around new products involve significant investment of management time and resources in order to successfully execute and maintain, for novel products that may not generate sufficient market demand. Additionally, there can be no guarantee that such new product offerings, even if successfully developed, will have unit economics that generate an appropriate return on investment. Cannabis 2.0 could result in diversions of management attention, a strain on existing financial and other resources or a lack of product demand for our newly developed form factors, any of which could have a material adverse effect on our business, results of operations and financial condition.

In connection with the amended Canadian adult-use regulations which became effective October 17, 2019 and permitted new classes of cannabis on December 16, 2019, we will now offer cannabis-only vape products in Canada. The vape market is a niche market that remains subject to a great deal of uncertainty and is still evolving. Recent negative public sentiment and regulatory scrutiny of vaporizing in the United States may cause Health Canada to further limit usage and diminish Canadian consumer demand for our cannabis vape products.

Cannabis vape products in Canada are regulated under the CR. Although this legislation sets clear rules and standards for the manufacture, composition, packaging, and marketing of cannabis vape products, these rules and standards predate the spate of vaping-related health issues that have recently arisen in the United States. These issues and accompanying negative public sentiment may prompt Health Canada or individual provinces/territories to further limit or defer industry's ability to sell cannabis vape products, and may also diminish consumer demand for such products. Recently, the Province of Quebec prohibited the sale of cannabis vape products through regulated channels, citing health concerns recently discovered in the United States. There can be no assurance that we will be able to meet any additional compliance requirements or regulatory restrictions, or remain competitive in face of unexpected changes in market conditions.

Vaping, electronic cigarettes and related products were recently developed and therefore the scientific community has not had a sufficient period of time to study the long-term health effects of their use. Currently, there is no way of knowing whether these products are safe for their intended use and the medical community is still studying these products' health effects. If the scientific community were to determine conclusively that use of any or all of these products poses long-term health risks, market demand for these products and their use could materially decline. Such a determination could also lead to litigation and significant regulation.

Loss of demand for our product, product liability claims and increased regulation stemming from unfavorable scientific studies on cannabis vaping products could have a material adverse effect on our business, results of operations and financial condition.

The adult-use cannabis industry and market in Canada is subject to many of the same risks as the medical cannabis industry and market, including risks related to our need for regulatory approvals, the early status and uncertain growth of this industry and the competition we expect to face in this industry.

The adult-use cannabis industry and market in Canada is subject to certain risks that are unique to this industry, as well as the risks that are currently applicable to the medical cannabis industry, which are described under the heading above titled "*Risk Factors-Risks Related to Medical Cannabis Business.*"

If any of these shared risks occur, our business, financial condition, results of operations and prospects could be adversely affected in a number of ways, including by our not being able to successfully compete in the adult-use cannabis industry and by our being subject to fines, damage awards and other penalties as a result of regulatory infractions or other claims brought against us.

We may be unsuccessful in competing in the legal adult-use cannabis market in Canada.

Our Canadian adult-use business faces enhanced competition from other Licensed Producers and those individuals and corporations who are licensed under the CR to participate in the adult-use cannabis industry.

As previously noted, there are hundreds of applications being processed for licenses under the CR. Moreover, the CR allows individuals to cultivate, propagate, harvest and distribute up to four cannabis plants per household, provided that each plant meets certain requirements. If we are unable to effectively compete with other suppliers to the adult-use cannabis market, or a significant number of individuals take advantage of the ability to cultivate and use their own cannabis, our success in the adult-use business may be limited and may not fulfill the expectations of management.

We will also face competition from existing Licensed Producers and other producers licensed under the CR. Certain of these competitors have significantly greater financial, production, marketing, research and development and technical and human resources than we do. As a result, our competitors may be more successful than us in gaining market penetration and market share. Our commercial opportunity in the adult-use market could be reduced or eliminated if our competitors produce and commercialize products for the adult-use market that, among other things, are safer, more effective, more convenient or less expensive than the products that we may produce, have greater sales, marketing and distribution support than our products, enjoy enhanced timing of market introduction and perceived effectiveness advantages over our products and receive more favorable publicity than our products. If our adult-use products do not achieve an adequate level of acceptance by the adult-use market, we may not generate sufficient revenue from these products, and our adult-use business may not become profitable.

There may be industry consolidation of one or more competitors, which could increase the competitive advantage of certain competitors and reduce overall market share opportunities. Additionally, Canadian provincial regulations are continuing to evolve, and individual provinces have imposed new regulations around expiry dates and age of consumption, thereby further reducing the size of our total addressable market. Increased consolidation and new and disparate provincial regulations could have a material effect on our business and results of operations.

Risks Related to Medical Cannabis Business

We are dependent upon regulatory approvals and licenses for our ability to grow, process, package, store, sell and export medical cannabis and other products derived therefrom, and these regulatory approvals are subject to ongoing compliance requirements, reporting obligations and fixed terms requiring renewal.

Our ability to grow, process, package, store and sell dried cannabis, cannabis oil and capsules, and other classes of cannabis, including both oil and capsules, for medical purposes in Canada is dependent on our current Health Canada licenses under the CR, covering our production facility and patient call center at our Tilray North America Campus in Nanaimo, British Columbia, or Tilray Nanaimo. These licenses allow us to produce cannabis in bulk and finished forms at Tilray Nanaimo and to sell and distribute such cannabis in Canada. They also allow us to import and export medical cannabis in bulk and finished form to and from specified jurisdictions around the world, subject to obtaining, for each specific shipment, an export approval from Health Canada and an import approval (or no objection notice) from the applicable regulatory authority in the country to or from which the export or import is being made. The CR licenses for Tilray Nanaimo are valid for fixed periods and will need to be renewed at the end of such periods.

We also hold licenses under the CR covering our facilities in Enniskillen, London, and Leamington, Ontario which we use to service the adult-use market and support the medical market as needed. These licenses allow us to produce, sell, and distribute cannabis and/or cannabis products in Canada. These licenses are valid for fixed periods and will need to be renewed at the end of such periods.

Our ability to operate in our facility at our Tilray European Union Campus located in Cantanhede, Portugal, or Tilray Portugal, is dependent on our current authorization for the cultivation, import and export of cannabis and our Good Manufacturing Practices, or GMP, certification by the Portuguese National Authority of Medicines and Health Products, or INFARMED, for manufacture of cannabis as an active pharmaceutical ingredient, and is dependent on our current authorization for the manufacture of finished cannabis products and GMP certification for manufacture of cannabis as a finished medicinal product. Our GMP certification issued in May 21, 2020 allows the facility to manufacture medical cannabis extracts in-house and export GMP-produced finished medical cannabis products, including dried flower and oils. Our current authorization for cultivation, import and export of cannabis, which includes a new cultivation site located in Reguengos de Monsaraz as of June 1, 2020, is valid for a single growing season at a time and notification to INFARMED is needed to renew the license for subsequent growing seasons. All licenses are subject to ongoing compliance and reporting requirements and renewal.

Any future medical cannabis production facilities that we operate in Canada will also be subject to separate licensing requirements under the CR. Although we believe that we will meet the requirements of the CR for future renewals of our existing licenses, and grants of permits under such licenses, and to obtain corresponding licenses for future facilities in Canada, there can be no assurance that existing licenses will be renewed or new licenses obtained on the same or similar terms as our existing licenses, nor can there be any assurance that Health Canada will continue to issue import or export permits on the same terms or on the same timeline, or that other countries will allow, or continue to allow, imports or exports.

Further, we are subject to ongoing inspections by Health Canada and INFARMED to monitor our compliance with their licensing requirements. Most recently, our facilities received fully compliant inspection ratings on the following dates: Natura Naturals Inc. (June 2019), Tilray Canada Ltd. (February 2020), High Park Holdings Ltd. (February 2020) and High Park Farms Ltd. (April 2020). Our existing licenses and any new licenses that we may obtain in the future in Canada or other jurisdictions may be revoked or restricted at any time in the event that we are found not to be in compliance. Should we fail to comply with the applicable regulatory requirements or with conditions set out under our licenses, should our licenses not be renewed when required, be renewed on different terms, or be revoked, we may not be able to continue producing or distributing medical cannabis in Canada or other jurisdictions or to export medical cannabis outside of Canada or Portugal. In addition, we may be subject to enforcement proceedings resulting from a failure to comply with applicable regulatory requirements in Canada or other jurisdictions, which could result in damage awards, a suspension of our existing approvals, a withdrawal of our existing approvals, the denial of the renewal of our existing approvals or any future approvals, recalls of products, product seizures, the imposition of future operating restrictions on our business or operations or the imposition of civil, regulatory or criminal fines or penalties against us, our officers and directors and other parties. These enforcement actions could delay or entirely prevent us from continuing the production, testing, marketing, sale or distribution of our medical products and divert management's attention and resources away from our business operations.

The laws, regulations and guidelines generally applicable to the medical cannabis industry in Canada, Europe and other countries may change in ways that impact our ability to continue our business as currently conducted or proposed to be conducted.

The successful execution of our medical cannabis business objectives is contingent upon compliance with all applicable laws and regulatory requirements in Canada, Europe and other jurisdictions, including the requirements of the CR in Canada, and obtaining all other required regulatory approvals for the sale, import and export of our medical cannabis products. The commercial medical cannabis industry is a relatively new industry in Canada and the CR is a regime that has only been in effect in its current form since October 2018. The effect of Health Canada's administration, application and enforcement of the regime established by the CR on us and our business in Canada, or the administration, application and enforcement of the laws of other countries by the appropriate regulators in those countries, may significantly delay or impact our ability to participate in the Canadian medical cannabis market or medical cannabis markets outside Canada, to develop medical cannabis products and produce and sell these medical cannabis products. On April 2, 2020, with respect to COVID-19, Public Safety Canada released guidance that differentiated between medical and adult-use cannabis. The guidance specifically identified that the manufacturing, logistics, warehouse operations and distribution of cannabis for medical purposes are considered essential services. This was non-binding federal guidance, and Canadian provinces and territories maintain the legislative authority to implement and execute response actions within their jurisdictions. We cannot predict what actions individual provinces may take that differ from federal Canadian guidance with respect to medicinal cannabis.

Further, Health Canada, INFARMED or the regulatory authorities in other countries in which we operate or to which we export our medical cannabis products may change their administration, interpretation or application of the applicable regulations or their compliance or enforcement procedures at any time. Any such changes could require us to revise our ongoing compliance procedures, requiring us to incur increased compliance costs and expend additional resources. There is no assurance that we will be able to comply or continue to comply with applicable regulations.

Any failure on our part to comply with applicable regulations could prevent us from being able to carry on our business.

Health Canada inspectors routinely assess Tilray Nanaimo, High Park Farms, High Park Processing Facility, and High Park Gardens for compliance with applicable regulatory requirements. Our Tilray Portugal facilities have also been inspected for compliance by applicable regulators following completion of the construction and will be subject to certain ongoing inspections and audits once licensing is complete. Furthermore, the import of our products into other jurisdictions, such as Germany, Israel and Australia, is subject to the regulatory requirements of the respective jurisdiction. Any failure by us to comply with the applicable regulatory requirements could require extensive changes to our operations; result in regulatory or agency proceedings or investigations, increased compliance costs, damage awards, civil or criminal fines or penalties or restrictions on our operations; and harm our reputation or give rise to material liabilities or a revocation of our licenses and other permits. There can be no assurance that any pending or future regulatory or agency proceedings, investigations or audits will not result in substantial costs, a diversion of management's attention and resources or other adverse consequences to us and our business.

Our ability to produce and sell our medical products in, and export our medical products to, other jurisdictions outside of Canada is dependent on compliance with additional regulatory and other requirements.

We are required to obtain and maintain certain permits, licenses or other approvals from regulatory agencies in countries and markets outside of Canada in which we operate, or to which we export, to produce or export to, and sell our medical products in, these countries, including, in the case of certain countries, the ability to demonstrate compliance with GMP standards. Our current certification of compliance with GMP standards for production at Tilray Nanaimo and any other GMP certification that we may receive in the future subject us, or will in the future subject us, to extensive ongoing compliance reviews to ensure that we continue to maintain compliance with GMP standards. There can be no assurance that we will be able to continue to comply with these standards. While there has been a global reduction in passenger and cargo flights as a result of COVID-19, we have not been prevented from exporting medicinal cannabis at this time. However, there is no guarantee that future governmental actions in Canada, Portugal or other countries, or future market-oriented transportation capacity issues, will limit or altogether restrict the import and export of cannabis for medical purposes.

The continuation or expansion of our international operations depends on our ability to renew or secure necessary permits, licenses and other approvals. An agency's denial of or delay in issuing or renewing a permit, license or other approval, or revocation or substantial modification of an existing permit, license or approval, could prevent us from continuing our operations in, marketing efforts in, or exporting to countries other than Canada. For example, Tilray Nanaimo's current certification of GMP compliance must be renewed via re-inspection prior to October 2020, and our failure to maintain such certification, or to comply with applicable industry quality assurance standards or receive similar regulatory certifications at any of our other facilities, may prevent us from continuing the expansion of our international operations. In addition, the export and import of medical cannabis is subject to United Nations treaties establishing country-by-country national estimates and our export and import permits are subject to these estimates which could limit the amount of medical cannabis we can export to any particular country.

The long-term effect of the legalization of adult-use cannabis in Canada on the medical cannabis industry is unknown (including recently amended Canadian cannabis regulations, or Cannabis 2.0), and may have a significant negative effect upon our medical cannabis business if our existing or future medical use customers decide to purchase products available in the adult-use market instead of purchasing medical use products from us.

The CR became effective on October 17, 2018. On October 17, 2019, the CR was further amended to permit the sale of new classes of cannabis through both adult-use and medical channels, which classes became available starting December 16, 2019. Individuals who previously relied upon the medical cannabis market to supply their medical cannabis and cannabis-based products may cease this reliance, and instead turn to the adult-use cannabis market to supply their cannabis and cannabis-based products. Factors that may influence this decision include the availability of product in each market, the price of medical cannabis products in relation to similar adult-use cannabis products, and the ease with which each market can be accessed in the individual provinces and territories of Canada. The impact of adult-use cannabis on the medical market is not yet fully understood as the market is still in a state of flux. In addition, new form factors have just been legalized and the degree to which these products will be made available on the medical market versus adult use is not yet known.

According to recent Canadian government statistics, medicinal cannabis patient numbers continue to experience decline. A continued decrease in the overall size of the medical cannabis market in Canada as a result of the legal adult-use market, COVID-19 or other factors may reduce our medical sales and revenue prospects in Canada. COVID-19 continues to affect the ability of patients to renew medical authorizations. Moreover, the CR regulation of cannabis for medical purposes is expected to be reviewed in light of the adult-use market. The effect on our business, and the medical cannabis market in general, of such a review is uncertain.

There has been limited study on the effects of medical cannabis and future clinical research studies may lead to conclusions that dispute or conflict with our understanding and belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis.

Research regarding the medical benefits, viability, safety, efficacy and dosing of cannabis or isolated cannabinoids (such as CBD and THC) remains in relatively early stages. There have been few clinical trials on the benefits of cannabis or isolated cannabinoids conducted by us or by others, and certain trials in which we participate have been delayed by COVID-19. While we expect those trials to continue recruiting patients as medical institutions re-start their programs, there can be no assurance that these trials will continue on a timeframe acceptable to our business and on appropriate profitability horizons.

Future research and clinical trials may draw opposing conclusions to statements contained in the articles, reports and studies we have relied on or could reach different or negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing or other facts and perceptions related to medical cannabis, which could adversely affect social acceptance of cannabis and the demand for our products.

Tilray Nanaimo, Manitoba Harvest, High Park Farms, High Park Processing Facility and Tilray Portugal are integral to our business and adverse changes or developments affecting any of these facilities may have an adverse impact on us.

Currently, our activities and resources are primarily focused on the operation of Tilray Nanaimo, Manitoba Harvest, High Park Farms Tilray Portugal and our current licenses under the CR are specific to Tilray Nanaimo, High Park Farms, High Park Gardens and our High Park Processing Facility. Adverse changes or developments affecting these facilities, including, but not limited to, disease or infestation of our crops, a fire, an explosion, a power failure, a natural disaster or a material failure of our security infrastructure, could reduce or require us to entirely suspend our production of cannabis. A significant failure of our site security measures and other facility requirements, including any failure to comply with regulatory requirements under the CR, could have an impact on our ability to continue operating under our Health Canada licenses and our prospects of renewing our Health Canada licenses, and could also result in a suspension or revocation of these Health Canada licenses. As we produce much of our medical cannabis products in Tilray Nanaimo, any event impacting our ability to continue production at Tilray Nanaimo, or requiring us to delay production, would prevent us from continuing to operate our business until operations at Tilray Nanaimo could be resumed, or until we were able to commence production at another facility.

We currently expect to expand our High Park Farms and our Tilray Portugal facilities. We expect that expanded facilities will significantly increase our cultivation, growing, processing and distribution capacity; however, development impediments such as construction delays or cost over-runs in respect to the development of these facilities, howsoever caused, could delay or prevent our ability to produce cannabis at these facilities. It is also possible that the final costs of the major equipment contemplated by our capital expenditure program relating to the development of our High Park Farms and Tilray Portugal may be significantly greater than anticipated, in which circumstance we may be required to curtail, or extend the timeframes for completing, such capital expenditure plans which would reduce our production capacity.

If we are unsuccessful in scaling operations at our facilities, we may become increasingly reliant on third-party cannabis suppliers, potentially at higher prices than our own cost to produce, which would have a negative impact on gross profit margins.

The medical cannabis industry and market are relatively new, and this industry and market may not continue to exist or develop as anticipated or we may ultimately be unable to succeed in this industry and market.

We are operating our current business in a relatively new medical cannabis industry and market, and our success depends on our ability to attract and retain patients. In addition to being subject to general business risks applicable to a business involving an agricultural product and a regulated consumer product, we need to continue to build brand awareness of our Tilray brand in the medical cannabis industry and make significant investments in our business strategy and production capacity. These investments include introducing new products into the markets in which we operate, adopting quality assurance protocols and procedures, building our international presence and undertaking regulatory compliance efforts. These activities may not promote our medical products as effectively as intended, or at all, and we expect that our competitors will undertake similar investments to compete with us for market share. Competitive conditions, consumer preferences, regulatory conditions, patient requirements, healthcare practitioner prescribing practices, and spending patterns in this industry and market are relatively unknown and may have unique characteristics that differ from other existing industries and markets and that cause our efforts to further our business to be unsuccessful or to have undesired consequences. As a result, we may not be successful in our efforts to attract and retain patients or to develop new medical cannabis products and produce and distribute these medical cannabis products to the markets in which we operate or to which we export in time to be effectively commercialized, or these activities may require significantly more resources than we currently anticipate in order to be successful.

We compete for market share with other companies, including other producers licensed by Health Canada, some of which have longer operating histories and more financial resources and manufacturing and marketing experience than we have.

We face, and we expect to continue to face, intense competition from Licensed Producers and other potential competitors, some of which have longer operating histories and more financial resources and manufacturing and marketing experience than we have. In addition, it is possible that the medical cannabis industry will undergo consolidation, creating larger companies with financial resources, manufacturing and marketing capabilities and product offerings that are greater than ours. As a result of this competition, we may be unable to maintain our operations or develop them as currently proposed, on terms we consider acceptable, or at all.

There are currently hundreds of applications for Licensed Producer status being processed by Health Canada. The number of licenses granted and the number of Licensed Producers ultimately authorized by Health Canada could have an adverse impact on our ability to compete for market share in Canada's medical cannabis industry. We expect to face additional competition from new market entrants that are granted licenses under the CR or existing license holders that are not yet active in the industry. If a significant number of new licenses are granted by Health Canada, we may experience increased competition for market share and may experience downward price pressure on our medical cannabis products as new entrants increase production.

In addition, the CR permits patients in Canada to produce a limited amount of cannabis for their own medical purposes or to designate a person to produce a limited amount of cannabis on their behalf for such purposes. Widespread reliance upon this allowance could reduce the current or future consumer demand for our medical cannabis products.

If the number of users of cannabis for medical purposes in Canada increases, the demand for products will increase. This could result in the competition in the medical cannabis industry becoming more intense as current and future competitors begin to offer an increasing number of diversified medical cannabis products. Conversely, if there is a contraction in the medical market for cannabis in Canada, competition for market share may increase. To remain competitive, we intend to continue to invest in research and development and sales and patient support; however, we may not have sufficient resources to maintain research and development and sales and patient support efforts on a competitive basis.

In addition to the foregoing, the legal landscape for medical cannabis use is changing internationally. We have operations outside of Canada, which may be affected as other countries develop, adopt and change their medical cannabis laws. Increased international competition, including competition from suppliers in other countries who may be able to produce at lower cost, and limitations placed on us by Canadian or other regulations, might lower the demand for our medical cannabis products on a global scale.

General Business Risks and Risks Related to Our Financial Condition and Operations

We have a limited operating history and a history of net losses, and we may not achieve or maintain profitability in the future.

We began operating in 2014 and have yet to generate a profit. We generated a net loss of $81.7 million for the quarter ended June 30, 2020, and net losses of $321.2 million, $67.7 million and $7.8 million for the years ended December 31, 2019, 2018 and 2017, respectively. Our accumulated deficit was $724.8 million as of June 30, 2020. We intend to continue to expend significant funds to increase our growing capacity, complete strategic mergers and acquisitions, invest in research and development, expand our marketing and sales operations and meet the compliance requirements as a public company.

Our efforts to grow our business may be more costly than we expect and we may not be able to increase our revenue enough to offset higher operating expenses. We may incur significant losses in the future for a number of reasons, including as a result of unforeseen expenses, difficulties, complications and delays, the other risks described in this Quarterly Report on Form 10-Q and other unknown events. The amount of future net losses will depend, in part, on the growth of our future expenses and our ability to generate revenue. If we continue to incur losses in the future, the net losses and negative cash flows incurred to date, together with any such future losses, will have an adverse effect on our stockholders' equity and working capital. Because of the numerous risks and uncertainties associated with producing cannabis products, as outlined herein, we are unable to accurately predict when, or if, we will be able to achieve profitability. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. If we are unable to achieve and sustain profitability, the market price of our Class 2 common stock may significantly decrease and our ability to raise capital, expand our business or continue our operations may be impaired.

We are exposed to risks relating to the laws of various countries as a result of our international operations.

We currently conduct operations in multiple countries and plan to expand these operations. As a result of our operations, we are exposed to various levels of political, economic, legal and other risks and uncertainties associated with operating in or exporting to these jurisdictions. These risks and uncertainties include, but are not limited to, changes in the laws, regulations and policies governing the production, sale and use of cannabis and cannabis-based products, political instability, instability at the United Nations level, currency controls, fluctuations in currency exchange rates and rates of inflation, labor unrest, changes in taxation laws, regulations and policies, restrictions on foreign exchange and repatriation and changing political conditions and governmental regulations relating to foreign investment and the cannabis business more generally.

Changes, if any, in the laws, regulations and policies relating to the advertising, production, sale and use of cannabis and cannabis-based products or in the general economic policies in these jurisdictions, or shifts in political attitude related thereto, may adversely affect the operations or profitability of our international operations in these countries. As we explore novel business models, such as global co-branded products, cannabinoid clinics and cannabis retail, international regulations will become increasingly challenging to manage. Specifically, our operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on advertising, production, price controls, export controls, controls on currency remittance, increased income taxes, restrictions on foreign investment, land and water use restrictions and government policies rewarding contracts to local competitors or requiring domestic producers or vendors to purchase supplies from a particular jurisdiction. Failure to comply strictly with applicable laws, regulations and local practices could result in additional taxes, costs, civil or criminal fines or penalties or other expenses being levied on our international operations, as well as other potential adverse consequences such as the loss of necessary permits or governmental approvals.

Furthermore, although we have begun production at Tilray Portugal with a view toward facilitating exports of our cannabis products to countries in the EU (or, as permissible, elsewhere) from Portugal rather than from Canada, there is no assurance that these EU (or non-EU) countries will authorize the import of our cannabis products from Portugal, or that Portugal will authorize or continue to authorize such exports, or that such exports will provide us with advantages over our current EU export strategy. Each country in the EU (or elsewhere) may impose restrictions or limitations on imports that require the use of, or confer significant advantages upon, producers within that particular country. As a result, we may be required to establish production facilities similar to Tilray Portugal in one or more countries in the EU (or elsewhere) where we wish to distribute our cannabis products in order to take advantage of the favorable legislation offered to producers in these countries.

We plan to expand our business and operations into jurisdictions outside of the current jurisdictions where we conduct business, and there are risks associated with doing so.

We plan in the future to expand our operations and business into jurisdictions outside of the jurisdictions where we currently carry on business. There can be no assurance that any market for our products will develop in any such foreign jurisdiction. We may face new or unexpected risks or significantly increase our exposure to one or more existing risk factors, including economic instability, new competition, changes in laws and regulations, including the possibility that we could be in violation of these laws and regulations as a result of such changes, and the effects of competition. These factors may limit our capability to successfully expand our operations in, or export our products to, those other jurisdictions.

We may be unable to sustain our revenue growth and development, and may be forced to adjust our operations accordingly.

Our revenue has grown in recent years. Our ability to sustain this growth will depend on a number of factors, many of which are beyond our control, including, but not limited to, the availability of sufficient capital on suitable terms, changes in laws and regulations respecting the production and distribution of cannabis products, competition from other Licensed Producers, the size of the black market, the size of the Canadian adult-use market, and our ability to produce sufficient volumes of our cannabis-based products to meet demand. Regulatory changes in the United States, Germany and Canada may continue to attract market entrants, therefore diluting our potential opportunity and early-mover advantage. In addition, we are subject to a variety of business risks generally associated with developing companies. Future development and expansion could place significant strain on our management personnel and likely will require us to recruit additional management personnel, and there is no assurance that we will be able to do so.

We and several of our competitors have recently taken significant cost-control measures in reaction to the intense competitive dynamic amongst Licensed Producers and the illicit market as well as other cannabis industry challenges. These measures include employee furloughs and lay-offs, brand and product portfolio prioritization and production facility closures. It is possible that we take additional cost-control measures in the future that may slow our revenue growth and development, and could result in material and other impairment charges in our statement of operations.

In 2020, the Canadian adult-use marketplace may experience significant consolidation, and some of our current and future competitors will have superior resources and market share, which may significantly reduce our ability to compete due to scale, cost and pricing disadvantages.

The Canadian adult-use marketplace may experience consolidation, and some of the resulting companies that will be our competitors will have market presence, growth operations, technical and marketing capabilities and financial, personnel and other resources substantially greater than our own. In addition, some of these competitors will be able to raise capital at a lower cost than we will be able to. Consequently, some of these competitors may be able to develop and expand their growth, distribution and retail infrastructures more quickly, adapt more swiftly to new or emerging technologies and changes in customer requirements, take advantage of acquisition and other opportunities more readily and devote greater resources to the marketing and sale of their products and services than we will be able to. Additionally, the greater brand name recognition of some of our future competitors may require us to price our products at lower levels in order to retain or obtain customers. Finally, the cost advantages of some of these competitors may give them the ability to reduce their prices for an extended period of time if they so choose.

Our business is subject to a variety of United States and foreign laws, many of which are unsettled and still developing and which could subject us to claims or otherwise harm our business.

We are subject to a variety of state and federal laws in the United States, Canada and elsewhere. In the United States, despite cannabis having been legalized at the state level for medical use in many states and for adult-use in a number of states, cannabis meeting the statutory definition of “marihuana” continues to be categorized as a Schedule I controlled substance under the federal Controlled Substances Act, or the CSA, and subject to the Controlled Substances Import and Export Act, or the CSIEA. Hemp and marijuana both originate from the Cannabis sativa plant and CBD is a constituent of both. “Marihuana” or “marijuana” is defined in the CSA as a Schedule I controlled substance whereas “Hemp” is essentially any parts of the Cannabis sativa plant that has not been determined to be marijuana. Pursuant to the Agriculture Improvement Act of 2018, or the Farm Bill, "hemp," or cannabis and cannabis derivatives containing no more than 0.3% of tetrahydrocannabinol, or THC, is now excluded from the statutory definition of "marijuana" and, as such, is no longer a Schedule I controlled substance under the CSA. Our activity in the United States is limited to (a) certain corporate and administrative services, including accounting, legal and creative services, (b) supply of study drug for clinical trials under DEA and FDA authorization, and (c) participation in the market for hemp and hemp-derived products containing CBD in compliance with the Farm Bill; except as described above, we do not produce or distribute cannabis products in the United States. Therefore, we believe that we are not currently subject to the CSA or CSIEA.

We have commercialized in the United States a variety of hemp products, which might include certain cannabinoids including CBD, but would exclude THC at amounts more than 0.3%. While the Farm Bill exempted hemp and hemp derived products from the CSA, any such product commercialization will be subject to various laws, including the Farm Bill, the Federal Food, Drug and Cosmetic Act, or the FD&CA, the Dietary Supplement Health and Education Act, or DSHEA, applicable state and/or local laws, and FDA regulations. The FDA has stated in guidance and other public statements that it is prohibited to sell a food, beverage or dietary supplement to which THC or CBD has been added. While the FDA does not have a formal policy of enforcement discretion with respect to any products with added CBD, the agency has stated that its primary focus for enforcement centers on products that put the health and safety of consumers at risk, such as those claiming to prevent, diagnose, mitigate, treat, or cure diseases in the absence of requisite approvals. While the agency's enforcement to date has therefore focused on products containing CBD and that make drug-like claims, there is the risk that the FDA could expand its enforcement activities and require us to alter our marketing for our hemp-derived CBD products or cease distributing them altogether. Nevertheless, the regulation of hemp and CBD in the United States has been a constantly evolving and changing landscape, with changes in federal and state laws and regulation occurring on a frequent basis. Violations of applicable FDA and other laws could result in warning letters, significant fines, penalties, administrative sanctions, injunctions, convictions or settlements arising from civil proceedings.

We are further subject to a variety of laws and regulations in the United States, Canada and elsewhere that prohibit money laundering, including the Proceeds of Crime and Terrorist Financing Act (Canada) and the Money Laundering Control Act (United States), as amended, and the rules and regulations thereunder and any related or similar rules, regulations or guidelines issued,

administered or enforced by governmental authorities in the United States, Canada or any other jurisdiction in which we have business operations or to which we export. Although we believe that none of our activities implicate any applicable money laundering statutes, in the event that any of our business activities, any dividends or distributions therefrom, or any profits or revenue accruing thereby are found to be in violation of money laundering statutes, such transactions may be viewed as proceeds of crime under one or more of the statutes described above or any other applicable legislation, and any persons, including such United States-based investors, found to be aiding and abetting us in such violations could be subject to liability. Any violations of these laws, or allegations of such violations, could disrupt our operations, involve significant management distraction and involve significant costs and expenses, including legal fees. We could also suffer severe penalties, including criminal and civil penalties, disgorgement and other remedial measures.

We are required to comply concurrently with federal, state or provincial, and local laws in each jurisdiction where we operate or to which we export our products.

Various federal, state or provincial and local laws govern our business in the jurisdictions in which we operate or propose to operate, or to which we export or propose to export our products, including laws and regulations relating to health and safety, conduct of operations and the production, management, transportation, storage and disposal of our products and of certain material used in our operations. Compliance with these laws and regulations requires concurrent compliance with complex federal, provincial or state and local laws. These laws change frequently and may be difficult to interpret and apply. Compliance with these laws and regulations requires the investment of significant financial and managerial resources, and a determination that we are not in compliance with these laws and regulations could harm our brand image and business. Moreover, it is impossible for us to predict the cost or effect of such laws, regulations or guidelines upon our future operations. Changes to these laws or regulations could negatively affect our competitive position within our industry and the markets in which we operate, and there is no assurance that various levels of government in the jurisdictions in which we operate will not pass legislation or regulation that adversely impacts our business.

United States regulations relating to hemp-derived CBD products are unclear and rapidly evolving.

Our participation in the market for hemp-derived CBD products in the United States and elsewhere may require us to employ novel approaches to existing regulatory pathways. Although the passage of the Farm Bill in December 2018 legalized the cultivation of hemp in the United States to produce products containing CBD and other non-THC cannabinoids, it remains unclear how the FDA will regulate this industry, and whether and when the FDA will propose or implement new or additional regulations. On May 31, 2019, the FDA held a public hearing to obtain scientific data and information about the safety, manufacturing, product quality, marketing, labeling, and sale of products containing cannabis or cannabis-derived compounds, including CBD. The FDA has also formed an internal working group to evaluate the potential pathways to market for CBD products. It remains unclear how CBD products will be regulated by the agency going forward.

In addition, such products may be subject to regulation at the state or local levels. While the Farm Bill created a pathway under which hemp and its derivatives are exempted from the definition of marijuana and, therefore, no longer at risk for deemed a

Schedule I controlled substance under the CSA and would be protected from interference in interstate commerce, notwithstanding the ongoing implementation of those provisions, state and local authorities have issued their own restrictions on the cultivation or sale of hemp or hemp-derived CBD. This includes laws that ban the cultivation or possession of hemp or any other plant of the cannabis genus and derivatives thereof, such as CBD. State regulators may take enforcement action against food and dietary supplement products that contain CBD, or enact new laws or regulations that prohibit or limit the sale of such products. Unforeseen regulatory obstacles or compliance costs may hinder our ability to successfully compete in the market for such products.

We may seek to enter into strategic alliances, or amend or expand the scope of currently existing relationships, with third parties that we believe will have a beneficial impact on us, and there are risks that such strategic alliances or expansions of our currently existing relationships may not enhance our business in the desired manner.

We currently have, and may adjust the scope of, and may in the future enter into, strategic alliances with third parties that we believe will complement or augment our existing business. Examples of such strategic alliances include our agreement with Sandoz, joint venture with AB InBev and partnership with ABG Intermediate Holdings 2, LLC. On January 24, 2020, we amended our partnership with ABG Intermediate Holdings 2, LLC, and we cannot be sure that this new partnership will develop in a manner that is beneficial to us—see Note 3 to our consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. Our ability to complete further strategic alliances is dependent upon, and may be limited by, among other things, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance our business and may involve risks that could adversely affect us, including the investment of significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions or maintain such strategic alliances. We may become dependent on our strategic partners and actions by such partners could harm our business. Future strategic alliances could result in the incurrence of debt, impairment charges, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that our existing strategic alliances will continue to achieve, the expected benefits to our business or that we will be able to consummate future strategic alliances on satisfactory terms, or at all.

We may not be able to successfully identify and execute future acquisitions, dispositions or other equity transactions or to successfully manage the impacts of such transactions on our operations.

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) the potential disruption of our ongoing business; (ii) the distraction of management away from the ongoing oversight of our existing business activities; (iii) incurring additional indebtedness; (iv) the anticipated benefits and cost savings of those transactions not being realized fully, or at all, or taking longer to realize than anticipated; (v) an increase in the scope and complexity of our operations and (vi) the loss or reduction of control over certain of our assets. Material acquisitions have been and may continue to be material to our business strategy. There is no guarantee that any acquisitions will be accretive, or that past or future acquisitions will not result in additional impairments or write downs.

The existence of one or more material liabilities of an acquired company that are unknown to us at the time of acquisition could result in our incurring those liabilities. A strategic transaction may result in a significant change in the nature of our business, operations and strategy, and we may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into our operations.

We are subject to risks inherent in an agricultural business, including the risk of crop failure.

We grow cannabis, which is an agricultural process. As such, our business is subject to the risks inherent in the agricultural business, including risks of crop failure presented by weather, insects, plant diseases and similar agricultural risks. Although we currently grow our products indoors under climate-controlled conditions, we are developing outdoor operations and there can be no assurance that natural elements, such as insects and plant diseases, will not entirely interrupt our production activities or have an adverse effect on our business.

We depend on significant customers for a substantial portion of our revenue. If we fail to retain or expand our customer relationships or if this significant customer were to terminate its relationship with us or reduce its purchases, our revenue could decline significantly.

Three customers accounted for 16%, 15%, and 9% of revenue, respectively, for the three months ended June 30, 2020. Three customers accounted for 21%, 16% and 12% of revenue, respectively, for the six months ended June 30, 2020. For the three and six months ended June 30, 2020, two customers were from the Cannabis segment and one customer from the Hemp segment. Three customers accounted for 15%, 11%, and 10% of revenue, respectively, for the three months ended June 30, 2019. Two customers accounted for 13% and 11%, of revenue, respectively, for the six months ended June 30, 2019.

We believe that our operating results for the foreseeable future will continue to depend on sales to a small number of customers. These customers have no purchase commitments and may cancel, change or delay purchases with little or no notice or penalty. As a result of this customer concentration, our revenue could fluctuate materially and could be materially and disproportionately impacted by purchasing decisions of these customers or any other significant customer. In the future, these customers may decide to purchase less product from us than they have in the past, may alter purchasing patterns at any time with limited notice, or may decide not to continue to purchase our products at all, any of which could cause our revenue to decline materially and materially harm our financial condition and results of operations. If we are unable to diversify our customer base, we will continue to be susceptible to risks associated with customer concentration.

We may be unable to attract or retain key personnel with sufficient experience in the cannabis industry, and we may be unable to attract, develop and retain additional employees required for our development and future success.

Our success is largely dependent on the performance of our management team and certain employees and our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. The loss of the services of any key personnel, or an inability to attract other suitably qualified persons when needed, could prevent us from executing on our business plan and strategy, and we may be unable to find adequate replacements on a timely basis, or at all. We do not currently maintain key-person insurance on the lives of any of our key personnel.

Further, each director and officer, as well as certain additional key personnel, of a company that holds a license is subject to the requirement to obtain and maintain a security clearance from Health Canada under the CR. Moreover, under the CR, an individual with security clearance must be physically present on site when other individuals are conducting activities with cannabis. Under the CR, a security clearance is valid for a limited time and must be renewed before the expiry of a current security clearance. There is no assurance that any of our existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require a security clearance will be able to obtain one. A failure by an individual in a key operational position to maintain or renew his or her security clearance could result in a reduction or complete suspension of our operations. In addition, if an individual in a key operational position leaves us, and we are unable to find a suitable replacement who is able to obtain a security clearance required by the CR in a timely manner, or at all, we may not be able to conduct our operations at planned production volume levels or at all. In addition, the CR requires us to designate a qualified individual in charge who is responsible for supervising activities relating to the production of study drug for clinical trials, which individual must meet certain educational and security clearance requirements. If our current designated qualified person in charge fails to maintain his security clearance, or if our current designated qualified person in charge leaves us and we are unable to find a suitable replacement who meets these requirements, we may no longer be able to continue our clinical trial activities.

Increased labor costs, potential organization of our workforce, employee strikes and other labor-related disruption may adversely affect our operations.

Apart from certain employees in Portugal, none of our employees are represented by a labor union or subject to a collective bargaining agreement. In Portugal, some of our employees are subject to a government-mandated collective bargaining agreement, which grants affected employees certain additional benefits beyond those required by the local labor code. We cannot assure you that our labor costs going forward will remain competitive because in the future our workforce may organize and labor agreements may be put in place that have significantly higher labor rates and company obligations; at the same time, our competitors may maintain significantly lower labor costs, thereby reducing or eliminating our comparative advantages vis-à-vis one or more of our competitors or the larger industry; additionally, our labor costs may increase in connection with our growth.

Significant interruptions in our access to certain supply chains, including recently as a result of COVID-19, for key inputs such as raw materials, electricity, water and other utilities may impair our cannabis growing operations.

Our business is dependent on a number of key inputs and their related costs (certain of which are sourced in other countries and on different continents), including raw materials, supplies and equipment related to our operations, as well as electricity, water and other utilities. Recently, COVID-19 has spread rapidly across the world, and was declared a pandemic in March 2020. We operate global manufacturing facilities, and have dispersed suppliers and customers. Governments may regulate or restrict the flow of our labor or our products, and the Company's operations, suppliers, customers and distribution channels could be severely impacted. COVID 19 could also have an adverse impact on consumer demand for our products and prices for our raw materials. While we have not experienced any material supply chain disruptions at this time as a result of COVID-19, any significant future governmental-mandated or market-related interruption, price increase or negative change in the availability or economics of the supply chain for key inputs and, in particular, rising or volatile energy costs could curtail or preclude our ability to continue production. In addition, our operations would be significantly affected by a prolonged power outage.

Our ability to compete and grow cannabis is dependent on us having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that we will be successful in maintaining our required supply of labor, equipment, parts and components. See "*The COVID-19 pandemic has developed rapidly, resulting in government ordered closures of significant portions of the global economy, including in the United States, Canada, Portugal, and Germany, places in which we conduct significant business, and could adversely affect our ability to conduct normal business operations, and harm our business and future results of operations and financial condition.*"

We may require third party supply of quality cannabis flower to meet consumer demand or regulatory requirements, which may adversely affect our cost of goods sold and subject us to unreliable supply chains or product quality.

Our business is highly dependent on the production and sale of acceptable and certifiable cannabis flower. Our operations may not produce sufficient volumes of cannabis flower or particular cultivars (commonly referred to as "strains") to meet consumer demand. It is also possible that our cannabis flower production fails to meet our strict internal quality standards or external regulation specifications. This may require us to contract to purchase cannabis flower from third parties. There is no guarantee we will be able to source cannabis flower at attractive prices or that any third party-sourced product will meet our quality standards and all regulatory requirements. If we are unable to source sufficient cannabis flower for any of these reasons, our sales goals may not be achieved or our costs may increase, or both may occur. An increasing reliance on third party cannabis flower supply could materially impact our business reputation, financial condition and results of operations.

Fluctuations in cannabinoid prices relative to contracted prices with third party suppliers could negatively impact our earnings.

A portion of our results of operations and financial condition, as well as the selling prices for our products, are dependent upon cannabinoid supply contracts. As part of our normal course operations, we periodically enter into large and medium-to-long-term supply contracts with third-party growers. Production and pricing of cannabinoids are determined by constantly changing market forces of supply and demand over which we have limited or no control. The market for cannabis biomass is particularly volatile compared to other commoditized markets due to the relatively nascent maturity of the industry in which we operate. Furthermore, the lack of centralized data and large variations in product quality make it difficult to establish a "spot price" for cannabinoids, and develop an effective price hedging strategy. Accordingly, supply contracts with any term may prove to be costly in the future to the extent cannabinoid prices decrease dramatically or at a faster rate than anticipated. Furthermore, supply contracts typically include minimum purchase requirements which could force us to buy significant quantities of product at non-competitive prices in a rapidly changing market. Due to changing industry dynamics, we are currently re-negotiating the terms of several supply contracts, and, at this time, the outcome of those negotiations is uncertain. Our failure to successfully re-negotiate certain of these supply contracts on terms acceptable to us could result in us being contractually obligated to purchase significant amounts of products, some of which may be priced above then-current market prices, or litigation against us, or interruption of the supply of inputs for the manufacturing of our products, all of which could have a material adverse effect on our business, results of operations, financial condition, liquidity and prospects. In addition, any litigation or arbitration resulting in an adverse judgment or award against us could result in a default under our credit facility and convertible notes. See "*We have become subject to increased litigation, arbitrations and demands as a result of the downstream merger, stock price decline, and cannabis regulatory and industry changes, supply relationships and other matters, which could result in significant legal liability, additional costs, management distraction and damage to our reputation.*"

We may not be able to transport our cannabis products to consumers in a safe and efficient manner.

Due to our direct-to-consumer shipping model for medical cannabis in Canada, we depend on fast and efficient third-party transportation services to distribute our medical cannabis products. We also use such services to transfer bulk shipments to provinces and territories for further distribution to private and public retailers focused on non-medical consumers. Any prolonged disruption of third-party transportation services, such as any Canada Post disruptions, could have a material adverse effect on our sales volumes or satisfaction with our services. Rising costs associated with third-party transportation services used by us to ship our products may also adversely impact our profitability, and more generally our business, financial condition and results of operations.

The security of our products during transportation to and from our facilities is of the utmost concern. A breach of security during transport or delivery could result in the loss of high-value product and forfeiture of import and export approvals, since such approvals are shipment specific. Any failure to take steps necessary to ensure the safekeeping of our cannabis could also have an impact on our ability to continue supplying provinces and territories, to continue operating under our existing licenses, to renew or receive amendments to our existing licenses or to receive required new licenses.

Our cannabis products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, adulteration, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Although we have detailed procedures in place for testing finished cannabis products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits, whether frivolous or otherwise. If any of the cannabis products produced by us are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. As a result of any such recall, we may lose a significant amount of sales and may not be able to replace those sales at an acceptable gross profit or at all. In addition, a product recall may require significant management attention or damage our reputation and goodwill or that of our products or brands.

We have experienced product recalls in the past. For example, in April 2019, we commenced a recall of one lot of prerolls supplied to the Canadian adult-use market due to labeling error. In each of our prior recalls, we were able to complete the recall or withdrawal; however, there is no assurance that such incidents will not result in regulatory action or civil lawsuits, whether frivolous or otherwise, or an adverse effect on our reputation or goodwill, or that of our products or brands.

Additionally, product recalls may lead to increased scrutiny of our operations by Health Canada or other regulatory agencies, requiring further management attention, increased compliance costs and potential legal fees, fines, penalties and other expenses. Any product recall affecting the cannabis industry more broadly, whether or not involving us, could also lead consumers to lose confidence in the safety and security of the products sold by Licensed Producers generally, including products sold by us.

We have become subject to increased litigation, arbitrations and demands as a result of the downstream merger, stock price decline, and cannabis regulatory and industry changes, supply relationships and other matters, which could result in significant legal liability, additional costs, management distraction and damage to our reputation.

We have been named as a defendant in a class action relating to the merger of Privateer Holdings, Inc. with and into our wholly owned subsidiary (referred to as the Downstream Merger), a class action related to the drop in our stock price, and other litigation and demands relating to business decisions, regulatory and industry changes, supply relationships, and our business acquisition matters and related activities. Litigation may include claims for substantial compensatory or punitive damages or claims for indeterminate amounts of damages. We and our subsidiaries are also involved from time to time in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding our business. These matters also could result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

We have incurred and may continue to incur substantial costs and expenses relating directly to these actions. Responding to such actions could divert management's attention away from our business operations and result in substantial costs. For more information on our pending legal proceedings, see "Part II, Item 1. Legal Proceedings" in this Quarterly Report on Form 10-Q.

We may be subject to product liability claims or regulatory action if our products are alleged to have caused significant loss or injury. This risk is exacerbated by the fact that cannabis use may increase the risk of serious adverse side effects.

As a manufacturer and distributor of products which are ingested by humans, we face the risk of exposure to product liability claims, regulatory action and litigation if our products are alleged to have caused loss or injury. We may be subject to these types of claims due to allegations that our products caused or contributed to injury or illness, failed to include adequate instructions for use or failed to include adequate warnings concerning possible side effects or interactions with other substances. This risk is exacerbated by the fact that cannabis use may increase the risk of developing schizophrenia and other psychoses, symptoms for individuals with bipolar disorder, and other side effects. Furthermore, we are now offering an expanded assortment of form factors as a result of Cannabis 2.0, some of which may have adverse side effects. See "*In connection with the amended Canadian adult-use regulations which became effective October 17, 2019 and permitted new classes of cannabis on December 16, 2019, we will now offer cannabis-only vape products in Canada. The vape market is a niche market that remains subject to a great deal of uncertainty and is still evolving. Recent negative public sentiment and regulatory scrutiny of vaporizing in the United States may cause Health Canada to further limit usage and diminish Canadian consumer demand for our cannabis vape products.*"

Previously unknown adverse reactions resulting from human consumption of cannabis products alone or in combination with other medications or substances could also occur.

In addition, the manufacture and sale of cannabis products, like the manufacture and sale of any ingested product, involves a risk of injury to consumers due to tampering by unauthorized third parties or product contamination. We have in the past recalled, and may again in the future have to recall, certain of our cannabis products as a result of potential contamination and quality assurance concerns. A product liability claim or regulatory action against us could result in increased costs and could adversely affect our reputation and goodwill with our patients and consumers generally. There can be no assurance that we will be able to maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could result in us becoming subject to significant liabilities that are uninsured and also could adversely affect our commercial arrangements with third parties.

We rely on third-party distributors to distribute our products, and those distributors may not perform their obligations.

We rely on third-party distributors, including pharmaceutical distributors, courier services, and government agencies, and may in the future rely on other third parties, to distribute our products. If these distributors do not successfully carry out their contractual duties, if there is a delay or interruption in the distribution of our products, such as the Canada Post labor disruptions previously experienced, or if these third parties damage our products, it could negatively impact our revenue from product sales. Any damage to our products, such as product spoilage, could expose us to potential product liability, damage our reputation and the reputation of our brands or otherwise harm our business.

We, or the cannabis industry more generally, may receive unfavorable publicity or become subject to negative consumer or investor perception.

We believe that the cannabis industry is highly dependent upon positive consumer and investor perception regarding the benefits, safety, efficacy and quality of the cannabis distributed to consumers. The perception of the cannabis industry and cannabis products, currently and in the future, may be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements, media attention and other publicity (whether or not accurate or with merit) both in Canada and in other countries relating to the consumption of cannabis products, including unexpected safety or efficacy concerns arising with respect to cannabis products or the activities of industry participants. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the cannabis market or any particular cannabis product or will be consistent with earlier publicity. Adverse future scientific research reports, findings and regulatory proceedings that are, or litigation, media attention or other publicity that is, perceived as less favorable than, or that questions, earlier research reports, findings or publicity (whether or not accurate or with merit) could result in a significant reduction in the demand for our cannabis products. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis, or our products specifically, or associating the consumption of cannabis with illness or other negative effects or events, could adversely affect us. This adverse publicity could arise even if the adverse effects associated with cannabis products resulted from consumers' failure to use such products legally, appropriately or as directed.

Certain events or developments in the cannabis industry more generally may impact our reputation.

Damage to our reputation can result from the actual or perceived occurrence of any number of events, including any negative publicity, whether true or not. As a producer and distributor of cannabis, which is a controlled substance in Canada that has previously been commonly associated with various other narcotics, violence and criminal activities, there is a risk that our business might attract negative publicity. There is also a risk that the actions of other Licensed Producers or of other companies and service providers in the cannabis industry may negatively affect the reputation of the industry as a whole and thereby negatively impact our reputation. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share negative opinions and views in regards to our activities and the cannabis industry in general, whether true or not.

We do not ultimately have direct control over how we or the cannabis industry is perceived by others. Reputational issues may result in decreased investor confidence, increased challenges in developing and maintaining community relations and present an impediment to our overall ability to advance our business strategy and realize on our growth prospects.

Licensed Producers are constrained by law in their ability to market their products in Canada.

The development of our business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by Health Canada. The regulatory environment in Canada limits our ability to compete for market share in a manner similar to other industries. All products we distribute into the Canadian adult-use market must comply with requirements under Canadian legislation, including with respect to product formats, product packaging, product composition and marketing activities around such products. As such, our portfolio of brands and products has been specifically adapted, and our marketing activities carefully structured, to enable us to develop our brands in an effective and compliant manner. If we are unable to effectively market our cannabis products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for our cannabis products, then our sales and operating results could be adversely affected.

If we are not able to comply with all safety, health and environmental regulations applicable to our operations and industry, we may be held liable for any breaches of those regulations.

Safety, health and environmental laws and regulations affect nearly all aspects of our operations, including product development, working conditions, waste disposal, emission controls, the maintenance of air and water quality standards and land reclamation, and, with respect to environmental laws and regulations, impose limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Continuing to meet GMP standards, which we follow voluntarily, requires satisfying additional standards for the conduct of our operations and subjects us to ongoing compliance inspections in respect of these standards. Compliance with safety, health and environmental laws and regulations can require significant expenditures, and failure to comply with such safety, health and environmental laws and regulations may result in the imposition of fines and penalties, the temporary or permanent suspension of operations, the imposition of clean-up costs resulting from contaminated properties, the imposition of damages and the loss of or refusal of governmental authorities to issue permits or licenses to us or to certify our compliance with GMP standards. Exposure to these liabilities may arise in connection with our existing operations, our historical operations and operations that we may undertake in the future. We could also be held liable for worker exposure to hazardous substances and for accidents causing injury or death. There can be no assurance that we will at all times be in compliance with all safety, health and environmental laws and regulations notwithstanding our attempts to comply with such laws and regulations.

Changes in applicable safety, health and environmental standards may impose stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. We are not able to determine the specific impact that future changes in safety, health and environmental laws and regulations may have on our industry, operations and/or activities and our resulting financial position; however, we anticipate that capital expenditures and operating expenses will increase in the future as a result of the implementation of new and increasingly stringent safety, health and environmental laws and regulations. Further changes in safety, health and environmental laws and regulations, new information on existing safety, health and environmental conditions or other events, including legal proceedings based upon such conditions or an inability to obtain necessary permits in relation thereto, may require increased compliance expenditures by us.

We may not be able to obtain adequate insurance coverage in respect of the risks our business faces, the premiums for such insurance may not continue to be commercially justifiable or there may be coverage limitations and other exclusions which may result in such insurance not being sufficient to cover potential liabilities that we face.

We currently have insurance coverage, including product liability insurance, protecting many, but not all, of our assets and operations. Our insurance coverage is subject to coverage limits and exclusions and may not be available for the risks and hazards to which we are exposed. In addition, no assurance can be given that such insurance will be adequate to cover our liabilities, including potential product liability claims, or will be generally available in the future or, if available, that premiums will be commercially justifiable. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, we may be exposed to material uninsured liabilities that could impede our liquidity, profitability or solvency.

We may become subject to liability arising from any fraudulent or illegal activity by our employees, contractors, consultants and others.

We are exposed to the risk that our employees, independent contractors, consultants, service providers and licensors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional undertakings of unauthorized activities, or reckless or negligent undertakings of authorized activities, in each case on our behalf or in our service that violate: (i) government regulations, specifically Health Canada regulations; (ii) manufacturing standards; (iii) Canadian federal and provincial healthcare laws and regulations; (iv) laws that require the true, complete and accurate reporting of financial information or data; (v)

United States federal laws banning the possession, sale or importation of cannabis into the United States and prohibiting the financing of activities outside the United States that are unlawful under Canadian or other foreign laws or (vi) the terms of our agreements with insurers. In particular, we could be exposed to class action and other litigation, increased Health Canada inspections and related sanctions, the loss of current GMP compliance certifications or the inability to obtain future GMP compliance certifications, lost sales and revenue or reputational damage as a result of prohibited activities that are undertaken in the growing or production process of our products without our knowledge or permission and contrary to our internal policies, procedures and operating requirements.

We cannot always identify and prevent misconduct by our employees and other third parties, including service providers and licensors, and the precautions taken by us to detect and prevent this activity may not be effective in controlling unknown, unanticipated or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from such misconduct. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal or administrative penalties, damages, monetary fines and contractual damages, reputational harm, diminished profits and future earnings or curtailment of our operations.

We may experience breaches of security at our facilities or loss as a result of the theft of our products.

Because of the nature of our products and the limited legal channels for distribution, as well as the concentration of inventory in our facilities, we are subject to the risk of theft of our products and other security breaches. A security breach at any one of our facilities could result in a significant loss of available products, expose us to additional liability under applicable regulations and to potentially costly litigation or increase expenses relating to the resolution and future prevention of similar thefts, any of which could have an adverse effect on our business, financial condition and results of operations.

We may be subject to risks related to our information technology systems, including the risk that we may be the subject of a cyber-attack and the risk that we may be in non-compliance with applicable privacy laws.

We have entered into agreements with third parties for hardware, software, telecommunications and other information technology, or IT, services in connection with our operations. Our operations depend, in part, on how well we and our vendors protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism, theft, malware, ransomware and phishing attacks. As a result of COVID-19, we are increasingly reliant on Cloud-based systems for our remote workforce, which could result in increased attack vectors or other significant disruptions to our work processes. Any of these and other events could result in IT system failures, delays or increases in capital expenses. Our operations also depend on the timely maintenance, upgrade and replacement of networks, equipment and IT systems and software, as well as preemptive expenses to mitigate the risks of failures. The failure of IT systems or a component of IT systems could, depending on the nature of any such failure, adversely impact our reputation and results of operations.

There are a number of laws protecting the confidentiality of certain patient health information and other personal information, including patient records, and restricting the use and disclosure of that protected information. In particular, the privacy rules under the Personal Information Protection and Electronics Documents Act (Canada), or the PIPEDA, the European Unions' General Data Protection Regulation, or the GDPR, and similar laws in other jurisdictions, protect medical records and other personal health information by limiting their use and disclosure to the minimum level reasonably necessary to accomplish the intended purpose. We collect and store personal information about our consumers and are responsible for protecting that information from privacy breaches. A privacy breach may occur through a procedural or process failure, an IT malfunction or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk whether perpetrated through employee collusion or negligence or through deliberate cyber-attack. Moreover, if we are found to be in violation of the privacy or security rules under PIPEDA or other laws protecting the confidentiality of patient health information, including as a result of data theft and privacy breaches, we could be subject to sanctions and civil or criminal penalties, which could increase our liabilities and harm our reputation.

As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. While we have implemented security resources to protect our data security and information technology systems, such measures may not prevent such events. Significant disruption to our information technology system or breaches of data security could have a material adverse effect on our business financial condition and results of operations.

We may be unable to expand our operations quickly enough to meet demand or manage our operations beyond their current scale.

There can be no assurance that we will be able to manage our expanding operations, including any acquisitions, effectively, that we will be able to sustain or accelerate our growth or that such growth, if achieved, will result in profitable operations, that we will be able to attract and retain sufficient management personnel necessary for continued growth or that we will be able to successfully make strategic investments or acquisitions. This challenge has been compounded with the launch of multiple new form factors as a result of Cannabis 2.0. See "*Cannabis 2.0 allows for new and untested Cannabis products and form factors, and we may ultimately be unsuccessful in developing and offering these new products in our Canadian markets.*"

Demand for cannabis-based products is dependent on a number of social, political and economic factors that are beyond our control. There is no assurance that an increase in existing demand will occur, that we will benefit from any such demand increase or that our business will remain profitable even in the event of such an increase in demand. If we are unable to achieve or sustain profitability, the value of our Class 2 common stock and the notes may significantly decrease.

The cannabis industry continues to face significant funding challenges, and we may not be able to secure adequate or reliable sources of funding required to operate our business or increase our production to meet consumer demand for our products.

The continued development of our business will require significant additional financing, and there is no assurance that we will be able to obtain the financing necessary to achieve our business objectives. Our ability to obtain additional financing will depend on investor demand, our performance and reputation, market conditions, and other factors. Our inability to raise such capital could result in the delay or indefinite postponement of our current business objectives or our inability to continue to operate our business. On February 28, 2020, we entered into a senior secured credit facility with Bridging Finance Inc., for an aggregate principal amount of $59.6 million, as further amended on June 5, 2020, the "Senior Credit Facility." On March 17, 2020, we issued Class 2 common stock, pre-funded warrants and warrants, resulting in net proceeds of approximately $85.3 million. There can be no assurance that additional capital or other types of equity or debt financing will be available if needed or that, if available, the terms of such financing will be favorable to us. See "*Our senior secured credit facility contains covenant restrictions that may limit our ability to operate our business.*"

In addition, from time to time, we may enter into transactions to acquire assets or the capital stock or other equity interests of other entities. Our continued growth may be financed, wholly or partially, with debt, which may increase our debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may also contain provisions that, if breached, may entitle lenders or their agents to accelerate the repayment of loans or realize a first priority security over our significant operating assets, and there is no assurance that we would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to any such debt financing.

Our senior secured credit facility contains covenant restrictions that may limit our ability to operate our business.

On February 28, 2020, we entered into the Senior Credit Facility. The Senior Credit Facility contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to, among other things, invest in our existing facilities, incur additional debt or issue guarantees, create additional liens, repurchase stock or make other restricted payments, and make certain voluntary prepayments of specified debt. As a result of these covenants, our ability to respond to changes in business and economic conditions and engage in beneficial transactions, including to obtain additional financing as needed, may be restricted. Furthermore, our failure to comply with our debt covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay it.

Servicing our debt will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

As of June 30, 2020, we had $480.1 million in aggregate principal indebtedness (refer to Notes 12 & 13) to the consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q).

Our substantial consolidated indebtedness may increase our vulnerability to any generally adverse economic and industry conditions. We and our subsidiaries may, subject to the limitations in the terms of our existing and future indebtedness, incur additional debt, secure existing or future debt or recapitalize our debt. Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our current and future indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business has not generated positive cash flow from operations. If this continues in the future, we may not have sufficient cash flows to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our current and future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

We incur increased costs as a result of operating as a public company and our management is required to devote substantial time to compliance initiatives.

As a public company, we have incurred and will incur significant legal, accounting and other expenses that we did not incur prior to our IPO. In addition, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, and rules implemented by the SEC and the Nasdaq Global Select Market, impose various requirements on public companies, including requirements to file annual, quarterly and event-driven reports with respect to our business and financial condition and operations and establish and maintain effective disclosure and financial controls and corporate governance practices. Effective January 1, 2020, we became a “large accelerated filer” under SEC reporting rules and, and are required to file our annual report and quarterly reports more quickly than we previously had been required to file them, which may require us to dedicate additional resources to the timely filing of such reports. In addition, pursuant to Section 404 of the Sarbanes-Oxley Act, or Section 404, we are required to furnish a report by our management on our Internal Controls over Financial Reporting (“ICFR”), which must be accompanied by an attestation report on ICFR issued by our independent registered public accounting firm. To achieve compliance with Section 404 within the prescribed period, we have documented and evaluated our ICFR, which has been both costly and challenging. We expect our costs to increase substantially in order to comply with these additional and more burdensome requirements. Our existing management team has and will continue to devote a substantial amount of time to these compliance initiatives, and we may need to hire additional personnel to assist us with complying with these requirements. Moreover, these rules and regulations have increased and will continue to increase our legal and financial compliance costs and will make some activities more time consuming and costly.

Management may not be able to successfully implement adequate internal controls over financial reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rules 13a-15(f) and 15d(f) under the Exchange Act, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with United States Generally Accepted Accounting Principles (“U.S. GAAP”). Our management and other personnel have limited experience operating a public company, which may result in a failure of our ICFR and Disclosure Controls and Procedures (“DCP”) necessary to ensure timely and accurate reporting of operational and financial results. Due to inherent limitations, our internal control over financial reporting may not prevent or detect all misstatements, including the possibility of human error, the circumvention or overriding of controls, or fraud.

A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

As of December 31, 2019 we identified material weaknesses in two components of internal control as defined by COSO 2013 (Control Environment and Control Activities).

We did not maintain an effective control environment based on the criteria established in the COSO framework. We have identified deficiencies in the principles associated with the control environment of the COSO framework. Specifically, these control deficiencies constitute material weaknesses, either individually or in the aggregate, relating to: (i) appropriate organizational structure, reporting lines, and authority and responsibilities in pursuit of objectives, (ii) our commitment to attract, develop, and retain competent individuals, and (iii) holding individuals accountable for their internal control related responsibilities.

As of December 31, 2019, we did not maintain an effective control environment to allow for the accurate and timely filing of our financial statements primarily attributable to the following factor:

- We did not have a sufficient complement of accounting and financial reporting personnel with an appropriate level of knowledge, US GAAP proficiency, experience and training commensurate with our financial reporting requirements.

We did not fully design and implement effective control activities based on the criteria established in the COSO framework. We have identified deficiencies in the principles associated with the control activities component of the COSO framework. Specifically, these control deficiencies constitute material weaknesses, either individually or in the aggregate, relating to: (i) Selecting and developing control activities that contribute to the mitigation of risks to the achievement of objectives to acceptable levels, (ii) deploying control activities through policies that establish what is expected and procedures that put policies into action.

We did not have effective controls in response to the risks of material misstatement. This material weakness is primarily attributable to the following factors:

- We did not have an adequate process or appropriate controls in place to support the accurate reporting of our financial results and disclosures in our Annual Report on Form 10-K for the year ended December 31, 2019;
- We did not have effective controls over the completeness and accuracy of key spreadsheets and reports used in financial reporting; and
- We did not have adequate review procedures around the recording of manual entries.

Due to the existence of the above material weaknesses, management, including the CEO and CFO, has concluded that our internal control over financial reporting was not effective as of December 31, 2019. We are actively working on a remediation plan to cure our previously reported material weaknesses; however, there is a risk we may not able to implement all control changes required to fully cure such material weaknesses. If not cured, these material weaknesses create a reasonable possibility that a material misstatement to the consolidated financial statements will not be prevented or detected on a timely basis.

Conflicts of interest may arise between us and our directors and officers as a result of other business activities undertaken by such individuals.

We may be subject to various potential conflicts of interest because some of our directors and executive officers may be engaged in a range of business activities. In addition, our directors and executive officers are permitted under their applicable agreements with us to devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to us and subject to any contractual restrictions restricting such activities. These business interests could require the investment of significant time and attention by our executive officers and directors. In some cases, our executive officers and directors, including our Chief Executive Officer and President, Brendan Kennedy and board member, Michael Auerbach, may have fiduciary obligations associated with business interests that interfere with their ability to devote time to our business and affairs, which could adversely affect our operations. Please refer to the section titled “Transactions with Related Persons” in our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 30, 2020, for further details.

Third parties with whom we do business may perceive themselves as being exposed to reputational risk as a result of their relationship with us.

The parties with whom we do business, or would like to do business, may perceive that they are exposed to reputational risk as a result of our business activities relating to cannabis, which could hinder our ability to establish or maintain business relationships. These perceptions relating to the cannabis industry may interfere with our relationship with service providers, particularly in the financial services industry.

Tax and accounting requirements may change in ways that are unforeseen to us and we may face difficulty or be unable to implement or comply with any such changes.

We are subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on our financial results, the manner in which we conduct our business or the marketability of any of our products. We currently have international operations and plan to expand such operations in the future. These operations, and any expansion thereto, will require us to comply with the tax laws and regulations of multiple jurisdictions, which may vary substantially. Complying with the tax laws of these jurisdictions can be time consuming and expensive and could potentially subject us to penalties and fees in the future if we were to fail to comply.

Because a significant portion of our sales are generated in Canada, fluctuations in foreign currency exchange rates could harm our results of operations.

The reporting currency for our financial statements is the United States dollar. We derive a significant portion of our revenue and incur a significant portion of our operating costs in Canada, and changes in exchange rates between the Canadian dollar and the United States dollar may have a significant, and potentially adverse, effect on our results of operations. Our primary risk of loss regarding foreign currency exchange rate risk is caused by fluctuations in the exchange rates between the United States dollar and the Canadian dollar, although as we expand internationally, we will be subject to additional foreign currency exchange risks. Because we recognize revenue in Canada in Canadian dollars, if the Canadian dollar weakens against the United States dollar it would have a negative impact on our Canadian operating results upon the translation of those results into U.S. dollars for the purposes of consolidation. In addition, a weakening of the Canadian dollar against the United States dollar would make it more difficult for us to meet our obligations under the convertible notes. We have not historically engaged in hedging transactions and do not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks. As we continue to recognize gains and losses in foreign currency transactions, depending upon changes in future currency rates, such gains or losses could have a significant, and potentially adverse, effect on our results of operations.

We may have exposure to greater than anticipated tax liabilities, which could seriously harm our business.

Our income tax obligations are based on our corporate operating structure and third-party and intercompany arrangements, including the manner in which we develop, value and use our intellectual property and the valuations of our intercompany transactions. The tax laws applicable to our international business activities, including the laws of the United States, Canada and other jurisdictions, are subject to change and uncertain interpretation. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology, intercompany arrangements or transfer pricing, which could increase our worldwide effective tax rate and the amount of taxes that we pay and seriously harm our business. Taxing authorities may also determine that the manner in which we operate our business is not consistent with how we report our income, which could increase our effective tax rate and the amount of taxes that we pay and could seriously harm our business. In addition, our future income taxes could fluctuate because of earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities or by changes in tax laws, regulations or accounting principles. We are subject to regular review and audit by United States federal and state and foreign tax authorities. Any adverse outcome from a review or audit could seriously harm our business. In addition, determining our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Although we believe that the amounts recorded in our financial statements are reasonable, the ultimate tax outcome relating to such amounts may differ for such period or periods and may seriously harm our business.

The long-term effect of United States tax reform or the recently enacted CARES Act could adversely affect our business and financial condition.

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act was enacted, which contains significant changes to United States tax law, including, but not limited to, a reduction in the corporate tax rate, limitation of the tax deduction for interest expense (with certain exceptions), limitation of the deduction for net operating losses arising after 2017 to 80% of current year taxable income and elimination of carryback of such net operating losses, one-time taxation of offshore earnings at reduced rates regardless of whether they are repatriated, immediate deductions for certain new investments instead of deductions for depreciation expense over time, modifying or repealing many business deductions and credits, deemed repatriation of certain intangible related income and a transition to a new quasi-territorial system of taxation. Notwithstanding the reduction in the corporate income tax rate, our business and financial condition could be adversely affected in future periods by the overall impact of the Tax Act. In addition, the Tax Act could be amended or subject to technical correction, possibly with retroactive effect, which could change the financial impacts that were recorded at March 31, 2020, or are expected to be recorded in future periods. Additionally, further guidance may be forthcoming from the Financial Accounting Standards Board and SEC, as well as regulations, interpretations and rulings from federal and state tax agencies, which could result in additional impacts, possibly with retroactive effect. Any such changes or potential additional impacts could adversely affect our business and financial condition. We will continue to examine and assess the impact this tax reform legislation may have on our business. On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted in response to the COVID-19 pandemic. The CARES Act, among other things, permits NOL carryovers and carrybacks to offset 100% of taxable income for taxable years beginning before 2021. In addition, the CARES Act allows NOLs incurred in 2018, 2019, and 2020 to be carried back to each of the five preceding taxable years to generate a refund of previously paid income taxes. Further it provides for increased deductibility of interest expense in 2019 and 2020. We are currently evaluating the impact of the CARES Act, but we do not currently expect that the NOL carryback provision or increased interest deductibility of the CARES Act to result in a material cash benefit to us.

As a result of an investment in our securities, you could be prevented from entering the United States or become subject to a lifetime ban on entry into the United States.

United States Customs and Border Protection ("CBP") has confirmed that border agents may seek to permanently ban any foreign visitor who admits to working or investing in the cannabis industry, or admits to having used cannabis, even though adult-use cannabis is now legal in Canada. CBP confirmed that investing even in publicly-traded cannabis companies is considered facilitation of illicit drug trade under CBP policy. This policy is limited to citizens of foreign countries and not citizens of the United States. Therefore, as a result of an investment in our securities, if you are not a citizen of the United States, you could be prevented from entering the United States or could become subject to a lifetime ban on entry into the United States.

Risks Related to our Intellectual Property

We may be subject to risks related to the protection and enforcement of our intellectual property rights, or intellectual property we license from others, and may become subject to allegations that we or our licensors are in violation of intellectual property rights of third parties.

The ownership, licensing and protection of trademarks, patents and intellectual property rights are significant aspects of our future success. Unauthorized parties may attempt to replicate or otherwise obtain and use our products and technology. Policing the unauthorized use of our current or future trademarks, patents or other intellectual property rights now or in the future could be difficult, expensive, time consuming and unpredictable, as may be enforcing these rights against the unauthorized use by others. Identifying the unauthorized use of intellectual property rights is difficult as we may be unable to effectively monitor and evaluate the products being distributed by our competitors, including parties such as unlicensed dispensaries and black-market participants, and the processes used to produce such products. In addition, in any infringement proceeding, some or all of our trademarks, patents or other intellectual property rights or other proprietary know-how, and that which we license from others, or arrangements or agreements seeking to protect the same for our benefit, may be found invalid, unenforceable, anti-competitive or not infringed or may be interpreted narrowly and such proceeding could put existing intellectual property applications at risk of not being issued.

In addition, other parties may claim that our products, or those that we license from others, infringe on their proprietary or patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources and legal fees, result in injunctions or temporary restraining orders or require the payment of damages. As well, we may need to obtain licenses from third parties who allege that we have infringed on their lawful rights. Such licenses may not be available on terms acceptable to us, or at all. In addition, we may not be able to obtain or utilize on terms that are favorable to us, or at all, licenses or other rights with respect to intellectual property that we do not own.

We also rely on certain trade secrets, technical know-how and proprietary information that are not protected by patents to maintain our competitive position. Our trade secrets, technical know-how and proprietary information, which are not protected by patents, may become known to or be independently developed by competitors, which could adversely affect us.

We license some intellectual property rights, and the failure of the owner of such intellectual property to properly maintain or enforce the intellectual property underlying such licenses could have a material adverse effect on our business, financial condition and performance.

We are party to a number of licenses, including with entities formerly affiliated with the former Privateer Holdings, Inc. ("Privateer Holdings") that give us rights to use third-party intellectual property that is necessary or useful to our business. Our success will depend, in part, on the ability of the licensor to maintain and enforce its licensed intellectual property, in particular, those intellectual property rights to which we have secured exclusive rights. Without protection for the intellectual property we have licensed, other companies might be able to offer substantially similar products for sale or utilize substantially similar processes, which could have a material adverse effect on us.

Any of our licensors may allege that we have breached our license agreement, whether with or without merit, and accordingly seek to terminate our license. If successful, this could result in our loss of the right to use the licensed intellectual property, which could adversely affect our ability to commercialize our products or services, as well as have a material adverse effect on us.

We may not realize the full benefit of the clinical trials or studies that we participate in because the terms of some of our agreements to participate do not give us full rights to the resulting intellectual property, the ability to acquire full rights to that intellectual property on commercially reasonable terms or the ability to prevent other parties from using that intellectual property.

Although we have participated in several clinical trials, we are not the sponsor of many of these trials and, as such, do not have full control over the design, conduct and terms of the trials. In some cases, for instance, we are only the provider of a cannabis study drug for a trial that is designed and initiated by an independent investigator within an academic institution. In such cases, we are often not able to acquire rights to all the intellectual property generated by the trials. Although the terms of all clinical trial agreements entered into by us provide us with, at a minimum, ownership of intellectual property relating directly to the study drug being trialed (*e.g.* intellectual property relating to use of the study drug), and ownership of intellectual property that does not relate directly to the study drug is often retained by the institution. As such, we are vulnerable to any dispute among the investigator, the institution and us with respect to classification and therefore ownership of any particular piece of intellectual property generated during the trial. Such a dispute may affect our ability to make full use of intellectual property generated by a clinical trial.

Where intellectual property generated by a trial is owned by the institution, we are often granted a right of first negotiation to obtain an exclusive license to such intellectual property. If we exercise such a right, there is a risk that the parties will fail to come to an agreement on the license, in which case such intellectual property may be licensed to other parties or commercialized by the institution.

We may not realize the full benefit of our licenses if the licensed material has less market appeal than expected, or if restrictions on packaging and marketing hinder our ability to realize value from our licenses, and our licenses may not be profitable to us.

An integral part of our Canadian adult-use cannabis business strategy involves obtaining territorially exclusive licenses to produce products using various brands and images. As a licensee of brand-based properties, we have no assurance that a particular brand or property will translate into a successful adult-use cannabis product. Additionally, a successful brand may not continue to be successful or maintain a high level of sales. As well, the popularity of licensed properties may not result in popular products or the success of the properties with the public. Promotion, packaging and labelling of adult-use cannabis is strictly regulated. These restrictions may further hinder our ability to benefit from our licenses. Acquiring or renewing licenses may require the payment of minimum guaranteed royalties that we consider to be too high to be profitable, which may result in losing licenses we currently hold when they become renewable under their terms or missing business opportunities for new licenses. If we are unable to acquire or maintain successful licenses on advantageous terms, or to derive sufficient revenue from sales of licensed products, our adult-use business may not be successful.

Risks Related to Ownership of Our Securities

Holders of Class 2 common stock have limited voting rights as compared to holders of Class 1 common stock. We cannot predict the impact that our capital structure and concentrated control may have on the market price of our Class 2 common stock.

Brendan Kennedy (our Chief Executive Officer and President and a director), Michael Blue and Christian Groh, including individual and affiliated entities, beneficially own or control over 60% of the voting power of our capital stock. Class 1 common stock, held entirely by such individuals and affiliated entities, has 10 votes per share, resulting in such individuals and affiliated entities controlling a majority of the voting power of all outstanding shares of our capital stock and control of all matters that may be submitted to our stockholders for approval as long as they hold at least approximately 10% of all outstanding shares of our capital stock. Generally, a transfer by these individuals and entities of the Class 1 common stock they hold would cause a conversion of such shares into Class 2 common stock (including, if there is a transfer of Class 1 common stock, or entering into a binding agreement with respect to the power to vote or direct the voting of such shares). However, a transfer to certain entities controlled by such individuals, such as estate planning entities, would not result in a conversion and these individuals would continue to hold Class 1 common stock the superior voting rights of 10 votes per share. This concentrated control reduces other stockholders’ ability to influence corporate matters and, as a result, we may take actions that our stockholders other than Messrs. Kennedy, Blue and Groh do not view as beneficial. Further, the concentration of the ownership of our Class 1 common stock may prevent or delay the consummation of change of control transactions that stockholders other than or Messrs. Kennedy, Blue and Groh may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. As a result, the market price of our Class 2 common stock could be adversely affected.

Additionally, while other companies listed on United States stock exchanges have publicly traded classes of stock with limited voting rights, we cannot predict whether this structure, combined with concentrated control by Messrs. Kennedy, Blue and Groh will result in a lower trading price or greater fluctuations in the trading price of our Class 2 common stock as compared to the market price were we to have a single class of common stock, or will result in adverse publicity or other adverse consequences.

The price of our Class 2 common stock in public markets has experienced and may experience severe fluctuations.

The market price for our Class 2 common stock, and the market price of stock of other companies operating in the cannabis industry, has been extremely volatile. For example, during the six months ended June 30, 2020, the trading price of our Class 2 common stock ranged between a low sales price of $2.43 and a high sales price of $22.95 and included single day fluctuations as high as 64.13%. Additionally, during 2019, the trading price of our Class 2 common stock fluctuated between a low sales price of $15.57 and a high sales price of $106.00 per share. The market price of our Class 2 common stock may continue to be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control, including the following: (i) actual or anticipated fluctuations in our quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to us; (iv) the addition or departure of our executive officers or other key personnel; (v) the release or expiration of lock-up or other transfer restrictions on our common stock, such as release of 11 million Class 2 shares on April 3, 2020 and 19.5 million shares of Class 1 and Class 2 common stock on June 5, 2020, each associated with the Downstream Merger; (vi) sales or perceived sales, or the expectation of future sales, of our common stock; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors; (viii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the cannabis industry or our target markets. See "*COVID-19 has coincided with periods of significant volatility in financial, commodities and other markets, resulting in global recessionary conditions, which could adversely affect our business, future results of operations and financial condition.*"

Future sales or distributions of our securities could cause the market price for our Class 2 common stock to fall significantly.

Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the market perception that the holders of a large number of shares of our Class 2 common stock, or shares of our Class 1 common stock which are convertible into Class 2 common stock on a one-for-one basis, intend to sell our Class 2 common stock, could significantly reduce the market price of our Class 2 common stock.

Pursuant to the Downstream Merger, former Privateer Holdings stockholders who received shares of our common stock in the Downstream Merger entered into a lock-up agreement. Each Privateer Holdings equity holder who received shares of our stock in the Downstream Merger is subject to a lock-up allowing for the sale of such shares only under certain circumstances over a two-year period. During the first year following the closing of the Downstream Merger, unless otherwise approved by us, shares will be released only pursuant to certain offerings or sales arranged by and at our discretion. We may also determine to release shares from the lock-up in the absence of an offering or arranged sale if we determine it to be in the Company's best interest.

On April 3, 2020, we released 11 million shares of our Class 2 common stock, and on June 5, 2020, we released 19.5 million shares of our Class 1 and Class 2 common stock from the restrictions under the Downstream Merger lock-up agreement. We cannot predict the effect, if any, that sales of those released shares or any future public sales of our securities or the availability of these securities for sale will have on the market price of our Class 2 common stock. 30.5 million shares of Class 1 and Class 2 common stock have been released from the lock-up restrictions of the Downstream Merger. The Downstream Merger agreement requires at least 50% of the locked-up shares to be released by the one-year anniversary of the closing of the Downstream Merger (December 12, 2020), which is approximately 7 million shares. The remaining 50% of the shares subject to the lock-up restrictions are required to be released on an equal quarterly basis over the following 12 months, unless we choose to release them on a more accelerated schedule. The release of the remaining portion of shares subject to the lock-up on the described schedule, or on a more accelerated basis, could put significant downward pricing pressure on our stock. If the market price of our Class 2 common stock were to drop as a result, this might impede our ability to raise additional capital and might cause our remaining stockholders to lose all or part of their investment.

The terms of our recently issued warrants may limit our ability to raise additional equity capital or pursue acquisitions, which may result in us having insufficient funds to operate our business and significant dilution to existing stockholders.

On March 13, 2020, we entered into an underwriting agreement with Canaccord Genuity LLC relating to the issuance and sale of 7,250,000 shares of our Class 2 common stock, pre-funded warrants to purchase 11,750,000 shares of our Class 2 common stock and accompanying warrants to purchase 19,000,000 shares of our Class 2 common stock at a price to the public of $4.76 per share for Class 2 common stock and accompanying warrant and $4.7599 per pre-funded warrant and accompanying warrant. The accompanying warrants, or the warrants, are not exercisable until six months after the date of issuance. The issuance of shares of our Class 2 common stock and exercise of the pre-funded warrants thereafter resulted in an issuance of 19,000,000 additional shares of Class 2 common stock.

The warrants contain a price protection, or anti-dilution feature, pursuant to which, the exercise price of such warrants will be reduced to the consideration paid for, or the exercise price or conversion price of, as the case may be, any newly issued securities issued at a discount to the original warrant exercise price of $5.95 per share. The anti-dilution feature was approved by our stockholders, and, therefore, the exercise price of the warrants may end up being lower than $5.95 per share, which could result in significant incremental dilution to existing stockholders.

Additionally, so long as the warrants remain outstanding, we may only issue up to $20 million in aggregate gross proceeds under our at-the-market offering program at prices less than the exercise price of the warrants, and in no event more than $6 million per quarter at prices below the exercise price of the warrants, without triggering the warrant's anti-dilution feature described in the paragraph immediately above. If our stock price were to fall below the warrant exercise price of $5.95 per share for an extended time, we may be forced to lower the warrant exercise price at unfavorable terms in order to fund our ongoing operations. See "*The cannabis industry continues to face significant funding challenges, and we may not be able to secure adequate or reliable sources of funding required to operate our business or increase our production to meet consumer demand for our products.*"

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our stock price and trading volume could decline.

The trading market for our Class 2 common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the securities or industry analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. In addition, if our operating results fail to meet the forecast of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

We may not have the ability to raise the funds necessary to settle conversions of the convertible notes in cash or to repurchase the convertible notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the convertible notes.

Holders of the convertible notes have the right to require us to repurchase their convertible notes upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the convertible notes to be repurchased, plus accrued and unpaid interest, if any. In addition, upon conversion of the convertible notes, unless we elect to deliver solely shares of our Class 2 common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the convertible notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of convertible notes surrendered. In addition, our ability to repurchase the convertible notes or to pay cash upon conversions of the convertible notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase convertible notes at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the convertible notes as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our existing or future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the convertible notes or make cash payments upon conversions thereof.

The conditional conversion feature of the convertible notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the convertible notes is triggered, holders of convertible notes will be entitled to convert the convertible notes at any time during specified periods at their option. If one or more holders elect to convert their convertible notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class 2 common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders of convertible notes do not elect to convert their convertible notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the convertible notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Holders of our Class 2 common stock may be subject to dilution resulting from future offerings of common stock by us.

We may raise additional funds in the future by issuing common stock or equity-linked securities. Holders of our securities have no preemptive rights in connection with such further issuances. Our board of directors has the discretion to determine if an issuance of our capital stock is warranted, the price at which such issuance is to be effected and the other terms of any future issuance of capital stock. In addition, additional common stock will be issued by us in connection with the exercise of options or grant of other equity awards granted by us. Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of our existing securities. See "*The terms of our recently issued warrant limit our ability to raise additional equity capital or pursue acquisitions, which may result in us having insufficient funds to operate our business."*

Conversion of the convertible notes may dilute the ownership interest of our stockholders or may otherwise depress the price of our Class 2 common stock.

The conversion of some or all of the convertible notes may dilute the ownership interests of our stockholders. Upon conversion of the convertible notes, we have the option to pay or deliver, as the case may be, cash, shares of our Class 2 common stock, or a combination of cash and shares of our Class 2 common stock. If we elect to settle our conversion obligation in shares of our

Class 2 common stock or a combination of cash and shares of our Class 2 common stock, any sales in the public market of our Class 2 common stock issuable upon such conversion could adversely affect prevailing market prices of our Class 2 common stock. In addition, the existence of the convertible notes may encourage short selling by market participants because the conversion of the convertible notes could be used to satisfy short positions, or anticipated conversion of the convertible notes into shares of our Class 2 common stock could depress the price of our Class 2 common stock.

It is not anticipated that any dividends will be paid to holders of our Class 2 common stock for the foreseeable future, if ever.

No dividends on our Class 2 common stock have been paid to date. We anticipate that, for the foreseeable future, we will retain future earnings and other cash resources for the operation and development of our business. The payment of any future dividends will be at the discretion of our board of directors after taking into account many factors, including our earnings, operating results, financial condition and current and anticipated cash needs.

Provisions in our corporate charter documents could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our corporate charter and our bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our Class 2 common stock, thereby depressing the market price of our Class 2 common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include the following:

- Our board of directors is divided into three classes with staggered three-year terms which may delay or prevent a change of our management or a change in control;
- Our board of directors has the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- Our stockholders may not act by written consent or call special stockholders’ meetings; as a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions other than at annual stockholders’ meetings or special stockholders’ meetings called by the board of directors, the chairman of the board or our chief executive officer;
- Our certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- Stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders’ meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer’s own slate of directors or otherwise attempting to obtain control of our company; and
- Our board of directors may issue, without stockholder approval, shares of undesignated preferred stock; the ability to issue undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

Certain jurisdictions may take positions adverse to investments in, or investors themselves, in cannabis companies.

Certain jurisdictions may prohibit or restrict its citizens or residents from investing in or transacting with companies involved in the cannabis industry, even if such companies only conduct business in jurisdictions where cannabis is legal. For example, if an investor in the United Kingdom profits from an investment in a cannabis producer or supplier, such investment may technically violate the United Kingdom Proceeds of Crime Act 2002. Similar prohibitions or restrictions may apply in other jurisdictions where cannabis has not been legalized. In addition, such prohibitions and restriction may limit your ability to receive dividends if such dividends were to be declared in the future. However, no dividends on our Class 2 common stock have been paid to date and we do not anticipate that, for the foreseeable future, we will pay dividends on our Class 2 common stock.

Certain provisions in the indenture governing the convertible notes may delay or prevent an otherwise beneficial takeover attempt of us.

Certain provisions in the indenture governing the convertible notes may make it more difficult or expensive for a third party to acquire us. For example, the indenture governing the convertible notes requires us to repurchase the convertible notes for cash upon the occurrence of a fundamental change and, in certain circumstances, to increase the relevant conversion rate for a holder that converts its convertible notes in connection with a make-whole fundamental change. A takeover of us may trigger the requirement that we repurchase the convertible notes and/or increase the conversion rate, which could make it more costly for a potential acquirer to engage in such takeover. Such additional costs may have the effect of delaying or preventing a takeover of us that would otherwise be beneficial to investors.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States of America will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for:

- Any derivative action or proceeding brought on our behalf;
- Any action asserting a breach of fiduciary duty;
- Any action asserting a claim against us arising under the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; and
- Any action asserting a claim against us that is governed by the internal-affairs doctrine.

Our amended and restated certificate of incorporation further provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. This exclusive forum provision would not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. To the extent that any such claims may be based upon federal law claims, Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder.

Our restated certificate of incorporation also provides that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and to have consented to this choice of forum provision. It is possible that a court of law could rule that the choice of forum provision contained in our restated certificate of incorporation is inapplicable or unenforceable if it is challenged in a proceeding or otherwise.

These exclusive-forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. If a court were to find the exclusive-forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could seriously harm our business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Recent Sales of Unregistered Equity Securities

Not applicable.

Item 3. Defaults upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other information

Not applicable.

Item 6. Exhibits.

Exhibit No.	Description of Document	Incorporated by Reference Schedule Form	File Number	Exhibit	Filing Date	Filed Herewith
2.1*	Agreement and Plan of Merger and Reorganization, among the Registrant, Down River Merger Sub, LLC, Privateer Holdings, Inc. and Michael Blue as the Stockholder Representative, dated September 9, 2019	8-K	001-38594	2.1	9/10/2019	
3.1	Amended and Restated Certificate of Incorporation, as currently in effect	8-K	001-38594	3.1	12/17/2019	
3.2	Amended and Restated Bylaws, as currently in effect	S-1	333-225741	3.4	7/9/2018	
4.1	Indenture, dated October 10, 2018, between the Registrant and GLAS Trust Company LLC	8-K	001-38594	4.1	10/10/2018	
4.2	Form of 5.00% Convertible Senior Note due 2023 (included in Exhibit 4.1)	8-K	001-38594	4.2	10/10/2018	
4.3	Form of Pre-Funded Warrant	8-K	001-38594	4.1	3/17/2020	
4.4	Form of Warrant	8-K	001-38594	4.2	3/17/2020	
10.1	First Amendment, dated as of June 5, 2020, to loan facility letter agreement dated as of February 28, 2020, among Bridging Finance Inc., as agent for and on behalf of any of the funds managed or co-managed by Bridging Finance Inc., and High Park Holdings Ltd.	8-K	001-38594	10.1	6/11/2020	
31.1	Certification of Periodic Report by Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Periodic Report by Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, formatted in Inline XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Net Loss and Comprehensive Loss , (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

\+ Indicates management contract or compensatory plan.

* Schedules and certain other information have been omitted pursuant to Item 601(b)(2) of Regulations S-K. The registrant will furnish copies of any such schedules to the Securities and Exchange Commission upon request.

** Document has been furnished, is not deemed filed and is not to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, irrespective of any general incorporation language contained in any such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		Tilray, Inc.
Date: August 10, 2020	By:	/s/ Brendan Kennedy **Brendan Kennedy** President and Chief Executive Officer
Date: August 10, 2020	By:	/s/ Michael Kruteck **Michael Kruteck** Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Brendan Kennedy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tilray, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2020

/s/ Brendan Kennedy
Brendan Kennedy
President and Chief Executive Officer

CERTIFICATION

I, Michael Kruteck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tilray, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 10, 2020

/s/ Michael Kruteck
Michael Kruteck
Chief Financial Officer

CERTIFICATION

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Brendan Kennedy, President and Chief Executive Officer of Tilray, Inc. (the "Company"), hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2020 to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has set its hand hereto as of the 10th day of August, 2020.

/s/Brendan Kennedy
Brendan Kennedy
President and Chief Executive Officer

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Tilray, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

Exhibit 32.2

CERTIFICATION

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Michael Kruteck, Chief Financial Officer and Treasurer of Tilray, Inc. (the "Company"), hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2020 to which this Certification is attached as Exhibit 32.2 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has set its hand hereto as of the 10th day of August, 2020.

/s/ Michael Kruteck
Michael Kruteck
Chief Financial Officer

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Tilray, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.